GEM CABLES AND CONDUCTORS LIMITED

Thirty Fourth Annual Report
2015-2016

CORPORATE INFORMATION

BOARD OF DIRECTORS

Sri. Y.Kamesh	Director.
Sri. Y.Malla Reddy	Independent and Non-Executive Director
Sri. K V S Rao	Independent and Non-Executive Director

CORPORATE IDENTITY NUMBER:	**L31300AP1981PLC002833**
KEY MANAGERIAL PERSONNEL:	Director& Compliance Officer
STATUTORY AUDITORS:	M/s. JBRK & Co Chartered Accountants Hyderabad, Telangana
REGISTERED OFFICE :	Survey No. 434A, 434AA, Chitkul Village Patancheru Mandal, Medak District – 502307
REGISTRAR AND SHARE TRANSFER AGENT:	M/s. Sathguru Management Consultants (P) Ltd. No, 54, Sagar Socity, Road No.2, Banjara Hills, Hyderabad – 34
BANKERS:	Karnataka Bank Limited Rajbhavan Road Branch, Hyderabad – 500 082

STATUTORY COMMITTEES

AUDIT COMMITTEE

Mr.K V S Rao	Chairman
Mr. Y.Kamesh	Member
Mr. Y.Malla Reddy	Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Y.Malla Reddy	Chairman
Mr. Y.Kamesh	Member
Mr. K V S Rao	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Y.Kamesh	Chairman
Mr. Y.Malla Reddy	Member
Mr. K V S Rao	Member

RISK MANAGEMENT COMMITTEE

Mr. Y.Kamesh	Chairman
Mr. Y.Malla Reddy	Member
Mr. K V S Ra	Member

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of the notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the following addresses.

SEBI has made it mandatory for every participant in the Securities/Capital Market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with photocopy of both sides of PAN card, duly attested to the Demat Registrar and Share Transfer Agent of the Company, M/s Gem Cables & Conductors Limited as above.

NOTICE TO THE ANNUAL GENERAL MEETING

Notice is hereby given that the **34th. Annual General Meeting** of the Members of **GEM CABLES & CONDUCTORS LIMITED** will be held on **Thursday, the 29th day of September, 2016 at 10.00 AM** at the Registered office of the company situated at **Survey No. 434A, 434AA, Chitkul Village, Patancheru Mandal, Medak District – 502307** to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of financial statements

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2016 along with Notes, the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 – Appointment of Director

To appoint a Director in place of Y. Malla Reddy, Director (holding DIN 02902765), who retires by rotation and being eligible offers herself for re-appointment.

Item No. 3 – Ratifying the appointment of Statutory Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 (the "Act"),if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and as approved by the Board of Directors, the Company hereby ratifies the appointment **M/s JBRK &Co., Chartered Accountants (Firm Registration No. 05775S)** as the Statutory Auditors of the Company, to hold office from conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2015-16 on a remuneration of Rs.1,00,000/- plus out of pocket expenses."

By Order of the Board
For **Gem Cables & Conductors Limited**

K V S Rao
Director
(DIN: 02905122)

Date: 30.08.2016
Place: Chitkul (V), Patancheru (M)

REGISTERED OFFICE
CIN: L31300AP1981PLC002833
Survey No.434A, 434AA,
Chitkul Village, Patancheru Mandal
Medak District–502307, Telangana, India

Notes:

1. **The statement of the particulars of Directors seeking Appointment / Re-appointment is enclosed as Annexure A.**
2. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. Proxies in order to be effective must be received by the Company at its registered office not later than 48 (forty-eight) hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.**
3. **A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.**
4. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning 24 (twenty four) hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from 27th September 2016 to 29th September, 2016 (both days inclusive).
6. Members are requested to bring the Attendance Slip duly filled in and signed attendance slip mentioning therein details of their DP ID and Client ID/ Folio No. which is enclosed herewith and hand over the same at the entrance of AGM venue.
7. Members who hold shares in dematerialised form are requested to bring their depository account Number (Client Id and DP Id No) for easier identification and recording of the attendance at the meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
9. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen

signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

10. Members/Proxies are requested to bring their copies of Annual Report to the meeting. As an austerity measure, copies of Annual Report will not be distributed at the meeting. Members may also note that the Notice of the 34th AGM and the Annual Report for 2016 will also be available on the Company's website **www.gemcables.com**for download.

11. Members desirous of seeking any information on the accounts or operations of the company are requested to write to the Company at least 10 days prior to the Meeting so that the required information can be made available at the Meeting.

12. 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.

13. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar & Share Transfer Agent, M/s. Sathguru Management Consultants (P) Ltd Members holding shares in electronic form must send the advice about the change of address to their respective Depository Participants (DPs) and not to the Company. Non-resident Indian shareholders are requested to inform us immediately the change in the residential status on return to India for permanent settlement.

14. Members holding shares under multiple folios are requested to consolidate their holdings, if the shares are held in the same name or in the same order of names.

15. The equity shares of the Company have been notified for compulsory trading in demat form. The Company has signed a tripartite agreement with National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and M/s. Sathguru Management Consultants (P) Ltd to facilitate dematerialisation of shares. Members are requested to avail of this facility and have their shareholding converted into dematerialised form.

16. All Documents referred to in the accompanying notice and the Explanatory Statement is open for inspection at the registered office of the company on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.

17. Any director himself or any member intending to propose any person as a director other than a retiring director, has to give a notice as to his intention to propose him/her as a candidate for that office not less 14 (fourteen) days before the meeting along with deposit of Rs.1,00,000 (Rupees One Lakh).

18. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialised holdings with their respective Depository Participants. Members who hold shares in physical form are requested to fill and send the required details

to the Registrar and Share Transfer Agent, M/s. Sathguru Management Consultants (P) Ltd at Plot No, 54, Sagar Society, Road No.2, Banjara Hills, Hyderabad – 34

19. In terms of Sections 124 of the Companies Act, 2013 the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Share holders are requested to ensure that they claim the dividend(s) from the Company before transfer of the said amounts to the IEPF (Corresponding to Section 205A of the erstwhile Companies Act, 1956)

20. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.

21. Members holding shares in the company and who have not registered their mail id with the company or the depository and wish to avail e voting may write to the registrar or the company quoting their client id/folio no and DP id so as to send the password for e voting and hard copy of the ballot paper will be provided at the venue of the AGM for those members who have not exercised their e-voting.

22. **Voting through electronic means:**

In compliance with the provisions of section 108 of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the listing agreement, shareholders are provided with the facility to cast their vote electronically, through the Remote e-voting services provided by Gem Cables and ConductorsLimited, in respect of all resolutions set forth in this Notice.

The Company is also providing the facility for voting by way of physical ballot at the Annual General Meeting. Mr. Manoj Kumar Koyalkar, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the Remote e-voting process as well as the Ballot process at the Annual General Meeting in a fair and transparent manner.

The procedure and instructions for Remote e-voting are as follows:

i) Open your web browser during the voting period and navigate to 'www.evotingindia.com'

ii) Enter the login credentials (i.e., user-id & password) mentioned in the e-mail / covering letter. Your folio/DP Client ID will be your User-ID.

User – ID For shareholders holding shares in Demat Form:-

a) For NSDL: - 8 Character DP ID followed by 8 Digits Client ID

b) For CDSL: - 16 digits beneficiary ID.

c) ID for shareholders holding shares inPhysical Form:-

The share holders whose email id is not registered with the company and who intend to exercise their vote, may write to the company at info@gemcables.com or to the registrar and transfer agent M/s.Sathguru Management Consultants (P) Ltd so as to send the user id and password for e voting.

iii) Please contact M M/s.Sathguru Management Consultants (P) Ltd, No. 040 – 30160333 for any support or clarifications in relation to E-Voting.

iv) Shareholders can cast their vote online from 27thSeptember,2016 (9.00 AM) to 29th September, 2016 (5.00 PM). During this period, shareholders of the company holding shares either in dematerialized or physical form as on the cut-off date viz., 23rd September, 2016, may cast their vote electronically.

v) After entering these details appropriately, click on "LOGIN".

vi) In case of first login, shareholders holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Gem Cables and Conductors Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vii) You need to login again with the new credentials

viii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name 'viz Gem Cables and Conductors Limited.

ix) If you are holding shares in Demat form and had logged on to "www.evotingindia.com" and cast your vote earlier for any company, then your existing login id and password are to be used.

x) On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST/ABSTAIN' for voting .Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'.

xi) After selecting the resolution you have decided to vote on, click on "SUBMIT".A confirmation box will be displayed .If you wish to confirm your vote, click on "OK", else to change your vote, click on " CANCEL "and accordingly modify your vote.

xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

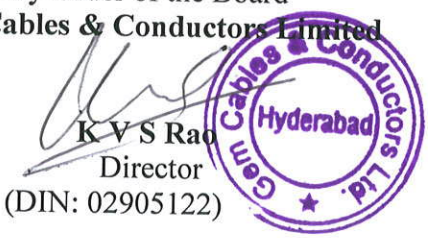
xiii) Corporate/Institutional Members (corporate/Fls/Flls/Trust/Mutual Funds/Banks etc.,) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to mkoyalkar@gmail.comwith copy to helpdesk.evoting@cdslindia.com. The file/scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."

xiv) The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote through e-voting, may vote at the AGM through physical ballot for all the business specified in the accompanying Notice. The Members who have exercised their right to vote by e-voting may attend the AGM but shall not vote at the AGM. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot form shall be treated as invalid.

xv) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two 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.

xvi) The results shall be declared on or after the AGM of the Company. The results along with the Scrutinizer's Report shall be placed on the Company's website www.gemcables.com.

By Order of the Board
For **Gem Cables & Conductors Limited**



K V S Rao
Director
(DIN: 02905122)

Date: 30.08.2016
Place: Chitkul (V), Patancheru (M)

REGISTERED OFFICE
CIN: L31300AP1981PLC002833
Survey No.434A, 434AA,
Chitkul Village, Patancheru Mandal
Medak District–502307, Telangana, India

Details of Directors seeking appointment / re-appointment in the 34th .Annual General Meeting (Pursuant of Clause 49 of the Listing Agreement)

Name of the Director	**Mr. Y.Malla Reddy**
Director Identification Number (DIN)	02902765
Date of Birth	06.06.1969
Nationality	Indian
Date of Appointment on Board	31.03.2005
Relationship with other Directors	Nil
Qualification	Intermediate
Shareholding in Gem Cables and Conductors Limited (as on 31st March, 2016)	Nil
Expertise in specific functional areas	
List of Directorships held in other Companies (as on 31st March, 2016)	Nil
Memberships / Chairmanship of the Committees of Directors of other Companies (as on 31st March, 2016)	Nil

FORM FOR REGISTRATION OF EMAIL ADDRESS FOR RECEIVING DOCUMENTS / NOTICES BY ELECTRONIC MODE

To
M/s. Sathguru Management Consultants (P) Ltd.
Plot No, 54, Sagar Socity, Road No.2,
Banjara Hills, Hyderabad – 34.

ADDRESS

Company: GEM CABLES & CONDUCTORS LIMITED

I agree to receive all documents / notices including the Annual Report from the Company in electronic mode. Please register my email address given below in your records for sending communication through email.

Name of Sole / First Holder : _____

DP ID / Client ID / Regd. Folio No. : _____

PAN No. : _____

E-mail Address : _____

Date:
Place:

(Signature of Member)

BOARD'S REPORT

To
The Members
Gem Cables and Conductors Limited

Your Directors have pleasure in presenting their 34th Annual Report on the business and operations of your company with the Audited Statement of Accounts for the Financial Year ended March 31, 2016.

FINANCIAL RESULTS

The standalone financial performance of the Company for the financial year ended March 31, 2016 is summarized below:

STANDALONE

(Figures in Rs.)

Particulars	2015-16	2014-15
Revenue from operations	43,820	-
Other Income	73,482	34,053
Total Income	1,17,302	34,053
Total Expenditure	33,79,924	1,18,80,793
Depreciation	-	82,37,649
Profit/(Loss) before exceptional and extraordinary items and tax	(32,62,622	(1,18,46,740)
Less: exceptional and extraordinary items	52,10,018	-
Profit / (Loss) before taxation	(84,72,640)	(1,18,46,740)
Less: - Current Tax		
- Income Tax (Earlier years)	0	0
- Deferred Tax	0	0
Profit/(Loss) after Tax	(84,72,640)	(1,18,46,740)
Earnings per equity shares in Rs.	(1.23)	(1.73)

OPERATIONS:

During the year under review, as there are no operations in the Company, the gross revenue of the Company is Nilwhich is same ascompared to the previous year. The Loss after tax for the year decreased to Rs. 84,72,640 compared to 1,18,46740 in the previous year.

REVIEW OF PERFORMANCE AND STATE OF THE COMPANY'S AFFAIRS

Due to the paucity of working capital funds, the operations of the Company remained at Stand Still. Due to the reluctance of the Banks to fund for any infra projects, Company is unable to make much headway in its operations.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There is no change in the nature of business during the year.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, 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 are no other Material Changes and Commitments affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this Report.

DIVIDEND AND TRANSFER TO RESERVES

The Board of Directors of your Company regret their inability to recommend for any dividend for this year.

There were no transfers to Reserves during the financial year 2015-16

SHARE CAPITAL

During the period under review, there was no change in the Share Capital of the Company. The Authorized Share Capital of the Company is Rs.11,00,00,000 divided into 78,00,000 equity shares of Rs.10/- (Rupees Ten) each and 32,00,000 Redeemable Preference Shares of Rs.10/- (Rupees Ten) each.

The Issued, Subscribed and Paid up Capital of the Company as on March 31, 2016 isRs.6,86,37,500 divided into 6863750 equity shares of Rs. 10 (Rupees Ten) each.

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of directors of your company is duly constituted.

Proposed Appointments:

The following appointments to the Board are proposed:

Approval of the shareholders is being sought for the appointment of Mr. Y.Malla Reddy (DIN 02902765) as a Director of the Company, who retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offer herself for re-appointment in accordance with

the provisions of the Companies Act and pursuant to Articles of Association of the Company. Your Board recommends her re- appointment.

Appropriate resolutions for the appointment/ re-appointment of Directors are being placed before you for your approval at the ensuing Annual General Meeting. The brief resume of the aforesaid Directors and other information have been detailed in the Notice. Your Directors recommend their appointment/reappointment as Directors of your Company.

NUMBER OF MEETINGS OF THE BOARD:

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Four (4) Board Meetings were convened and held. The gap between any two Board Meetings is within the period as prescribed under the Companies Act, 2013 and Listing Agreement.

Dates on which the Board Meeting were held	
S.No.	**Date of Board Meeting**
1	26.05.2015
2	12.08.2015
3	14.11.2015
4	12.02.2016

The Attendance of Directors at these Board Meetings is as under:

Name of Directors	**No. of meetings held during the tenure of the Director**	**No. of meetings attended by the Director**	**Whether present at the previous AGM**
Mr. Y.Kamesh	4	4	Yes
Mr.Y.Malla Reddy	4	4	Yes
Mr.K V S Rao	4	4	Yes

DECLARATIONS BY INDEPENDENT DIRECTORS:

The Company has received declarations form the Independent Directors under Section 149(6) of the Companies Act, 2013 confirming their independence vis-à-vis the Company.

BOARD EVALUATION AND ASSESSMENT:

The company believes formal evaluation of the board and of the individual directors, on an annual basis, is a potentially effective way to respond to the demand for greater board accountability and effectiveness. For the company, evaluation provides an ongoing means for directors to assess their individual and collective performance and effectiveness. In addition to greater board accountability, evaluation of board members helps in;

a. More effective board process

b. Better collaboration and communication

c. Greater clarity with regard to members roles and responsibilities

d. Improved chairman – managing directors and board relations

The evaluation process covers the following aspects

- Self evaluation of directors
- Evaluation of the performance and effectiveness of the board
- Evaluation of the performance and effectiveness of the committees
- Feedback from the non executive directors to the chairman
- Feedback on management support to the board.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company shall strive to appraise and familiarise the Independent Directors with the strategy, operations and functions of the Company. The Independent Directors will also be familiarised with their roles, rights and responsibilities and orientation on Statutory Compliances as a Board Member.

On appointment as the Independent Directors, they will be asked to get familiarised about the Company's operations and businesses. An Interaction with the key executives of the Company is also facilitated to make them more familiar with the operations carried by the company. Detailed presentations on the business of the company would also be made to the Directors. Direct meetings with those concerned are further facilitated for the new appointee to familiarize him/her about the Company/its businesses.

REMUNERATION POLICY

The Company's remuneration policy is driven by the success and performance of the individual employee and the Company. Through its compensation programme, the Company endeavours to attract, retain, develop and motivate a high performance workforce. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. Due to the skeletal operations, this policy has not been put into use till now.

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration including criteria for determining qualifications, positive attributes and independence of a director. The Remuneration Policy is available on the website of the Company viz. www.gemcables.com

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134 (3) and (5) of the Companies Act 2013, with respect to Directors' Responsibility Statement, your board of directors to the best of their knowledge and ability confirm that:

a. in the preparation of the annual accounts for the financial year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;
b. the accounting policies mentioned in notes to Financial Statements have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profit/loss of the Company for that year;
c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
d. the annual financial statements of the Company have been prepared on a 'going concern' basis;
e. proper internal financial controls have been laid down to be followed by the Company and such internal financial controls are adequate and were operating effectively; and
f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CONSTITUTION OF AUDIT COMMITTEE

The Audit Committee of the Company is duly constituted as per Section 177 of the Companies Act, 2013. During the year four (4) Audit Committee Meetings were convened and held as follows:

Dates on which the Audit Committee Meetings were held	
Sl.No.	**Date of Board Meeting**
1	26.05.2015
2	12.08.2015
3	14.11.2015
4	12.02.2016

The members of Audit Committee are:

Mr. K V S Rao	Chairman
Mr. Y.Kamesh	Member.
Mr. Y.Malla Reddy	Member

CORPORATE GOVERNANCE

As per Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements), 2015, provisions relating to corporate governance are not applicable to your company and therefore, no separate report on corporate governance is required

MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis Report highlighting the industry structure and developments, opportunities and threats, future outlook, risks and concerns etc. is forms part of this report and the same is annexed herewith.

STATUTORY AUDITORS

M/s. JBRK &Co, Chartered Accountants, Hyderabad, were appointed as Statutory Auditors of the Company for a period of three (3) years from the conclusion of the 34th. AGM to the conclusion of 36thAGM, subject to ratification by the members at every AGM. The statutory auditors have also confirmed their eligibility under section 139(1) of the Companies Act, 2013. Members are requested to ratify their appointment as Statutory Auditors and to authorize the Board to fix their remuneration.

REPLIES TO AUDITORS' REPORT

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

BUSINESS RESPONSIBILITY REPORT (BRR)

Securities Exchange Board of India (SEBI) vide circular CIR/CFD/DIL/8/2012 dated August 13, 2012 has mandated the inclusion of BRR as part of the Annual Report for the top 100 listed entities based on their market capitalization on Bombay Stock Exchange Ltd and National Stock Exchange of India Ltd as at 31 March 2012. In view of the requirements specified, the company is not mandated for the providing the BRR and hence do not form part of this Report.

SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Act and Rules made there under, Mr. Manoj Kumar Koyalkar, M/s. AGR Reddy & Co, Practicing Company Secretary has been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditors is enclosed as **Annexure - III** to this report. The report is self-explanatory and do not call for any further comments

QUALIFICATION

As per the Secretarial Audit Report, during the year the Company has not appointed Company Secretary and Chief Financial Officer in view of the miniscule operations.

MANAGEMENT'S REPLY

The Company at present is not carrying out any operations and thus was unable to appoint Chief Financial Officer and Company Secretary.

COST AUDITORS

The provisions of Section 148 of the Companies Act, 2013 relating to mandatory Cost Audit does not apply to the Company and hence, no Cost Audit is conducted. However, the Company is required to maintain Cost records which the Company is maintaining.

CORPORATE SOCIAL RESPONSIBILITY

The provisions w.r.t. CSR is not applicable to the Company. Therefore, the Company had not constituted CSR committee during the year 2014-15.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of loans and guarantees given and investments made under Section 186 of the Act are provided in the Notes to the Financial Statements.

WHISTLE BLOWER POLICY/VIGIL MECHANISM

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and the rules framed there under and pursuant to the applicable provision of Clause 49 of the listing agreement entered with stock exchanges, the company has established a mechanism through which all stake holders can report the suspected frauds and genuine grievances to the appropriate authority. The Whistle blower policy which has been approved by the board of directors of the company has been hosted on the website of the company viz.,www.gemcables.com

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The 'Manager' is responsible for implementation of the Code along with the management of the Company.

Members of the Board have confirmed compliance with the Code.

RISK MANAGEMENT POLICY

The Board of Directors has formed a risk management committee to identify, evaluate, mitigate and monitor the risks associated with the business carried by the company. The committee reviews the risk management plan and ensures its effectiveness. A mechanism has been put in place which will be reviewed on regular intervals.

POLICY ON SEXUAL HARASSMENT

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year ended 31st March, 2016, the Company has not received any complaints pertaining to Sexual Harassment.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the related party transactions that were entered during the financial years were in the ordinary course of business of the company and were on arm's length basis. There were no related party transactions entered by the company during the year with the promoters, directors, key managerial personnel or other persons which may have a potential conflict with the interest of the company.

The policy on related party transactions as approved by the board of directors is hosted on the website of the company viz.,www.gemcables.com

Particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto shall be disclosed in **Form No. AOC-2 as 'Annexure I'** to this report

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public under Chapter V of the Act or under the corresponding provisions of Section 73 and 74 of the Companies Act, 2013. As such, there was no principal or interest outstanding on the date of the Balance Sheet.

PARTICULARS OF EMPLOYEES

A table containing the particulars in accordance with the provisions of Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as '**Annexure II**' to this Report.
In terms of Section 136 of the Companies Act, 2013 the same is open for inspection at the Registered Office of the Company.

Copies of this statement may be obtained by the members by writing to the Company Secretary at the Registered Office of the Company.

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable for the period under review, since no remuneration has been paid to any Director; even the payment of the sitting fee for attending the meetings of the Board / Committees has been waived by them,. Therefore, no enclosures is made in the annexures hereto, which form part of this Report.

EXTRACT OF THE ANNUAL RETURN

In accordance with Section 134 (3) (a) of the Act, an extract of the Annual Return in the prescribed format is appended as '**Annexure III**' to this Report.

DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES

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

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

(A) CONSERVATION OF ENERGY

(i)	the steps taken or impact on conservation of energy	Nil
(ii)	the steps taken by the company for utilizing alternate sources of energy	Nil
(iii)	the capital investment on energy conservation equipments	Nil

(B) TECHNOLOGY ABSORPTION

(i)	the efforts made towards technology absorption	The Company has neither absorbed nor adopted any new technology. The company has also not made any innovation in technology other than the R&D
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	No benefits derived in the year under review
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	No new technology was imported during the last three years.
	(a) the details of technology imported	--
	(b) the year of import;	--
	(c) whether the technology been fully absorbed	--
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	--
(iv)	the expenditure incurred on Research and Development	No expenditure incurred on Research and Development.

Conservation of Energy which is an ongoing process in the Company's construction activities and the same is not furnished as the relative rule is not applicable to your company.

There is no information to be furnished regarding Technology Absorption as your company has not undertaken any research and development activity in any manufacturing activity nor any specific technology is obtained from any external sources which needs to be absorbed or adapted.

Innovation is a culture in the Company to achieve cost efficiency in the construction activity so as to be more competitive in the prevailing environment.

FOREIGN EXCHANGE EARNINGS AND OUTGO

In accordance with the provisions of Section 134 of the Companies Act, 2013, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, the information relating to foreign exchange earnings and outgo during the year in terms of actual outflows is as follows:

Foreign Exchange Inflows: **NIL**
Foreign Exchange Outflows: **NIL**

INTERNAL AUDIT & CONTROLS

The Company to engage M/s. P. Jitendra Kumar, Chartered Accountant, as its Internal Auditor of the Company for the financial year 2015-16 and their report is reviewed by the Audit Committee from time to time. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

INTERNAL FINANCIAL CONTROL SYSTEMS

The Company has adequate Internal Financial Controls consistent with the nature of business and size of the operations, to effectively provide for safety of its assets, reliability of financial transactions with adequate checks and balances, adherence to applicable statutes, accounting policies, approval procedures and to ensure optimum use of available resources. These systems are reviewed and improved on a regular basis. It has a comprehensive budgetary control system to monitor revenue and expenditure against approved budget on an ongoing basis.

MANAGEMENT REPLIES TO AUDITORS REPORT – STANDALONE AND CONSOLIDATED FINANCIAL REPORTS:

With reference to observations made in Auditor's Report, the notes of account is self-explanatory and therefore do not call for any further comments. The Auditors' Report does not contain any qualification. The results for the year ended March 31, 2016 have been subjected to an audit by the Statutory Auditors of the Company and a qualified report has been issued by them thereon.

INDUSTRIAL RELATIONS

The company enjoyed cordial relations with its employees during the year under review and the Board appreciates the employees across the cadres for their dedicated service to the Company, and looks forward to their continued support and higher level of productivity for achieving the targets set for the future.

LISTING WITH STOCK EXCHANGES:

The Securities Exchange Board of India (SEBI), on 02nd September 2015, has issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with an aim to consolidate and streamline the provisions of Listing Agreement for different segments of capital market to ensure better enforceability. The said regulations were effective from 1st December, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within 6 months from the effective date. The Company entered into Listing Agreement with the BSE Limited.

The Company confirms that it has paid the Annual Listing Fees for the year 2016-2017 to BSE where the Company's Shares are listed.

HUMAN RESOURCES

Your Company treats its "human resources" as one of its most important assets.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement

ACKNOWLEDGEMENTS

Your Directors wish to express their appreciation of the support and co-operation of the Central and the State Government, bankers, financial institutions, suppliers, associates and subcontractors and seeks their continued patronage in future as well.

For and on behalf of the Board of Directors of
Gem Cables and Conductors Limited

Mr. Y.Kamesh
Director
DIN: 02208678

Mr. K V S Rao
Director
DIN: 02905122

Gem Cables & Conductors Ltd. Hyderabad

Date: 30.08.2016
Place: Hyderabad

REGISTERED OFFICE
CIN: L31300AP1981PLC002833
Survey No.434A, 434AA,
Chitkul Village, Patancheru Mandal
Medak District–502307, Telangana, India

Annexure - I

FORM NO. AOC – 2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

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

Sl. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

By order of the Board
For **Gem Cables and Conductors Limited**

Mr. Y.Kamesh
Director
DIN: 02208678

Mr. K V S Rao
Director
DIN: 02905122

Gem Cables & Conductors Ltd. Hyderabad

Date: 30.08.2016
Place: Chitkul (V),
Patancheru (M)

Annexure - II

STATEMENT OF PARTICULARS AS PER RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year

Sl. No	Name of the Director	Ratio of the remuneration to the median remuneration of the employees
1.	Mr. Y.Kamesh	Nil
2.	Mr. Y. Malla Reddy	Nil
3.	Mr. K V S Rao	Nil

(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year:

Sl. No	Name of the Director	Ratio of the remuneration to the median remuneration of the employees
1.	Mr. Y.Kamesh	Nil
2.	Mr. Y. Malla Reddy	Nil
3.	Mr. K V S Rao	Nil

(iii) The percentage increase in the median remuneration of employees in the financial year 2015-16 is: Nil

(iv) The number of permanent employees on the rolls of Company: 10.

(v) No Remuneration is being paid to the directors.

(vi) Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer:

S. No	Particular	As at March 31, 2016	As at March 31, 2015
1.	Market Capitalisation	68,63,7500	68,63,7500
2.	Price Earnings Ratio	(3.30)	(4.66)

Market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

The Company made an Initial Public Offer in the year 1995 at a price of 10/- per equity share (at par). As on 31st March, 2016 the Market Quotation for the Company's Equity Shares of Rs.2.70/- each (Closing Price) is Rs.2.70/-.

Information under Section 197 (12) of the Companies Act, 2013 read with the rule 5(2) Companies (Appointment and remuneration of managerial personnel) Rules, 2014 and forming part of Directors Report for the year ended March 31, 2016

Employed throughout the Financial Year and in receipt of remuneration aggregating Rs 60,00,000 or more								
Name of the Employee	Designation	Remuneration (in Rs.)	Qualification	Experience (years)	Date of Commencement of Employment	Age	Last employment held before joining the company	% of equity shares held in the Company
---	---	---	---	---	---	---	---	---

Employees for part of the Financial Year who were in receipt of remuneration aggregating Rs 60,00,000 or more								
Name of the Employee	Designation	Remuneration (in Rs.)	Qualification	Experience (years)	Date of Commencement of Employment	Age	Last employment held before joining the company	% of equity shares held in the Company
---	---	---	---	---	---	---	---	---

- None of the employees is a relative of any Director of the company.

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

Average percentile increase in the salaries of the employees other than the managerial personnel in the last financial year is 10% and there has been no increase in the managerial remuneration during the last financial year.

(viii) Comparison of the remuneration of each of the Key Managerial Personnel against the performance of the Company.

(Rs.)

Sl. No.	Name	Remuneration of Key Managerial Personnel (Incl. Commission)	Profit after Tax for the year ended 31st March, 2016	Remuneration of KMP (as % of PAT)
1.	Mr.Y.Kamesh, Director	Nil	(84,72,640)	Nil

(ix) The key parameters for any variable component of remuneration availed by the directors: NA

(x) The ratio of the remuneration of the highest paid director to that of the employees who are not Directors but receive remuneration in excess of the highest paid director during the year. -N.A.-

(xi) The Remuneration paid to Key Managerial Personnel is as per the Remuneration Policy of the Company

(xii) The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: NIL

For and on behalf of the Board of Directors of
Gem Cables and Conductors Limited

Mr. Y.Kamesh
Director
DIN: 02208678

Mr. K V S Rao
Director
DIN: 02905122

Gem Cables & Conductors Ltd. Hyderabad

Date:30.08.2016
Place: Chitkul (V),
Patancheru (M)

AUDITORS CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE:

To the Board of Directors of
GEM CABLES AND CONDUCTORS LIMITED.

We have read the report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance condition of corporate governance of M/s. Gem Cables & Conductors Ltd. ("the company") for the year ended 31st March, 2016 as stipulated in clause 49 of the listing agreement of the said company with the stock exchanges.

The compliance of the conditions of the corporate governance is the responsibility of the management. Our examination, conducted in the manner described in the Guidance note on Certification of Corporate governance" issued by the Institute of Chartered Accountants of India was limited to procedures and implementation thereof adopted by the company for ensuring compliance with the conditions of Corporate Governance. Our examination was neither an audit nor was it conducted to express an opinion on the financial statements of the company.

In our opinion and to the best of our information and explanations given to us and on the basis of our examination described above, the company has complied with the conditions of Corporate Governance as stipulated in clause 49 the above-mentioned listing agreement.

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

JBRK & Co. Hyderabad Chartered Accountants

For JBRK & CO
Chartered Accountants
Firm Reg, No.05775S
P Jitendra Kumar
Partner
Membership No: 22109

Place: Hyderabad
Date: 30th August, 2016.

To
The Members
GEM CABLES AND CONDUCTORS LIMITED

AUDITORS' REPORT

Report on the Financial Statements

We have audited the accompanying financial statements of M/s. Gem Cables & Conductors Ltd ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility to the Standalone Financial Statements.

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

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the companies act, 2013 the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the companies Act and the Rules made there under.

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

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

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

We express our inability to express an opinion the following, viz.:

a) ***Sundry Debtors and Sundry Creditors, Loans and advances are subject to confirmation and reconciliation.***

b) ***Though the Depreciation is provided on the cost of equipment no depreciation is provided on the amounts capitalized after 01-01-1998 and also on the amount of materials utilized for trial / test production of the H.V. Cables and transferred to Capital work – in – progress.***

c) ***The Raw Material is valued at average cost, stores and spares are valued at cost and finished stocks are valued at Company's list price / purchase order price. The cost formulas used by the company for determining the cost of inventories is in conformity***

JBRK & Co. Hyderabad Chartered Accountants

to the norms prescribed under accounting standard-2 issued by the Institute of Chartered Accountants of India.

d) Bank balances and Loans are subject to confirmation and reconciliation

e) In the absence of adequate information, the value of raw material and closing stock is considered on the basis of values/ amounts given and certified by the management. The closing stock of Rs. 153.85 Lacs is not physically verified by us.

f). No provision is made for the penal interest, if any, payable on the unpaid amounts of PF to the respective authorities.

g). In the absence of any details, we are unable to express an opinion about the correctness of the Contingent liabilities of Rs 623.27 lakhs, as to the nature and bifurcation of the amount.

h) The Capital Working Progress under Fixed assets deserves suitable adjustment/write off in the books of accounts.

i). The company has become a sick industrial company within the meaning of Sick Industrial Companies (Special Provisions) Act, 1985 and intimation to that effect was made to BIFR in the year 2003 during which 50% of the net worth of the company was eroded

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its Loss and its cash flows for the year ended on that date.

JBRK & Co. Hyderabad Chartered Accountants

Report on other Legal and Regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure–A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable

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

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

f. In our opinion considering nature of business, size of operation and organisational structure of the entity the company has ,in all material respects an adequate internal financial controls system over financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, 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.

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The company does not have any pending litigations which would impact its financial position.

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

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

JBRK & Co. Hyderabad Chartered Accountants

For JBRK & CO
Chartered Accountants
Firm Reg, No.05775S
P Jitendra Kumar
Partner
Membership No: 22109

Place: Hyderabad
Date: 30th August, 2016.

ANNEXURE TO AUDITOR'S REPORT

The Annexure referred to in of Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended on 31st March, 2016. We report that:

i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) As explained to us, the fixed assets have been physically verified by the management in a periodical manner, which in our opinion is reasonable, having regard to the size of the Company and the nature of its business. No material discrepancies were noticed on such physical verification.

(c) According to the information and explanations given to us and the records of the Company examined by us the tittle deeds of immovable properties included in fixed assets are held in the name of the company.

ii. The Company has conducted physical verification of its inventory at reasonable intervals during the year & no material discrepancies were noticed on such physical verification.

iii. The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013

v. In our opinion and according to the information and explanations given to us, the Company has not granted loans or advances and not provided guarantees or securities to its directors and other entities in which directors are interested. Therefore, the provision of the clause 3(v) of the Order is not applicable to the Company.

vi. In our opinion and according to the information and explanation given to us, the Company has not accepted deposits during the year and does not have any unclaimed deposits. Therefore, the provision of the clause 3(vi) of the Order is not applicable to the Company.

vii. According to the information and explanations given to us and the records of the Company examined by us, the Company is regular in depositing undisputed statutory dues including provident fund, employees', state insurance, income-tax, cess, Service tax & VAT and any other statutory dues as applicable with the appropriate authorities there are no outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.

viii. According to the information and explanations given to us, the Company has not defaulted in repayment of any loans or borrowings from any financial institution, banks, government or debenture holders during the year.

ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. The provisions of clause 3 (xi) of the order relating to managerial remuneration is not applicable to the company as the company is not registered as a public limited company.

xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

JBRK & Co. Hyderabad Chartered Accountants

xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with directors.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For JBRK & CO
Chartered Accountants
Firm Reg, No.05775S
P Jitendra Kumar

Partner
Membership No: 22109

Place: Hyderabad
Date: 30th August, 2016.

GEM CABLES & CONDUCTORS LIMITED
BALANCE SHEET AS AT 31st MARCH, 2016

(In Rupees)

	PARTICULARS	Note No.	AS AT 31st MARCH, 2016	AS AT 31st MARCH, 2015
A	**EQUITY AND LIABILITIES**			
	Shareholders' funds			
	(a) Share capital	1	68,637,500	68,637,500
	(b) Reserves and surplus	2	(362,883,291)	(306,717,729)
	(c) Money received against share warrants	3	-	-
			(294,245,791)	(238,080,229)
				-
	Non-current liabilities			
	(a) Long-term borrowings	4	331,932,213	331,932,213
			331,932,213	331,932,213
	Current liabilities			
	(a) Trade payables	5	86,121,864	83,553,945
	(b) Other current liabilities	6	240,246,151	240,291,059
	(c) Short-term provisions	7	239,626	135,757
			326,607,641	323,980,761
	TOTAL		**364,294,063**	**417,832,745**
B	**ASSETS**			
	Non-current assets			
	(a) Fixed assets	8		
	(i) Tangible assets		2,700,665	50,393,586
	(ii) Intangible assets		-	-
	(iii) Capital work-in-progress		53,462,957	53,462,957
			56,163,622	103,856,543
	(b) Deferred tax assets (net)	9	15,944,127	15,944,127
	(c) Long-term loans and advances	10	28,402,391	28,402,563
			44,346,518	44,346,690
	Current assets			
	(a) Inventories	11	15,385,184	15,429,004
	(b) Trade receivables	12	245,755,184	250,662,957
	(c) Cash and cash equivalents	13	106,319	156,454
	(d) Short-term loans and advances	14	2,537,236	3,381,097
			263,783,923	269,629,512
	TOTAL		**364,294,063**	**417,832,745**

This is Balance Sheet referred in our Report of even date
For JBRK & CO.,
Chartered Accountants
Firm Reg. No. 5775S

P.Jitendra Kumar
Partner
Membership No.222109

Place : Hyderabad
Date : 30.08.2016

For and on behalf of the Board of Directors
GEM CABLES & CONDUCTORS LIMITED

Y.Kamesh
Director

K.V.S.Rao
Director

GEM CABLES & CONDUCTORS LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2016

PARTICULARS	NOTE NO.	AS AT 31st MARCH, 2016	AS AT 31st MARCH, 2015
REVENUE FROM OPERATIONS			
Revenue From Operations	15	43,820	-
Other Income	16	73,482	34,053
TOTAL REVENUE		**117,302**	**34,053**
EXPENSES:			
Cost Of Material Consumed	17	-	-
Purchase Of Stock-In-Trade	18	-	-
Inventories Of Finished Goods Work-In-Progress And Stock -In-Trade	19	43,820	-
Employee Benefit Expenses	20	2,096,325	2,507,712
Finance Cost	21	1,674	4,086
Depreciation And Amortization Expense	22	-	8,237,649
Other Expenses	23	1,238,105	1,131,346
TOTAL EXPENSES		**3,379,924**	**11,880,793**
Profit Before Exceptional And Extraordinary Items And Tax		(3,262,622)	(11,846,740)
Exceptional and Extraordinary Items		-	-
Profit Before Prior period And Tax		(3,262,622)	(11,846,740)
Less : Prior Period Items		5,210,018	-
Profit Before Tax		(8,472,640)	(11,846,740)
Tax Expense			
Current Tax		-	-
Tax provision for earlier years		-	-
Profit(Loss) For The Period From Continuing Operations		**(8,472,640)**	**(11,846,740)**

This is Profit & Loss Account referred in our Report of even date

For JBRK & CO.,
Chartered Accountants
Firm Reg. No. 5775S

P.Jitendra Kumar
Partner
Membership No.22109

Place : Hyderabad
Date : 30.08.2016

For and on behalf of the Board of Directors
GEM CABLES & CONDUCTORS LIMITED

Y.Kamesh
Director

K.V.S.Rao
Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 st March 2016
(PURSUANT TO CLAUSE-32 OF THE LISTING AGREEMENT)

	2015-16 (Rs. in lakhs)	2014-15 (Rs. in lakhs)
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Extraordinary items	(84.73)	(118.47)
Adjustment for Depreciation	0.00	82.38
Interest (Provision)	0.00	0.00
Miscellaneous Exp. written off	0.00	0.00
Interest Earned & Other Income	0.00	0.00
Operating Profit Before Working Capital Charges	**(84.73)**	**(36.09)**
Adjustment for changes in assets and Liabilities	-	-
Reduction in sundry Debtors	49.08	-
Increase in inventories	0.44	-
Increase in loans & Advances	8.44	(98.82)
Decrease/ Increase Trade payables	0.00	0
Increase/ Decrease in Current liabilities & Provisions	26.27	134.71
Cash Generated from Operations	**(0.50)**	**(0.20)**
Other Income	-	-
Taxes Paid	-	-
Net Cash from operating activities	**(0.50)**	**(0.20)**
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-	-
Deferred revenue Expenditure	-	-
Sale of Vehicle	-	-
Net Cash used in investing activities	-	-
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from short term borrowings	-	-
Repayment of short term borrowings	-	-
Proceeds from long term borrowings	-	-
Repayment of long term borrowings	-	-
Other payments & Interest Paid	-	-
Net Cash from financing activities	-	-
Net increase in cash & cash Equivalents(A+B+C)	**(0.50)**	**(0.20)**
Cash & Cash Equivalents of Opening Balance	1.57	1.77
Cash & Cash Equivalent as at the end of the year	**1.07**	**1.57**

As per our annexed Report of even date
for JBRK& Co.,
Chartered Accountants
(Firm Reg No 05775S)

P. Jitendra Kumar
Partner
Membership No.22109
Place: Hyderabad
Date:30.08.2016

JBRK & Co. Hyderabad Chartered Accountants

For and on behalf of Board of Directors
Gem Cables & Conductors Limited

Y.Ramesh
Director

K V S Rao
Director

Gem Cables & Conductors Ltd. Hyderabad

GEM CABLES & CONDUCTORS LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

NOTE No.	PARTICULARS	AS AT 31st MARCH, 2016	AS AT 31st MARCH, 2015
1	**SHARE CAPITAL**		
	Authorised Share Capital		
	78,00,000 Equity Shares of 10/- each	78,000,000	78,000,000
	32,00,000 Redeemable Prefences shares of Rs.10/- each	32,000,000	32,000,000
		110,000,000	**110,000,000**
	Issued, Subscribed and Paid up		
	6863750 Equity Shares of 10/- each	68,637,500	68,637,500
	Less: Calls in Arrears	-	-
	TOTAL	**68,637,500**	**68,637,500**
	(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:		
	Equity shares	**In Numbers**	**In Numbers**
	Equity Shares at the beginning of the year	6,863,750	6,863,750
	Add : Fresh Issue of shares	-	-
	Add : ESOP	-	-
	Add : Bonus shares	-	-
	Less: Buy back of shares	-	-
	Equity shares at the end of the year	6,863,750	6,863,750
2	**RESERVES AND SURPLUS**	**In Rupees**	**In Rupees**
	(a) Capital Reserve		
	Opening balance	37800000	37,800,000
	Add: Additions during the year		
	Less:Utilised / transferred during the year		
	Closing balance	**37,800,000**	**37,800,000**
	(b) Capital Redemption Reserve		
	Opening balance	645520	645,520
	Add: Additions during the year	-	-
	Less:Utilised / transferred during the year	-	-
	Closing balance	**645,520**	**645,520**
	Total	**38,445,520**	**38,445,520**
	(c) Surplus/(Deficit) in Statement of Profit & Loss		
	Opening Balance	(345,163,249)	(333,316,509)
	Add: profit/Loss during the year	(8,472,640)	(11,846,740)
	Less:Interim Dividend		
	Less: Depreciation provision on companies act 2013	(47,692,922)	
	Closing Balance	**(401,328,811)**	**(345,163,249)**
	TOTAL	**(362,883,291)**	**(306,717,729)**
3	**MONEY RECEIVED AGAINST SHARE WARRANTS**		
	The Company does not have received money against Share Warrants		-

4	**LONG TERM BORROWINGS**		
(I)	Term Loans		
	(a) From Banks		
	Secured	327,432,733	327,432,733
	Unsecured		-
		327,432,733	327,432,733
	(b) From Other Parties		
	Secured		-
	Unsecured	4,499,480	4,499,480
		4,499,480	4,499,480
	TOTAL	**331,932,213**	**331,932,213**
5	**TRADE PAYABLES**		
(i)	Sundry Creditors	86,121,864	83,553,945
		86,121,864	**83,553,945**
6	**OTHER CURRENT LIABILITIES**		
(i)	Statutory		
	TDS Payable	-	-
	PF & ESI Payables	2,426	9,911
	PT Payable	500	500
		2,926	**10,411**
(II)	Outstanding liabilities		
	Creditor for Expenses,	16,478,371	16,478,371
	Salaries and Gratuity Payable	27,318,459	27,355,882
	Other Liabilities	196,446,395	196,446,395
		240,243,225	**240,280,648**
		240,246,151	**240,291,059**
7	**SHORT TERM PROVISION**		
	Audit Fee Payable	200,000	100,000
	CPDC OF AP LTD.	39,626	35,757
		239,626	**135,757**
		326,607,641	**323,980,761**

GEM CABLES & CONDUCTORS LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

NOTE No.	PARTICULARS	AS AT 31st MARCH, 2016	AS AT 31st MARCH, 2015
8	**FIXED ASSETS**		
	(AS PER ANNEXURE - A)		
	NON CURRENT INVESTMENTS		
9	Deferred Tax Assets	15,944,127	15,944,127
	Deferred Tax Liabilities		-
	Net Deffered Tax	**15,944,127**	**15,944,127**
10	**LONG TERM LOANS & ADVANCES**		
	(a)Other Loans and advances		
	Secured, considered good		
	Unsecured, considered good	28,402,391	28,402,563
	Doubtful		
	Less: Provision for doubtful loans and advances		
		28,402,391	**28,402,563**
11	**INVENTORIES**		
	Raw-Materials	300,804	300,804
	Work-in-progress	172,060	172,060
	Finished Goods	378,565	422,385
	Stock-In-trade	14,533,755	14,533,755
		15,385,184	**15,429,004**
12	TRADE RECEIVABLES		
	(A) Outstanding For More Then Six Months		
	Secured		-
	Unsecured and Considered Good	245,755,184	250,662,957
	Less then 6 Months		
	Doubtfull	-	-
	Provision	-	-
		245,755,184	**250,662,957**
	(B) Others		
	Secured	-	-
	Unsecured and Considered Good	-	-
	Doubtfull	-	-
	Provision	-	-
		-	-
	TOTAL	**245,755,184**	**250,662,957**
13	**CASH AND CASH EQUIVALENTS**		
	Cash On Hand	55,717	91,665
	Balance With Schedule Banks		
	Bank of Baroda	11,822	11,822
	Karnataka Bank	8,154	22,341
	Corporation bank	10,382	10,382
	State Bank of Hyderabad	20,244	20,244
		50,602	64,789
	TOTAL	**106,319**	**156,454**

14	**SHORT TERM LOANS & ADVANCES**		
	(a) Loans and advances to related parties		
	Secured, considered good	-	-
	Unsecured, considered good		
	Doubtful	-	-
	Less: Provision for doubtful loans and advances		
		-	-
	(b) Security deposits		
	Secured, considered good		-
	Unsecured, considered good	2,100,057	2,077,811
	Doubtful	-	-
	Less: Provision for doubtful deposits		
		2,100,057	2,077,811
	(c) Loans and advances to employees		
	Secured, considered good		-
	Unsecured, considered good	326,263	283,033
	Doubtful		-
	Less: Provision for doubtful loans and advances		
		326,263	283,033
	(d) Balances with government authorities		
	Unsecured, considered good		
	(i) CENVAT credit receivable	110,916	1,020,253
	(ii) VAT credit receivable	-	-
		110,916	**1,020,253**
	TOTAL	**2,537,236**	**3,381,097**
		308,130,441	**313,976,202**

GEM CABLES & CONDUCTORS LIMITED

NOTES TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2016

NOTE No.	PARTICULARS	AS AT 31st MARCH, 2016	AS AT 31st MARCH, 2015
15	**REVENUE FROM OPERATIONS**		
a	Sale Of Products	**43,820**	-
b	Sale Of Services	-	-
		43,820	-
d	LESS: EXCISE DUTY		
	NET REVENUE FROM OPERATIONS	**43,820**	-
16	**OTHER INCOME:**		
	Interest Income	33,482	34,053
	Sale of Scrap	40,000	-
		73,482	**34,053**
17	**COST OF MATERIALS CONSUMED:**		
	Purchases Raw-Materials And Semi Finshed Goods	-	-
	Add: Opening Balance Of Stock	300,804	300,804
	Less: Closing Balance Of Stock	300,804	300,804
	Consumption Of Materials	-	-
18	**PURCHASES OF TRADED GOODS**	-	-
		-	-
19	**CHANGES IN INVENTORIES**		
	(A) FINISHED GOODS		
	At The Beginning Of The Accounting Period	422,385	422,385
	At The End Of The Accounting Period	378,565	422,385
	Total	43,820	-
	(B) WORK-IN-PROGRESS		
	At The Beginning Of The Accounting Period	172,060	172,060
	Less : Purchase Returns	-	-
	At The End Of The Accounting Period	172,060	172,060
	Total	-	-
	(C) STOCK-IN-TRADE		
	At The Beginning Of The Accounting Period	14,533,755	14,533,755
	At The End Of The Accounting Period	14,533,755	14,533,755
		-	-
	GRAND TOTAL (A+B+C)	**43,820**	-

20	**EMPLOYEE BENEFITS EXPENSE**		
	(A) SALARY AND WAGES		
	Factory /Office Staff Salary	1,994,619	2,312,680
	Director'S Remunerations	-	-
		1,994,619	**2,312,680**
	(B) CONTRIBUTION TO PROVIDENT AND OTHER FUNDS		
	Contribution To Provident Fund	36,224	35,646
	Contribution To Emploees State Ins.Fund	33,638	37,450
	Staff Welfare	31,844	33,923
		101,706	**107,019**
	(C) OTHER EXPENSES		
	Workers And Staff Welfare	-	-
	Bonus	-	88,013
	Leave With Wages	-	-
		-	88,013
	TOTAL (A+B+C)	**2,096,325**	**2,507,712**
21	**FINANCIAL COSTS:**		
	(A)INTEREST EXPENSE		
	Interest To Bank	-	-
		-	-
	(B) OTHER BORROWING COSTS		
	Bank Charges	1,674	4,086
		1,674	4,086
	TOTAL (A+B)	**1,674**	**4,086**
22	**DEPRECIATION AND AMORTZATION EXPNSE:**		
	Depreciation	-	8,237,649
	Preliminary & Pre-Operative Exp.Written Off	-	-
		-	**8,237,649**
23	**OTHER EXPENSES:**		
	(A)MANUFACTURING EXPENSE :		
	Consumtion Of Stores And Spare Parts		
	Opening Stock	-	-
	Add:Purchases	-	-
	Total	-	-
	Less:Closing Stock	-	-
		-	-
	Power & Fuel	496,836	499,720
	Factory Maintenance	144,659	155,030
	Labour Charges	-	3,550
	Rep & Maint	-	7,140
		641,495	**665,440**

	(B) ADMINISTARTIVE EXPENSE		
	Payment To The Auditors	100,000	100,000
	Conveyance Exp.	31,211	32,844
	Rates & Taxes	120	17,558
	Office Maintenance	350	600
	Postage & Courier Exp.	43,770	45,662
	Printing & Stationery	8,534	3,181
	Professional Charges	325,000	150,000
	Subscription/Membership Fees	-	-
	Telephone Exp.	24,874	22,379
	Misc. Exp.	5,300	27,550
	Professional Tax For Directors & Company	10,000	10,000
	License Renewal Fees	2,400	2,500
	Roc Fee	-	2,000
	Pooja Exp	2,616	2,286
	Advertisment & Publicity	5,427	9,827
	Gram Panchyath Fee	36,860	37,000
	Interest on TDS	148	-
		596,610	**463,387**
	(C) SELLING & DISTRIBUTION EXPENSE		
	Business Promotion	-	2,519
		-	**2,519**
	GRAND TOTAL (A+B+C)	**1,238,105**	**1,131,346**

GEM CABLES & CONDUCTORS LIMITED

ANNEXURE - A

FIXED ASSETS

DESCRIPTION	GROSS BLOCK				DEPRECIATION				Net Block	
	As At 1st April, 2015	Additions during year	Deductions during year	As At 31st March, 2016	As At 1st April, 2015	For the Year	Deductions/ Adjustments	Up to 31st March, 2016	As At 31st March, 2016	As At 31st March, 2015
Tangible Assets										
Land	2,700,665	-	-	2,700,665	-	-	-	-	2,700,665	2,700,665
Buildings										
A) Factory Building	20,996,697	-	-	20,996,697	12,777,749	-	8,218,948	20,996,697	(0)	8,218,948
B) Office Building	-	-	-	-	-		-	-	-	-
Plant & Machinery	105,588,306	-	-	105,588,306	78,580,185	-	27,008,121	105,588,306	0	27,008,121
Laboratory	51,785,887	-	-	51,785,887	39,527,140	-	12,258,747	51,785,887	(0)	12,258,747
Office Furniture & Fixtures	252,238	-	-	252,238	252,238	-	-	252,238	-	-
Miscellaneous Fixed Assets & Office Eqpt	2,073,592	-	-	2,073,592	2,073,592	-	-	2,073,592	(0)	(0)
Vehicles	1,676,079	-	-	1,676,079	1,676,079	-	-	1,676,079	-	-
Library	30,426	-	-	30,426	30,426	-	-	30,426	-	-
Tools & Tackles	35,834	-	-	35,834	35,834	-	-	35,834	-	-
Patents & Copy Rights	310,604	-	-	310,604	103,498	-	207,106	310,604	0	207,106
Computers	40,000	-	-	40,000	40,000	-	-	40,000	-	-
Capital Work in Progress	53,462,957	-	-	53,462,957	-	-	-	-	53,462,957	53,462,957
(A)	238,953,285	-	-	238,953,285	135,096,741	-	47,692,922	182,789,663	56,163,621	103,856,544
Non Tangible Assets										
	-	-	-	-	-	-	-	-	-	-
(B)	-	-	-	-	-	-	-	-	-	-
TOTAL	238,953,285	-	-	238,953,285	135,096,741	-	47,692,922	182,789,663	56,163,620	103,856,544
Previous Year	238,953,285	-	-	238,953,285	126,859,093	8,237,649	-	135,096,741	103,856,542	112,094,192

MANAGEMENT DISCUSSION & ANALYSIS REPORT

1. FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

2. INDUSTRY STRUCTURES & DEVELOPMENTS

The Power Infrastructure Industry remain stagnated and is expected to kick start and accelerate owing to the reforms process initiated by the Government. It is expected that it would take some more time for these benefits to percolate to your Company. Once this happens, we are confident of increasing our market share.

3. OPPORTUNITIES & THREATS

At the moment, the opportunities are yet to arise – but there are green shoots on the horizon on account of the Power Reforms. Your Company sees this to be a great opportunity, at least from the next financial year. At the same time, the unhealthy competition from Chinese products remains a threat, which we have to live with.

4. OUTLOOK:

In order to meet the changing market realities, your Company has been following the philosophy of providing the highest quality products and services at the lowest possible prices. All endeavors are made to achieve possible cost reduction in every area of operations. Your Company's philosophy to provide high class quality products i.e. full value for money, to consumers would greatly benefit in the long run. In the otherwise increasing cost arena, every expense, whether capital or revenue is minutely reviewed to achieve all possible savings.

5. RISKS AND CONCERNS:

The Company has a robust Risk Management process in place, which is a holistic, integrated and structured approach to manage risks with the objective of maximizing shareholders' value.

The risk management process at our Company broadly consists of identification, assessment, mitigation, prioritization and monitoring of risks with the following objectives:

- Enhance confidence in achieving its desired goals and objectives;
- Effectively restrain threats to acceptable levels;
- Take informed decisions about exploiting opportunities;

6. INTERNAL CONTROL SYSTEMS

The Company has proper and adequate systems of internal controls in order to ensure that all assets are safeguarded against loss from unauthorized use of disposition and that all transactions are authorized recorded and reported correctly. An Audit Committee headed by a non-executive independent Director is in place to review various areas of the control systems.

7. DISCUSSION OF FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The details of the financial performance of the Company are appearing in the Balance Sheet, Profit & Loss Account and other financial statements etc. appearing separately. Highlights for the year 2015-16 are as under:

Sales for the year 2015-2016	43,820
Provision for taxation	-
Profit / Loss after tax	(84,72,640)
Paid up equity share capital as on 31st March, 2016	6,86,37,500

The financial performance of the Company has been explained in the Directors' Report of the Company for the year 2015-16 appearing separately.

8. HUMAN RESOURCES:

During the year under review, the Company has undertaken extensive steps in optimizing the man power at the Plant& office. Employee/employer relations were cordial throughout the year remained cordial. Measures for safety of the employees, training and development continued to receive top priority.

9. CAUTIONARY STATEMENT:

Certain statements in the Management Discussion and Analysis describing the Company's views about the industry, expectations/predictions, objectives etc, may be forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed in the statement. Company's operations may inter-alia affect with the supply and demand situations, input prices and their availability, changes in Government regulations, tax laws and other factors such as Industrial relations and economic developments etc. Investors should bear the above in mind.

GEM CABLES AND CONDUCTORS LIMITED

Registered Office: Survey No.434A, 434AA, Chitkul Village, Patancheru Mandal,
Medak District – 502307, Telangana
Email: info@gemcables.com, Website: www.gemcables.com
CIN: L31300AP1981PLC002833

ATTENDANCE SLIP

(Please fill this attendance slip and hand it over at the entrance of the meeting hall)

34th. Annual General Meeting on 29th. September, 2016

DP ID*		Folio No	
Client ID*		No. of Shares held	
Full Name of the Members attending (In block capitals)			
Name of Proxy (To be filled in, if the proxy attends instead of the member)			

I, Certify that I am member /Proxy for the member of the company, I hereby record my presence at the 34th Annual General Meeting of Gem Cables and Conductors Limited held at the Registered office of the Company situated at Survey No.434A, 434AA, Chitkul Village, Patancheru Mandal, Medak District – 502307, Telangana on Thursday, the 29th September, 2016 at 10.00 A.M.

(Signature of Member's / Proxy attending the Meeting)

Note:

1. Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
2. The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
3. A Proxy need not be a member of the Company.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

6. **No Gifts, Gift Coupons, Cash in lieu of Gifts will be given at the AGM.**

* Applicable for Investors holding shares in electronic form.

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN No	:	L31300AP1981PLC002833
Registered Folio No./Client ID	:	
Name of the company	:	**GEM CABLES AND CONDUCTORS IMITED**
Registered Office Address	:	Survey No.434A, 434AA, Chitkul Village, Patancheru Mandal, Medak District – 502307, Telangana, India

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

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

1. Name :_____
   Address :_____
   E-mail id:_____
   Signature: _____ or falling him
   _____
   _____

2. Name :_____
   Address :_____
   E-mail id:_____
   Signature: _____ or falling him
   _____
   _____

3. Name :_____
   Address :_____
   E-mail id:_____
   Signature: _____ or falling him
   _____
   _____

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 34th. . Annual General Meeting of the company, to be held on the Thursday, 29th Sept'16 at10.00A.M. at the Registered office of the company situated at Survey No.434A, 434AA, Chitkul Village, Patancheru Mandal, Medak District-502307 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	To receive, consider and adopt: - the Audited Financial Statements of the Company for the financial year ended March 31, 2016, the Report of the Board of Directors and the Report of the Auditors thereon; and - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 and the Report of the Auditors thereon.		
2.	To appoint a Director in place of Mr. Y. Malla Reddy, Director (holding DIN 02902765), who retires by rotation and, being eligible, offers herself for re-appointment.		
3.	Ratifying the appointment of Statutory Auditors of the Company		

* Applicable for investors holding shares in Electronic form.

Signed this day of 2016

Affix 15 paise Revenue Stamps

Signature of the share holder across Revenue Stamp

Signature of Shareholder _____

Signature of Proxy holder _____

Note:

1. 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.
2. The proxy need not be a member of the company.

Annexure IV

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on March 31st, 2016

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L31300AP1981PLC002833
2.	Registration Date	12.11.1981
3.	Name of the Company	GEM CABLES AND CONDUCTORS LIMITED
4.	Category/Sub-category of the Company	**Company Limited by shares / Indian Non-Government Company**
5.	Address of the Registered office & contact details	Survey No.434A & AA, Chitkul (V), Patancheru (M), Medak District – 502307, Telangana, India.
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Sathguru Management Consultants (P) Ltd. Plot No, 54, Sagar Socity, Road No.2, Banjara Hills, Hyderabad – 34.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Other electronic and electric wire and cable manufacturing services	99887540	0.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/ subsidiary/ Associate	% of shares held	Applicable Section
NIL					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the end of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) **Indian**									
a) Individual/ HUF	716700	2659007	3375707	49.18	716700	2659007	3375707	49.18	---
b) Central Govt	---	---	---	---	---	---	---	---	---
c) State Govt(s)	---	---	---	---	---	---	---	---	---
d) Bodies Corp.	---	---	---	---	---	---	---	---	---
e) Banks / FI	---	---	---	---	---	---	---	---	---
f) Any other	---	---	---	---	---	---	---	---	---
Sub-total (A) (1)	**716700**	**2659007**	**3375707**	**49.18**	**716700**	**2659007**	**3375707**	**49.18**	---
(2) Foreign									
a) NRIs – Individual	---	---	---	---	---	---	---	---	---
b) Other Individual	---	---	---	---	---	---	---	---	---

c) Bodies Corp	---	---	---	---	---	---	---	---	---
d) Banks / FI	---	---	---	---	---	---	---	---	---
e) Any Other	---	---	---	---	---	---	---	---	---
Sub-total (A) (2)	---	---	---	---	---	---	---	---	---
Total shareholding of Promoter (A)= (A) (1) + (A) (2)	**716700**	**2659007**	**3375707**	**49.18**	**716700**	**2659007**	**3375707**	**49.18**	---
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	---	---	---	---	---	---	---	---	---
b) Banks / FI	---	500000	500000	7.28	---	500000	500000	7.28	---
c) Central Govt	---	---	---	---	---	---	---	---	---
d) State Govt(s)	---	---	---	---	---	---	---	---	---
e) Venture Capital Funds	---	---	---	---	---	---	---	---	---
f) Insurance Companies	---	---	---	---	---	---	---	---	---
g) FIIs	---	---	---	---	---	---	---	---	---
h) Foreign Venture Capital Funds	---	---	---	---	---	---	---	---	---
i) Others (specify)	---	---	---	---	---	---	---	---	---
Sub-total (B)(1):-	---	**500000**	**500000**	**7.28**	---	**500000**	**500000**	**7.28**	---
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	---	163080	163080	2.38	---	163080	163080	2.38	---
ii) Overseas	---	---	---	---	---	---	---	---	---
b) Individuals									

i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	1468319	1314744	2783063	40.55	1468319	1314744	2783063	40.55	---
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	---	---	---	---	---	---	---	---	---
c) Qualified Foreign Investor-Corporate	---	---	---	---	---	---	---	---	---
d) Clearing Member	---	---	---	---	---	---	---	---	---
e) Trust	---	---	---	---	---	---	---	---	---
f) NRI's	---	41900	41900	0.61	---	41900	41900	0.61	---
g) Foreign Bodies Corp	---	---	---	---	---	---	---	---	---
h) Foreign Nation	---	---	---	---	---	---	---	---	---
i) FPI- Individual	---	---	---	---	---	---	---	---	---
j) FPI- Corporate	---	---	---	---	---	---	---	---	---
Sub-total (B)(2):-	**1468319**	**1519724**	**2988043**	**43.54**	**1468319**	**1519724**	**2988043**	**43.54**	---
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**1468319**	**2019724**	**3488043**	**50.82**	**1468319**	**2019724**	**3488043**	**50.82**	---
C. Shares held by Custodian for GDRs & ADRs	---	---	---	---	---	---	---	---	---
Grand Total (A+B+C)	**2185019**	**4678731**	**6863750**	**100.00**	**2185019**	**4678731**	**6863750**	**100.00**	---

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Runa Yalamarty	1110915	16.18	0.00	1110915	16.18	0.00	---
2	Kamesh Yalamarty	1595135	23.24	0.00	1595135	23.24	0.00	---
3	Aaditya Yalamarty	335640	4.88	0.00	335640	4.88	0.00	---
4	Aishwarya Yalamarty	333617	4.86	0.00	333617	4.86	0.00	---
5	K V S Rao	10125	0.15	0.00	10125	0.15	0.00	---
	Total	**3385432**	**49.32**	**0.00**	**3385432**	**49.32**	**0.00**	

iii) **Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	**3385032**	**49.32**	**3385032**	**49.32**

	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year	3385032	49.32	3385032	49.32

iv) Share holding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	**RUNA YALAMARTY**				
	At the beginning of the year	1110915	16.18	1110915	16.18
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year (or on the date of separation, if separated during the year)	1110915	16.18	1110915	16.18
2.	**KAMESH YALAMARTY**				
	At the beginning of the year	1595135	23.24	1595135	23.24
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year (or on the date of separation, if separated during the year)	1595135	23.24	1595135	23.24
3.	**AADITYA YALAMARTY**				
	At the beginning of the year	335640	4.89	335640	4.89
	Date wise Increase / Decrease in Promoters Shareholding during				

	the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year (or on the date of separation, if separated during the year)	335640	4.89	335640	4.89
4.	**AISHWARYA YALAMARTY**				
	At the beginning of the year	333617	4.86	333617	4.86
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year (or on the date of separation, if separated during the year)	333617	4.86	333617	4.86
5.	**B.SHIVA KUMAR**				
	At the beginning of the year	241200	3.51	541200	3.51
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year (or on the date of separation, if separated during the year)	241200	3.51	541200	3.51
6.	**BHAGYAAGAR DEVELOPERS PVT LTD**				
	At the beginning of the year	35000	0.51	35000	0.51
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year (or on the date of separation, if separated during the year)	35000	0.51	35000	0.51
7.	**ARIHANT AVENUES & CREDIT LIMITED**				
	At the beginning of the year	30600	0.48	30600	0.48
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year (or on the date of separation, if separated during the year)	30600	0.44	30600	0.44

8.	**JAIRAJ H B**				
	At the beginning of the year	30000	0.44	30000	0.44
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year (or on the date of separation, if separated during the year)	30000	0.44	30000	0.44
9.	**HRB FAMILY TRUST**				
	At the beginning of the year	30000	0.44	30000	0.44
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year (or on the date of separation, if separated during the year)	30000	0.44	30000	0.44
10.	**SURAJ SOMAN THOMOS**				
	At the beginning of the year	25100	0.36	25100	0.36
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year (or on the date of separation, if separated during the year)	25100	0.36	25100	0.36

v) **Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	**KAMESH YALAMARTY**				
	At the beginning of the year	1595135	23.24	1595135	23.24
	Date wise Increase / Decrease in Promoters Shareholding during the	NIL	NIL	NIL	NIL

	year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): **Date of Sale: 16.12.2016**				
	At the end of the year	**1595135**	**23.24**	**1595135**	**23.24**
2.	**Y.MALLA REDDY**				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
3.	**K V S RAO**				
	At the beginning of the year	10125	0.15	10125	0.15
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	10125	0.15	10125	0.15

V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	32,74,32,733	44,99,480	NIL	33,19,32,213
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	32,74,32,733	44,99,480	NIL	33,19,32,213
Change in Indebtedness during the financial year	NIL	NIL	NIL	NIL
* Addition	NIL	NIL	NIL	NIL
* Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year	32,74,32,733	44,99,480	NIL	33,19,32,213
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	32,74,32,733	44,99,480	NIL	33,19,32,213

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Kamesh Yalamarthy	
		Director	
1	**Gross salary**		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify	NIL	NIL
5	**Others, please specify**	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act	NIL	NIL

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors		Total Amount
1	Independent Directors	Y.Malla Reddy	K V S Rao	
	Fee for attending board committee meetings	NIL	NIL	NIL
	Commission	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL
2	Other Non-Executive Directors	NIL	NIL	
	Fee for attending board committee meetings	NIL	NIL	
	Commission	NIL	NIL	
	Others, please specify	NIL	NIL	
	Total (2)	NIL	NIL	
	Total (B)=(1+2)	NIL	NIL	
	Total Managerial Remuneration	NIL	NIL	
	Overall Ceiling as per the Act	The act provides for paying sitting fees upto Rs 1,00,000 per meeting		

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	others, specify	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NOT APPLICABLE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NOT APPLICABLE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NOT APPLICABLE				
Punishment					
Compounding					

By the order of the Board of Directors
For Gem Cables and Conductors Limited

Kamesh Yalamarty	K V S Rao
Director	Director
DIN: 02208678	DIN: 02905122

Gem Cables & Conductors Ltd. Hyderabad

Date: 30.08.2016
Place: Hyderabad