

2014 - 2015 Annual Report

ADC India Communications Ltd.

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. S. Devarajan	- Chairman & Independent Director
Mr. J. N. Mylaraiah	- Managing Director
Mr. Arun Kakatkar	- Director
Mr. Joydeep Nag	- Director
Ms. Revathy Ashok	- Independent Director
Mr. N. Srinivasan	- Independent Director

KEY MANAGERIAL PERSONNEL

Mr. J.N. Mylaraiah	- Managing Director
Mr. Rakesh Bhanushali	- Chief Financial officer
Mr. R. Ganesh	- Company Secretary

Registered Office and Factory

485/8A & 8B, 14th Cross, 4th Phase
Peenya Industrial Area, Bangalore – 560 058

Statutory Auditors

Deloitte Haskins & Sells
Chartered Accountants

Secretarial Auditors

M/s.V.Sreedharan and Associates
Company Secretaries

Internal Auditors

M/s.Gnanoba & Bhat
Chartered Accountants

Bankers

Citibank NA
Bank of America

Registrar & Share Transfer Agents

Karvy Computershare Private Limited
Karvy Selenium Tower B
Plot No. 31-32, Gachibowli
Financial District, Nanakramguda
Hyderabad-500 032
Ph: 040-67162222
Fax: 040-23001153
E-mail: einward.ris@karvy.com

CORPORATE INFORMATION

BOARD OF DIRECTORS



Standing from left to right - Mr. J. N. Mylariaiah (Managing Director), Mr. Arun Kakatkar (Director), Mr. S. Devarajan (Chairman & Independent Director), Ms. Revathy Ashok (Independent Director), Mr. N. Srinivasan (Independent Director), Mr. Joydeep Nag (Director).

DIRECTORS' REPORT

To the Members,

The Board of Directors of your Company has pleasure in presenting the 27th Annual Report on the business and operations, including the financial statements for the year ended March 31, 2015.

Financial Results

(Rs. in lakhs)

	For the year ended 31st March 2015	For the Year ended 31st March 2014
Gross Revenue (including Excise Duty)	6456.08	5279.73
Profit/(Loss) before depreciation	770.77	416.44
Less: Depreciation	54.99	44.15
Net Profit/(Loss) for the year before Taxation	715.78	372.29
Provision for Taxation	218.06	40.85
Profit/(Loss) after tax	497.72	331.44
Add: Profit brought forward from previous year	3594.94	3431.18
Profit available for Appropriation	4092.66	3762.62
Appropriations		
Interim Dividend on Equity Shares	1334.00	-
Proposed Final Dividend on Equity Shares	46.00	115.00
Tax on Dividends	288.44	19.54
Transfer to General Reserve	-	33.14
Profit retained in Profit & Loss Account	2424.22	3594.94

FINANCIAL PERFORMANCE

During the year the overall revenue grew by 19% over that of last year. The Telecommunication business revenue grew by 30% and the IT-Networking (Enterprise network) business revenue grew by 14% as compared to last year.

DIVIDEND

Pursuant to the approval of the Board of Directors on March 27, 2015, your Company had distributed an interim dividend of Rs.29/- per equity share, of the face value of Rs.10/- each, to shareholders, who were on the Register of Members of the Company as on April 07, 2015 being the record date fixed for this purpose.

Your Directors recommend a final dividend of Rs. 1/- per equity share, of the face value of Rs.10/-each, to be appropriated from the profits of the financial year ended March 31, 2015, subject to the approval by the shareholders at the ensuing Annual General Meeting.

During the financial year ended March 31, 2015, unclaimed dividend amount of Rs.137,049/- pertaining to dividend declared for the year 2006 was transferred to the Investor Education and Protection Fund.

TRANSFER TO RESERVES

During the year no amount has been transferred to the General Reserve. An amount of Rs.2424.22 lakhs is proposed to be retained in the Statement of Profit and Loss on Standalone basis.

STRATEGY AND OPERATIONS

The economic environment continued to improve both in the Enterprise network market & Telecom sector. Enterprise network market growth continues to improve compared to last few years of slow growth. But the pressure on profitability continues due to greater competition at the mid & lower end of the market. On the telecom front 4G plans of large telecom operators are expected to drive the industry pace and growth. The new Government is expected to facilitate the growth of the telecom industry in the next 2 to 3 years.

The market is expected to improve overall in the medium term driven by domestic demand and Government projects. Policies and decision makings are expected to improve next year, with a new stable government in place.

During the year, your company's continued focus was on growing revenues and profitability. Apart from outsourcing a major portion of manufacturing operations, the Company continued to look at other ways of cost reduction and to be cost competitive. As you are aware consequently we did rent out the Company's own facility and move to a smaller location which fits into our overall operational requirement where we continue to operate from, which has yielded better results as expected and in the years to follow and the Company should be able to favorably participate once the market activities picks up.

DIRECTORS

Mr. Joydeep Nag, Director retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Brief resume of Mr. Joydeep Nag is provided in the Notice of the Annual General Meeting.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors of the company, confirming that they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

KEY MANAGERIAL PERSONNEL

During the year Mr. Rakesh Bhanushali joined the Company as the Chief Financial Officer with effect from July 01, 2014.

BOARD MEETINGS

Eleven Board meetings were held during the year 2014-15 on May 23,2014, June 27,2014, July 28,2014, September 18,2014, October 28,2014, November 18,2014, January 23,2015, January 29,2015, February 12,2015, March 04,2015 and March 27,2015. The details of meetings held by various Committees of the Board are given in the Corporate Governance Report.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013, the Directors based on the information and representations received from the Company Management confirm that:

- a. In the preparation of Annual Accounts, the applicable Accounting Standards have been followed with no material departures;
- b. The Directors had selected such accounting policies and applied them consistently and 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 at the end of the financial year and of the profit of the Company for that period ;
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act,2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities ;
- d. The Directors had prepared the Annual Accounts on a 'going concern' basis;
- e. The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and have been operating effectively; and
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

DIRECTORS APPOINTMENT AND REMUNERATION

Considering the requirements of the skill-sets on the Board, persons having professional expertise in their individual capacity as independent professionals and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee for appointment of new Directors on the Board. The Non-Executive Directors appointed on the Board are paid sitting fees for attending the Board and Board Committee Meetings. No other remuneration or commission is paid to the Non-Executive Directors. The remuneration paid to the Managing Director is governed by the relevant provisions of the Companies Act, 2013, rules of the Company and Shareholders' approval.

AUDITORS AND AUDITORS' REPORT

At the 26th Annual General Meeting of the Company held on August 08, 2014 M/s. Deloitte Haskins & Sells, Statutory Auditors of the Company were re-appointed as the Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the fifth consecutive Annual General Meeting. In terms of section 139 of the Companies Act, 2013 and the Rules made thereunder this appointment is subject to ratification by members at every annual general meeting. M/s. Deloitte Haskins & Sells have confirmed their eligibility for appointment and offer themselves for re-appointment. The Board of Directors based on the recommendation of the Audit Committee proposes the appointment of M/s. Deloitte Haskins & Sells as the Statutory Auditors of the Company.

The Auditors' observation read with Notes to Financial Statements are self-explanatory and do not call for any further comments.

SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT

Pursuant to the provisions of section 204 of the Companies, 2013 and the Rules made thereunder, M/s.V.Sreedharan and Associates, Practicing Company Secretaries were appointed as the Secretarial Auditor to conduct a secretarial audit of the Company's Secretarial and related records for the financial year 2014-15. The Secretarial Auditors' Report for the financial year ended March 31, 2015 is annexed to this Report. No adverse comments have been made in the said report.

CORPORATE SOCIAL RESPONSIBILITY

The Company does not fulfill any of the three criteria specified in section 135(1) of the Companies Act, 2013 and as such is not required to comply with the provisions of section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014.

CORPORATE GOVERNANCE

Your Company has always practiced sound corporate governance and takes necessary actions to comply with the mandatory provisions of corporate governance.

As required under clause 49 of the Listing Agreement with the Stock Exchange, the report on Management

Discussion and Analysis, Corporate Governance and the Statutory Auditors' Certificate regarding compliance of conditions of Corporate Governance forms part of the Annual Report.

WEBSITE OF THE COMPANY

The Company maintains a website www.adckcl.com where detailed information of the Company is provided.

FIXED DEPOSITS

During the year, the Company has not accepted any fixed deposits. Hence, there is no outstanding amount as on the Balance Sheet date.

LISTING

The equity shares of the Company are listed with Bombay Stock Exchange Limited. There are no arrears on account of payment of listing fees to them.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

A. Conservation of Energy

The Company continued to optimize the usage of Natural ventilations at the new facility and use of CFL lamps. The Company also continued with good maintenance practices.

B. Technology

The Company has introduced new products that would cater to the Telecom market such as High density Fiber optic Equipment Panels to meet today's high density environments and expanded its portfolio to meet the passive cabling infrastructure for the Distributed antenna system that would help to support upcoming 4G projects. The Company continues its focus and developed a Standard- compliant product portfolio to increase its geographical reach.

C. Research and Development

Various continuous improvement activities continued during the year.

FOREIGN EXCHANGE EARNINGS AND OUTFLOW

During the year your Company has earned Foreign Exchange of Rs.43,144,966/-and the Foreign Exchange outflow was Rs.1,932,319/-.

EXTRACT OF ANNUAL RETURN

As required under the provisions of section 92(3) and 134(3)(a) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 an extract of the annual return for the year ended March 31, 2015 is annexed to this report.

PARTICULARS OF EMPLOYEES

Information in accordance with provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company forms part of this Report. However, as per the provisions Section 136 of the Companies Act, 2013, this Report is being sent to all the Members of the Company excluding the aforesaid information. The Members interested in obtaining such information may write to the Company Secretary of the Company.

WHISTLE BLOWER MECHANISM

The Company has established a mechanism called "Vigil Mechanism Policy" for employees, directors and others who are associated with the Company to report to management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The Policy provides adequate safeguards against victimization of employees/directors who avail the mechanism. The Vigil Mechanism also cover the Whistle Blower mechanism aspect as stipulated under clause 49 of the Listing Agreement The Company affirms that no person has been denied access to the Audit Committee in this respect. The policy has been communicated to all employees by displaying the same on the Company's website.

SUBSIDIARY / ASSOCIATES / JOINT VENTURE COMPANIES

The Company does not have any Subsidiary/ Associate/Joint Venture Company.

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

The Company has implemented a policy on Prevention, Prohibition and Redressal of Sexual

Harassment of Women at Workplace. The Company is committed to creating a safe and healthy working environment. The Company believes that all individuals have the right to be treated with dignity and strives to create a workplace which is free of gender bias and Sexual Harassment. The Company has a zero tolerance approach to any form of Sexual Harassment. The policy has been displayed in the Company's website.

RELATED PARTY TRANSACTIONS

The Board in its meeting held on March 04, 2015 has adopted Related Party Transaction Policy for determining the materiality of related party transactions and also on the dealings with related parties. This Policy has been displayed in the Company's website.

All transactions with related parties during the year were in the ordinary course of business and at arm's length. There are no related party transactions that may have potential conflict with the interest of the Company at large. The details of related party transactions are disclosed in Note No. 23 to financial statements forming part of the accounts.

RISK MANAGEMENT

The Company has identified various risks faced by the Company from different areas. For this purpose a proper framework has been set up. The Company has also formed a Risk Management Committee. The constitution and terms of reference of this Committee are set out in detail in the Corporate Governance Report. The details of risks faced by the Company and its mitigation process was discussed by the Risk Management Committee at its meeting held on March 04, 2015 and the same was also reviewed by the Board of Directors at its meeting held on the same day.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

Your Directors to the best of their ability have laid down internal financial controls to be followed by the Company, which they believe are adequate keeping in view the size and nature of Company's business. Adequate procedures are in place to ensure that all the assets are safeguarded, protected against

loss and all transactions are authorized, recorded and reported correctly. This ensures the quality and reliability of financial data, financial statements and financial reporting. The efficacy of internal financial controls systems are validated by self-audits, verified during internal audits and reviewed by the Audit Committee. The Audit Committee of the Board reviews the adequacy of internal financial controls on an ongoing basis to identify opportunities for improvement in the existing systems to further strengthen the internal control environment in your Company.

ANNUAL EVALUATION OF BOARD'S PERFORMANCE

The Nomination and Remuneration Committee of the Board at its meeting held on March 27, 2015 have laid down the policy and process for evaluation of Board of Directors. Under this Policy a set of parameters to be used in the evaluation process has been determined for:

1. Self-evaluation of the Board and Board Committees.
2. Evaluation of Independent Director's performance by other Directors.
3. Evaluation of Non-Independent Director's performance by Independent Directors.
4. Evaluation of Chairman's performance by Independent Directors.
5. Assessment of Quantity, Quality and Timeliness of information to the Board

Using the parameters mentioned in the policy and process, all the evaluations as mentioned above has been carried out during the year. This Policy has been displayed in the Company's website.

LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loan or guarantee nor has made any investment during the financial year 2014-15 attracting the provisions of section 186 of the Companies Act, 2013.

MATERIAL CHANGES AND COMMITMENTS

There have not been any material changes and commitments affecting the financial position of the Company between the financial year ended March 31, 2015 and the date of the Directors Report.

ACKNOWLEDGEMENTS

Your Directors thank the customers, channel partners, distributors, vendors and bankers for the continued support given by them to the Company during the year. Your Directors would also like to thank the employees for their hard work and contribution during the year as well as for the advice received from the Promoters of the Company.

On behalf of the Board of Directors

J.N.Mylaraiah
Managing Director

Joydeep Nag
Director

Place: Bangalore
Date: May 11, 2015

EXTRACT OF ANNUAL RETURN**As on the financial year ended on March 31, 2015**

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

I. REGISTRATION AND OTHER DETAILS

i) CIN:	L32209KA1988PLC009313
ii) Registration Date	July 26, 1988
iii) Name of the Company :	ADC India Communications Limited
iv) Category / Sub-Category of the Company	Public Limited
v) Address of the Registered office and contact details	No.485/8A & 8B, 14th Cross, 4th Phase, Peenya Industrial Area, Bangalore - 560058
vi) Whether listed company Yes / No	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Private Limited Karvy Selenium Tower B Plot No. 31-32, Gachibowli Financial District, Nanakramguda Hyderabad-500 032 Phone: 040-67162222 Fax: 040-23001153 E-mail: einward.ris@karvy.com

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:

SL No.	Name and Description of main products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1	Copper, Fiber and Connectivity products	C26309	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SL No.	Name and Address of the Company	CIN/ GLN	Holding/Subsidiary/ Associate	% of Shares held	Applicable Section
1.	Tyco Electronics AMP GmbH	Nil	Holding Company	66.97	2(46)
2.	TE Connectivity Ltd	Nil	Ultimate Holding Company	0.40	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Break-up as Percentage of Total Equity)

i) Category – wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the Year				No. of Shares held at the end of the Year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF									
b) Central Govt.									
c) State Govt(s)									
d) Bodies Corporate									
e) Banks /FI									
f) Any Other...									
Sub-Total (A)(1)									
(2) Foreign									
a) NRIs-Individuals									
b) Other Individuals									
c) Bodies Corporate	3104360	Nil	3104360	67.49	3104360	Nil	3104360	67.49	Nil
d) Banks /FI									
e) Any other ...									
Sub- Total (A) (2)	3104360	Nil	3104360	67.49	3104360	Nil	3104360	67.49	Nil
Total Shareholding of Promoter	3104360	Nil	3104360	67.49	3104360	Nil	3104360	67.49	Nil
(A)=(A)(1) +(A) (2)									

B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	700	700	0.02	-	700	700	0.02	Nil
b) Banks / FI	280	100	380	0.01	280	380	380	0.01	Nil
c) Central Govt									
d) State Govt (s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FII's									
h) Foreign Venture Capital Funds									
i) Other Specify)									
Sub – total (B) (1)	280	800	1080	0.02	280	800	800	0.02	Nil
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	72864	4300	77164	1.68	341511	4300	345811	7.52	5.84
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs.1 lakh	919342	80215	999557	21.73	948394	78215	1026609	22.32	0.59
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	396418	-	396418	8.62	84093	-	84093	1.83	6.79
c) Others (specify)	21221	200	21421	0.47	37847	200	38047	0.83	0.36
Sub – total (B) (2)	1409845	84615	1494560	32.49	1411845	82715	1494560	32.49	-
Total Public Shareholding (B) = (B) (1) + (B) (2)	1410125	85515	1495640	32.51	1412125	83515	1495640	32.51	-
C. Shares held by Custodian for GDRs & ADRS	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	4514485	85515	4600000	100.00	4516485	83515	4600000	100.00	

ii) Shareholding of Promoters

Sl No.	Share Holder's Name	Shareholding at the beginning of year			Shareholding at the end of the year			% change in shareholding
		No of Shares	% of total Shares of 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	Tyco Electronics AMP GmbH	3080824	66.97	Nil	3080824	66.97	Nil	Nil
2	TE Connectivity Ltd.	18569	0.41	Nil	18569	0.41	Nil	Nil
3	ADC Telecommunications Inc.	4967	0.11	Nil	4967	0.11	Nil	Nil
	Total	3104360	67.49	Nil	3104360	67.49	Nil	Nil

iii) Change in Promoters' Shareholding:

No Change in Promoters shareholding during the year.

IV. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No.	Name Shareholder	Shareholding at the beginning of year		*Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g.) allotment / transfer/ bonus sweat equity etc.):	Cumulative Shareholding during the year		At the end of the year (or on the date of separation, if separated)
		No. of Shares	% of total Shares of the Company		No. of Shares	% of Total shares of the company	
1	Rajasthan Global Securities Ltd	-	-	228861	228861	4.98	228861
2	Camel Foods Private Ltd	-	-	21344	21344	0.46	21344
3	Taramati Parmanand Shah	-	-	16894	16894	0.37	16894
4	Neeta H.Mehta	16600	0.36	100	16760	0.36	16760
5	Govind Parikh Securities Pvt. Ltd	15000	0.33	-	15000	0.33	15000
6	Divyesh A Shah	2082	0.05	11500	13582	0.30	13582
7	Bharat K Dalal	13500	0.29	-	13500	0.29	13500
8	Bilkis Zubair Hawa	-	-	12831	12831	0.28	12831
9	Pradeep Aggarwal	12200	0.27	-	12200	0.27	12200
10	Sara Faisal Hawa	-	-	11826	11826	0.26	11826

*Represents Demat Transactions

iv) Shareholding of Directors and Key Managerial Personnel

Directors and Key Managerial Personnel do not hold any shares of the Company

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	Nil	Nil	Nil	Nil
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year	Nil	Nil	Nil	Nil
- Addition				
- Reduction				
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year	Nil	Nil	Nil	Nil
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and / or Manager.**

Sl No.	Particulars of Remuneration	Name of MD/WTD/Manager (Rs.)	Total Amount (Rs.)
		J.N.Mylaraiah	
1.	Gross Salary		
	a) Salary as per provisions contained in section 17 (1) of the Income Tax Act 1961	5,723,155	5,723,155
	b) Value of Perquisites u/s 17(2) Income- Tax Act 1961	940,936	940,936
	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	Nil	Nil
	- Others, specify	Nil	Nil
5.	Others, Please specify	Nil	Nil
	Total (A)	6,664,091	6,664,091
	Ceiling as per the Act	8,400,000	8,400,000

B. Remuneration to other directors :

Sl No.	Particulars of Remuneration	Name of Directors					Total Amount (Rs.)
		S.Devarajan (Rs.)	Revathy Ashok (Rs.)	N.Srinivasan (Rs.)	Arun Kakatkar (Rs.)	Joydeep Nag (Rs.)	
1.	Independent Directors						
	- Fee for attending board Committee meetings	470,000	380,000	420,000	-	-	1,270,000
	- Commission						
	- Others, Please Specify						
	Total (1)	470,000	380,000	420,000	-	-	1,270,000
2.	Other Non-Executive Directors						
	- Fee for attending board Committee meetings	-	-	-	340,000	420,000	760,000
	- Commission	-	-	-	--	-	-
	- Others, Please Specify	-	-	-	-	-	-
	Total (2)				340,000	420,000	760,000
	Total (B) = (1+2)	470,000	380,000	420,000	340,000	420,000	2,030,000
	Total Managerial Remuneration	-	-	-	-	-	-
	Overall Ceiling as per the Companies Act, 2013	1,000,000	1,000,000	1,100,000	900,000	1,100,000	5,100,000

C. Remuneration to Key Managerial Personnel other than MD/Manager /Wtd.

SI No.	Particulars of Remuneration	Key managerial Personnel		
		Company Secretary (Rs.)	CFO (Rs.)	Total (Rs.)
1.	Gross Salary			
	a) Salary as per provisions contained in section 17 (1) of the Income Tax Act 1961	Nil	3,696,425	3,696,425
	b) Value of Perquisites u/s 17(2) Income- Tax Act 1961	Nil	Nil	Nil
	c) Profits in lieu of Salary under section 17 (3) Income Tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission			
	- As % of Profit	Nil	Nil	Nil
	- Others, specify	Nil	Nil	Nil
5.	Others - Professional Charges	1,290,000	Nil	1,290,000
	Total	1,290,000	3,696,425	4,986,425

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalties / Punishment Compounding fees imposed	Authority (RD / NCLT / Court)	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED: 31.03.2015

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

To

The Members of ADC India Communications Limited

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

Based on our verification of the ADC India Communications Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by ADC India Communications Limited ("the Company") for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the

extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) We have been informed by the company that there are no laws specifically applicable to the company.

We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with BSE Ltd.

We have not examined compliance with the Secretarial Standards issued by the Institute of Company Secretaries of India as they had not been approved by the Central Government up to March 31, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items

before the meeting and for meaningful participation at the meeting.

Majority decision is carried through, while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that during the audit period there were no events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For V. SREEDHARAN & ASSOCIATES
Pradeep B. Kulkarni
Partner

Bangalore
Date : May 11, 2015

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS

Telecommunication

Telecom services have been acknowledged globally as an essential tool for the socio-economic development of a nation. India is currently the world's second-largest telecommunications market. Indian telecom industry underwent a high pace of market liberalization and growth since the 1990s and now has become the world's most competitive and one of the fastest growing telecom markets. The number of telephone subscribers in India reached 970.97 million which includes both wireless and landline as of December, 2014, based on the reports. India has the world's third-largest Internet user-base. According to the Internet and Mobile Association of India (IAMAI), the Internet user base in the country stood at 190 million at the end of June, 2013. Major sectors of the Indian telecommunication industry are telephony, internet and television broadcast. Industry in the country which is in an ongoing process of transforming into next generation network. The access network, which connects the subscriber to the core, is highly diversified with different copper-pair, optic-fiber and wireless technologies. DTH, a broadcasting technology has attained significant popularity in the Television segment. With the government's favorable regulation policies and the big plans of Telecom Operators for providing 4G services hitting the market, rapid growth is expected in the Indian telecommunication sector in the next few years. Also, with developments in this sector, services such as security and surveillance, remote monitoring of ATM machines, home automation, traffic management, retail, logistics and grid energy could eventually facilitate optimization of resources. This indicates a better future performance for the operators and there is likelihood of a higher capex spend in the medium to long term. This bodes well for your company.

Enterprise

Enterprise network market growth continues to improve compared to last few years of slow growth. But the pressure on profitability continues due to greater competition at the mid & lower end of the market. However, with new government in place, as the Indian economy started to stabilize and strengthen with fiscal prudence measures expected in the next 12 to 18 months. This, in turn, will improve our market supported by growth in Data

Centre business including domestic demand and Government projects.

REVIEW OF OPERATING PERFORMANCE

The financial statements have been prepared in compliance with the requirement of the Companies Act, 2013 and Generally Accepted Accounting Principles (GAAP) in India. The management of the Company accepts responsibility for the integrity and objectivity of these financial statements and the basis for the various estimates and judgments used in preparing the financial statements. Some of the key performance indicators are given below:

Rs. in Lakhs		
Particulars	Year ended 31st March 2015	Year ended 31st March 2014
Gross Revenue	6456.08	5279.73
Profit/(Loss) before Depreciation and Tax	770.77	416.44
Depreciation	54.99	44.15
Profit/(Loss) before Tax	715.78	372.29
Ratio of Profit/(Loss) before Tax to Revenue in percentage	11.09	7.05
Profit/(Loss) after Tax	497.72	331.44
Total Assets	6215.00	6212.74
Earnings per share	10.82	7.21
Inventory Turnover ratio	8.10 times	4.85 times
Debtors turnover ratio	5.08 times	3.60 times

During the year the overall revenue grew by 19% over that of last year. The Telecommunication business revenue grew by 30% and the IT-Networking (Enterprise network) business revenue grew by 14% as compared to last year.

OPPORTUNITIES AND THREATS

Telecommunication

The 4G plans of large telecom operators are expected to drive the industry pace and growth. The new Government is expected to facilitate the growth of the telecom industry in the next 2 to 3 years.

However, the Company need to be cautious and needs to plan its activities based on the expansion plans of the telecom operators.

Enterprise

IT/ITES sector is expected to drive growth including the Small and Medium Business (SMB) segment which is looking promising and future business potential looks positive to be driven by the local demand and Govt. projects. However, the Company need to be cautious as the profitability continues due to greater competition at the mid & lower end of the market.

RISKS AND CONCERNS

Telecommunication

For the past few years, some untoward sentiments have affected the market, resulting in decreased investments and lower interest. However, with clearer policies and renewed administration the investment climate has slightly improved and expected to improve in the near future.

Enterprise

After last few years of slowdown, the expansion plans of IT/ITES sector and SMB market looks promising and which will hopefully see a positive growth in the next 12 to 18 months.

TECHNOLOGY

The Company has introduced new products that would cater to the Telecom market such as High density Fiber optic Equipment Panels to meet today's high density environments and expanded its portfolio to meet the passive cabling infrastructure for the Distributed antenna system that would help to support upcoming 4G projects. The Company continues its focus and developed a Standard- compliant product portfolio to increase its geographical reach.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate internal control systems for various business processes, financial reporting and compliance with applicable laws and regulations.

The Internal Auditors M/s Gnanoba & Bhat, Chartered Accountants review the effectiveness of various processes and other operational activities. The summary of the Internal Audit observations is presented to the Audit Committee and the suggestions and guidance of the audit committee are implemented to ensure effective operation of all departments in the company.

MANUFACTURING OPERATIONS

Apart from outsourcing a major portion of manufacturing operations, the Company continued to look at other ways of cost reduction and to be cost competitive. As you are aware consequently we did rent out the Company's own facility and move to a smaller location which fits into our overall operational requirement where we continue to operate from, which has yielded better results as expected and in the years to follow and the Company should be able to favorably to participate once the market activities picks up.

HUMAN RESOURCES

The total number of permanent employees of the Company as at March 31, 2015 was 25.

INFORMATION TECHNOLOGY

During the year the Company has installed Biometric Punching System for recording the attendance of employees of the Company and to facilitate maintenance of accurate leave records and pay roll processing.

Cautionary Statement:

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations and which the management believes are true to the best of its knowledge at the time of preparation. Actual results might differ materially from those either expressed or implied and hence the Company and the management shall not be held liable for any loss, which may arise as a result of any action taken on the basis of the information contained herein.

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company is committed to a system of good corporate governance, as it firmly believes that good corporate governance signifies good corporate practices aimed at increasing value for its shareholders, customers, employees, the government and all other stakeholders. Corporate governance of the company accords high importance for compliance with laws, rules and regulations at all times. The Company's internal control measures ensure the reliability of financial statements. The company is in full compliance with the applicable requirements under clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited.

2. BOARD OF DIRECTORS

(A) Composition of Board

The Board of Directors of the Company consists of one Executive Director, two Non-Executive Directors and three Non-Executive Independent Directors. One of the Non-Executive Independent Directors is a Woman Director.

All Directors possess relevant skills and experience to bring judgment to bear on the business of the Company.

The Company has a Non-Executive Chairman. 50% of the total strength of the Board consists of Independent Directors, meeting the requirement relating to Composition of the Board under clause 49 of the Listing Agreement.

(B) Board Meetings

Eleven Board meetings were held during the year 2014-15 on May 23, 2014, June 27, 2014, July 28, 2014, September 18, 2014, October 28, 2014, November 28, 2014, January 23, 2015, January 29, 2015, February 12, 2015, March 04, 2015 and March 27, 2015.

(C) Attendance at Board Meetings and Annual General Meeting

Details of attendance of Directors at Board Meetings and at the last Annual General Meeting held on August 08, 2014, with particulars of their Directorship and Chairman/Membership of Board Committees of other companies as on March 31, 2015 are given below:

Name	Category	Month & Year of Appointment	Designation	No. of meetings held during the last Year	No. of meeting attended	Number of memberships in Board of other companies	Membership of Board Committees	Chairman of Board Committees	Whether attended last AGM
S. Devarajan	Independent Director	February 2013	Chairman & Director	11	10	1	NIL	NIL	Yes
J.N. Mylraiah	Nominee Director	September 2013	Managing Director	11	11	NIL	NIL	NIL	Yes
Arun Kakatkar	Nominee Director	November 2012	Director	11	9	NIL	NIL	NIL	Yes
Joydeep Nag	Nominee Director	May 2013	Director	11	11	1	NIL	NIL	Yes
Revathy Ashok	Independent Director	August 2011	Director	11	10	3	NIL	NIL	Yes
N. Srinivasan	Independent Director	February 2012	Director	11	11	NIL	NIL	NIL	Yes

3. AUDIT COMMITTEE

(A) Terms of Reference

The role of the Audit Committee includes the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

- Recommendation for appointment, remuneration and terms of appointment of auditors of the company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report
 - Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
 - Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 - Review and monitor the auditor's independence and performance, and effectiveness of audit process.
 - Approval or any subsequent modification of transactions of the company with related parties.
 - Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism.
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

(B) Composition

The committee comprises of four Non-Executive Directors, majority of them being Independent. Ms.Revathy Ashok is the Chairman and Mr. S.Devarajan, Mr. N.Srinivasan & Mr. Joydeep Nag are members of the Committee. The Chairman of the Committee is an Independent

Director. All members of the Committee are financially literate and having adequate financial management expertise.

(C) Committee Meetings and Attendance

Four Audit Committee meetings were held during the year 2014-15 on May 23, 2014, July 28, 2014, October 28, 2014 and January 23, 2015. The attendance of the members is given below:

Name of Member	Position	Number of meetings Held	Number of meetings Attended
Ms. Revathy Ashok	Chairman	4	4
Mr. S. Devarajan	Member	4	3
Mr. N. Srinivasan	Member	4	4
Mr. Joydeep Nag	Member	4	4

The Committee meetings are attended by invitation by the Managing Director, Chief Financial Officer, the representatives of Statutory Auditors and the representatives of the Internal Auditors,

The Company Secretary acts as the Secretary of the Audit Committee.

4. NOMINATION AND REMUNERATION COMMITTEE

(A) Terms of Reference

The role of the Nomination and Remuneration Committee include the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
- Formulation of criteria for performance evaluation of Independent Directors and the Board.
- Devising a policy on Board diversity.
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

(B) Composition

The committee comprises of four Non-Executive Directors, majority of them being Independent. Mr.N.Srinivasan is the Chairman and Mr. S.Devarajan, Ms.Revathy Ashok & Mr.Joydeep Nag are members of the Committee. The Chairman of the Committee is an Independent Director.

(C) Committee Meetings and Attendance

Three Nomination and Remuneration Committee meetings were held during the year 2014-15 on May 23, 2014, March 04, 2015 and March 27, 2015.

The attendance of the members is given below:

Name of Member	Position	Number of meetings Held	Number of meetings Attended
Mr. N. Srinivasan	Chairman	3	3
Mr. S. Devarajan	Member	3	3
Ms. Revathy Ashok	Member	3	3
Mr. Joydeep Nag	Member	3	3

(D) Remuneration Policy

Remuneration of the Managing Director is recommended by the Nomination and Remuneration Committee to the Board of Directors based on Industry standard and commensurate with the requirement and profile of his office and further governed by the resolutions of the Shareholders and applicable rules of the Company.

Non-Executive Directors appointed on the Board are paid sitting fees for attending the meeting of the Board and Board committee meetings. No other remuneration or commission is paid to the non-executive Directors. Non-Executive Chairman is paid a Sitting fee of Rs.50,000/- and other Non-Executive Directors are paid a sitting fee of Rs.40,000/- (with effect from June 27,2014) and Rs,20,000 before that date for attending Board/Committee Meetings held on the same day.

(E) Remuneration paid to Directors for the year ended March 31, 2015

(Amount in Rs.)

Name of Director	Salary	Bonus /Incentive	Allowances & Perquisites	Sitting Fees	Total
Mr. S. Devarajan	-	-	-	470,000	470,000
Mr.J.N. Mylaraiah	2,073,120	1,540,802	3,050,169	Nil	6,664,091
Mr. Arun Kakatkar	-	-	-	340,000	340,000
Mr. Joydeep Nag	-	-	-	420,000	420,000
Ms. Revathy Ashok	-	-	-	380,000	380,000
Mr. Srinivasan	-	-	-	420,000	420,000

The Bonus/incentive paid/payable to the Managing Director Mr. J. N. Mylaraiah, is calculated based on pre-determined parameters of performance. The agreement with the Managing Director is for a period of 5 years with effect from April 01, 2014. Either party to the agreement is entitled to terminate the Agreement by giving 60 days' notice in writing to the other party. The Managing Director is not entitled to any severance fees.

Presently the Company does not have any stock options scheme for the Directors and employees of the Company. None of the Directors hold any shares and convertible instruments of the Company.

Name of Member	Position	Number of meetings Held	Number of meetings Attended
Mr.N. Srinivasan	Chairman	4	4
Mr.S. Devarajan	Member	4	3
Mr. Joydeep Nag	Member	4	4
Mr.J.N.Mylaraiah	Member	4	4

(D) Name and Designation of Compliance Officer

Mr.R.Ganesh, Company Secretary is the 'Compliance Officer' of the Company in line with requirement of Listing Agreement with the Bombay Stock Exchange Limited.

(E) Shareholders Complaints

Details of number of Shareholders complaints received, complaints solved and pending complaints are provided in the Shareholder information section of this Annual Report.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

(A) Terms of Reference

The role of the committee is to resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet and non-receipt of declared dividends.

(B) Composition

The committee comprises of one Executive Director and three Non-Executive Directors. Mr.N.Srinivasan is the Chairman and Mr. S.Devarajan, Mr.Joydeep Nag and Mr.J.N.Mylaraiah are members of the Committee. The Chairman of the Committee is an Independent Director.

(C) Committee Meetings and Attendance

Four Stakeholders Relationship Committee meetings were held during the year 2014-15 on May 23, 2014, July 28, 2014, October 28, 2014 and January 23, 2015.

The attendance of the members is given below:

6. RISK MANAGEMENT COMMITTEE

(A) Terms of Reference

The role of the Risk Management Committee is to frame, implement and monitor the risk management plan of the Company.

(B) Composition

The committee comprises of five Non-Executive Directors. Mr.Devarajan is the Chairman and Ms.Revathy Asok, Mr.N.Srinivasan, Mr.Joydeep Nag, and Mr.Arun Kakatkar are members of the Committee.

(C) Committee Meetings and Attendance

One Risk Management Committee meeting was held during the year 2014-15 on March 04, 2015. All the members attended this meeting.

7. GENERAL BODY MEETINGS**(A) Location and time of the last three Annual General Meetings;**

Year	Date	Venue	Time
2011-12	July 13, 2012	Hotel Atria, No.1, Palace Road, Bangalore	10.30 am
2012-13	August 13, 2013	Hotel Atria, No.1, Palace Road, Bangalore	10.30 am
2013-14	August 08, 2014	Vivanta by Taj, No.41/3, M.G. Road, Bangalore	11.00 am

(B) Special Resolutions passed in the last AGM's

At the AGM held on August 13, 2013 a Special Resolution for amending the Article of Association of the Company was passed. At the AGM held on August 08, 2014 a Special Resolution for payment of remuneration to Mr.J.N.Mylaraiah, Managing Director of the Company was passed.

(C) Postal Ballot

No Special Resolution was passed through postal ballot during last year.

8. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The Familiarization Program aim at helping the independent directors to get an insight into the Company's business model and understand in depth various business operations and contribute significantly to the Company.

The Company through its Managing Director / Senior Managerial Personnel makes presentations periodically to familiarize the Independent Directors with the business scenario, strategy, operations and functions of the Company. Such presentations provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.

The Familiarization Program for Independent Directors has been displayed in the Company's website www.adckcl.com.

9. INDEPENDENT DIRECTORS MEETING

The Independent Directors Mr.S.Devarajan, Ms.Revathy Ashok and Mr.N.Srinivasan held one meeting on February 12, 2015 without Non-Independent Directors and Senior Management Personnel.

10. PROCEEDS FROM PUBLIC ISSUES, RIGHTS ISSUES, PREFERENTIAL ISSUES ETC.

The Company did not have any of the above issues during the year under review.

11. TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

The terms and conditions of appointment of Independent Directors of the Company have been displayed in the Company's website www.adckcl.com.

12. COMPLIANCE WITH ACCOUNTING STANDARDS

In the preparation of financial statements for the year ended March 31, 2015, there is no deviation from the prescribed Accounting Standards.

13. COMPLIANCE CERTIFICATE FROM THE AUDITORS

Certificate from the Auditors of the company confirming compliance with the mandatory requirements under clause 49 of the Listing Agreement is annexed to this report.

14. CODE OF CONDUCT

The Board of Directors has laid down a code of conduct for all Board Members and Senior Management of the Company. The Code of Conduct has been posted on the Company's website. An affirmation as to compliance with the code of conduct is obtained from all the Directors and the Senior Management Personnel annually. A declaration from the Managing Director of the Company concerning compliance with the Code of Conduct is given below

DECLARATION

It is hereby declared that all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for the Directors and Senior Management of the Company in respect of the financial year ended March 31, 2015.

Place: Bangalore
Date: May 11, 2015

J.N.Mylaraiah
Managing Director

15. RECONCILIATION OF SHARE CAPITAL AUDIT

In the year 2014-15 M/s. V.Sreedharan and Associates, Practicing Company Secretaries carried out the Reconciliation of Share Capital Audit on quarterly basis to reconcile the total issued and paid-up capital with the aggregate of the total number of the shares held in physical form and the total number of dematerialized shares held with NSDL and CDSL. The report for every quarter upon reconciliation of Share Capital was submitted to the Bombay Stock Exchange Limited.

16. CEO/CFO CERTIFICATION

The Managing Director and Chief Financial Officer of the Company give certification on financial reporting and internal controls to the Board on an annual basis. This certificate for the financial year 2014-15 was placed before the Board at its meeting held on May 11, 2015.

17. COMPLIANCE WITH MANDATORY & NON-MANDATORY REQUIREMENTS

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement.

The Company has adopted the following non-mandatory requirements of Clause 49 of the Listing Agreement.

(A) Audit Qualifications

The Auditors have not qualified the financial statements of the Company

(B) Separate posts of Chairman and CEO/ Managing Director

The Posts of Chairman and Managing Director are separate. The Chairman is a Non-Executive Director.

(C) Reporting of Internal Auditors

The Internal Auditors of the Company report to the Audit Committee.

18. DISCLOSURES

(A) Related Party Transactions

The Board in its meeting held on March 04, 2015 has adopted Related Party Transaction Policy for determining the materiality of related party transactions and also on the dealings with related parties. This Policy has been posted on the Company's website.

There are no related party transactions that

may have potential conflict with the interest of the company at large. All the related party transactions are at arm's length and in ordinary course of business.

None of the Non-Executive Directors have any pecuniary material relationship or material transaction with the Company for the year ended March 31, 2015.

Details of all related party transactions form a part of the accounts and the same are disclosed in the Note 23 to the Financial Statements.

(B) Management Discussion & Analysis

Management discussion and analysis report is provided in the Management Discussion and Analysis section of this Annual Report

(C) Compliances by the Company

There is no non-compliance by the Company and no penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital market, during the last three years.

(D) Whistle Blower Policy

The Company has established a Vigil Mechanism for employees, directors and others who are associated with the Company to report to management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The Policy provides adequate safeguards against victimization of employees/directors who avail the mechanism. The Vigil Mechanism also cover the Whistle Blower mechanism aspect as stipulated under clause 49 of the Listing Agreement. The Company affirms that no person has been denied access to the Audit Committee in this respect.

19. MEANS OF COMMUNICATION

The unaudited Financial Results for every quarter and the Annual Audited Financial Results of the Company are generally published in "Business Line" and "Sanjevani". The Quarterly and Annual financial results are also displayed on the Company's website. The Company also informs the Stock exchange in a prompt manner, information on all matters which in the opinion of the Company are relevant for the shareholders.

20. GENERAL SHAREHOLDER INFORMATION

Information of importance to shareholders are given in the Shareholder information section of this Annual Report.

SHAREHOLDER INFORMATION

1. Corporate Identity Number (CIN)

Corporate Identity Number (CIN) allotted by Ministry of Company Affairs, Government of India is L32209KA1988PLC009313.

2. Annual General Meeting

Date & Time : June 26, 2015 at 11.00 am

Venue : Vijaynagar Hall, Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bangalore - 560 001.

3. Financial Calendar (tentative and subject to change)

Description	Dates
Financial Reporting – I Quarter Results	July, 2015
Financial Reporting – II Quarter Results	October, 2015
Financial Reporting – III Quarter Results	January, 2016
Financial Reporting – 2016 Year End Results	May, 2016
Annual General Meeting	July, 2016

4. Record Date / Date of Book Closure

June 22, 2015 to June 26, 2015 (both days inclusive)

5. Dividend Payment Date

Interim Dividend – paid on April 17, 2015.

Final Dividend - within the time specified in the Companies Act, 2013.

6. Listing on Stock Exchanges

Bombay Stock Exchange Limited (BSE)

Phiroze Jeejeebhoy Towers, Dalal Street

Mumbai 400 001

7. Stock Code

BSE - 523411

8. Registrar and Share Transfer Agents

Karvy Computershare Private Limited

Karvy Selenium Tower B

Plot No. 31-32, Gachibowli

Financial District, Nanakramguda

Hyderabad-500 032

Phone: 040-67162222

Fax: 040-23001153

E-mail : einward.ris@karvy.com

SHAREHOLDER INFORMATION

9. Shareholders complaints

Sl. No.	Nature of Complaints	Received	Resolved	Unresolved
1	Non receipt of share certificates	1	1	0
2	Non receipt of Dividend Warrants	3	3	0
3	Non receipt of Annual Reports	6	6	0
	Total	10	10	0

10. Market Price Data

Monthly high and low quotations at Bombay Stock Exchange during the period are:

Months	ADC India price movement in BSE		BSE Sensex		ADC India price movement %		BSE Sensex Movement %	
	High	Low	High	Low	High	Low	High	Low
April-14	137	125	22939	22197				
May-14	180	125	25376	22277	31%	0%	11%	0%
June-14	172	143	25725	24270	-5%	14%	1%	9%
July-14	216	142	26300	24892	26%	0%	2%	3%
August-14	179	135	26674	25233	-17%	-5%	1%	1%
September-14	194	168	27355	26220	8%	24%	3%	4%
October-14	208	173	27894	25911	7%	3%	2%	-1%
November-14	235	201	28822	27740	13%	16%	3%	7%
December-14	270	216	28810	26469	15%	8%	0%	-5%
January-15	268	229	29844	26776	-1%	6%	4%	1%
February-15	272	233	29560	28044	1%	2%	-1%	5%
March-15	315	234	30025	27248	16%	0%	2%	-3%

11. Share Transfer System

The turnaround time for completion of transfer of shares in physical form is 30 days from the date of receipt if the documents are clear in all respects. The share transfer committee meets as and when required for approving the share transfers.

12. Distribution of Shareholding as on 31st March, 2015:

Category	No. of Shareholders	% to total number of shareholders	No. of shares	% to total number of shares
1 – 100	3546	72.62	243973	5.30
101 – 200	539	11.04	97480	2.12
201 – 500	435	8.91	158768	3.45
501 – 1000	176	3.60	142749	3.10
1001 – 5000	154	3.15	343010	7.46
5001 – 10000	21	0.43	151829	3.30
Above 10001	12	0.25	3462191	75.27
Total	4883	100.00	4600000	100.00

SHAREHOLDER INFORMATION

13. Categories of Shareholders as on 31st March, 2015:

Category	No. of Shareholders	Total Shares	Percentage to Total
Promoters	3	3104360	67.49
Non Resident Indians	38	24524	0.53
Mutual Funds	4	700	0.02
Banks	4	380	0.01
Bodies Corporate	145	345811	7.52
Public	4689	1124225	24.43
Total	4883	4600000	100.00

14. Dematerialisation of Shares

67.49% of the paid up capital is held by Tyco electronics AMP GmbH, ADC Telecommunications Inc., and TE Connectivity Ltd. The balance 32.51% of the paid up capital is held by Public.

As on March 31, 2015, 4516485 Equity Shares of the Company representing 98.18% of the paid-up share capital are in dematerialized form

15. Outstanding ADR/GDR/Convertible bonds

The Company has not issued any ADR/GDR/Convertible instruments.

16. Plant location

No.485/8A & 8B, 14th Cross, 4th Phase,
Peenya Industrial Area,
Bangalore 560 058.
Tel: +91 80 28366291
Fax: +91 80 28362214

17. Address for correspondence

Members can contact the Compliance Officer at the following address:

Mr. R. Ganesh
ADC India Communications Limited
No.485/8A & 8B, 14th Cross, 4th Phase,
Peenya Industrial Area
Bangalore 560 058
Tel: +91 80 28366291
Fax: +91 80 28362214
Email: r.ganesh@te.com

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of ADC India Communications Limited

We have examined the compliance of conditions of Corporate Governance by ADC India Communications Limited ('the Company'), for the year ended on March 31, 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with the said stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and

the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of 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.

For Deloitte Haskins & Sells
Chartered Accountants
Firm Registration No. 008072S

Sathya P Koushik
Partner
Membership No. 206920

Place: Bangalore
Date: May 11, 2015

INDEPENDENT AUDITORS' REPORT

To

The Members of ADC India Communications Limited

Report on the Financial Statements

We have audited the accompanying financial statements of ADC INDIA COMMUNICATIONS LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, 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 for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to 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 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 financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section

143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

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, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

INDEPENDENT AUDITORS' REPORT

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, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance

with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 25 to the financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Deloitte Haskins & Sells
Chartered Accountants
Firm Registration No. 008072S

Sathya P Koushik
Partner
Membership No. 206920

Place: Bangalore
Date: May 11, 2015

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

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

- (i) "Having regard to the nature of the Company's business / activities / results during the year, clauses vi, xi of paragraph 3 of the Order are not applicable to the Company."
- (ii) In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (iii) In respect of its inventories:
 - (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iv) The Company has not granted any loans, secured or unsecured, to companies, firms 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, having regard to the explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and the sale of goods and services. During the course of our audit, we have not observed any major weakness in such internal control system.
- (vi) According to the information and explanations given to us, the Company has not accepted any deposit during the year. In respect of unclaimed deposits, the Company has complied with the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act.
- (vii) According to the information and explanations given to us, in respect of statutory dues.
 - (a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.
 - (c) Details of dues of Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess which have not been deposited as on March 31, 2015 on account of disputes are given below:

ANNEXURE TO INDEPENDENT AUDITORS' REPORT (CONTINUED)

Name of Statute	Nature of dues	Forum where dispute is Pending	Period to which the Amount relates	Amount involved (Rs.)
Income Tax Act, 1961	Income Tax	CIT (Appeals)	AY 2009-10	7,074,810
		Income Tax Appellate Tribunal	AY 2010-11	4,085,370
		Dispute Resolution Panel	AY 2011-12	36,161,774
		CIT (Appeals)	AY 2012-13	17,050,470

has not defaulted in the repayment of dues to financial institutions and banks. The Company has not issued any debentures.

(x) According to the information and explanations given to us, the Company has not given guarantees for loans taken by others from banks and financial institutions

(xi) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(d) The Company has been generally regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder within time.

For Deloitte Haskins & Sells
Chartered Accountants
Firm Registration No. 008072S

(viii) The Company does not have accumulated losses at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.

Sathya P Koushik
Partner
Membership No. 206920

(ix) In our opinion and according to the information and explanations given to us, the Company

Place: Bangalore
Date: May 11, 2015

BALANCE SHEET AS AT MARCH 31, 2015

	Notes	March 31, 2015 (Rs.)	March 31, 2014 (Rs.)
Equity and Liabilities			
Shareholders' funds			
Share capital	3	46,000,000	46,000,000
Reserves and surplus	4	320,060,962	437,133,163
		366,060,962	483,133,163
Non-current liabilities			
Other long-term liabilities	5	7,850,000	7,850,000
Long-term provisions	6	1,051,827	563,176
		8,901,827	8,413,176
Current liabilities			
Trade payables	7	95,876,282	105,287,932
Other current liabilities	7	138,855,407	6,361,986
Short-term provisions	6	11,805,135	18,077,994
		246,536,824	129,727,912
TOTAL		621,499,613	621,274,251
Assets			
Non-current assets			
Fixed assets			
Tangible assets	8	43,297,960	48,357,580
Intangible assets	8	-	-
Long-term loans and advances	9	27,638,488	32,254,029
		70,936,448	80,611,609
Current assets			
Inventories	10	53,973,288	89,974,523
Trade receivables	11	121,858,792	107,714,917
Cash and cash equivalents	12	356,096,381	304,956,614
Short-term loans and advances	9	11,844,989	10,545,482
Other current assets	13	6,789,715	27,471,106
		550,563,165	540,662,642
TOTAL		621,499,613	621,274,251

See accompanying notes forming part of the financial statements

In terms of our report attached.

For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the board of directors
of ADC India Communications Limited

Sathya P Koushik
Partner

Mylaraiah J.N
Managing Director

Joydeep Nag
Director

R. Ganesh
Company Secretary

Place : Bangalore
Date : May 11, 2015

Place : Bangalore
Date : May 11, 2015

Rakesh Bhanushali
CFO

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

	Notes	April 1, 2014 to March 31, 2015 (Rs.)	April 1, 2013 to March 31, 2014 (Rs.)
Income			
Revenue from operations (gross)		600,281,534	504,215,387
Less: excise duty		22,197,581	19,151,918
Revenue from operations (net)	14	578,083,953	485,063,469
Other income	15	45,326,600	23,757,828
Total revenue (i)		623,410,553	508,821,297
Expenses			
Cost of raw materials, components, packing materials and services consumed	16	129,990,826	93,703,211
Purchase of traded goods	17	263,828,969	246,578,840
(Increase)/ decrease in inventories of finished goods, work-in-progress and traded goods	18	23,433,834	14,299,485
Employee benefits expense	19	29,389,341	15,414,627
Other expenses	20	98,597,918	97,180,665
Depreciation and amortization expense	21	5,498,860	4,414,695
Finance cost - Interest on delayed payment of tax		1,093,025	-
Total expense (ii)		551,832,773	471,591,523
Profit/(Loss) before tax		71,577,780	37,229,774
Tax expenses			
Current tax		21,806,141	6,460,158
Less: MAT credit entitlement		-	(2,375,141)
Deferred tax charge / (credit)	36	-	-
Total tax expense		21,806,141	4,085,017
Profit/(Loss) for the year		49,771,639	33,144,757
Earnings per equity share (nominal value of share Rs.10)			
Basic / Diluted EPS	35	10.82	7.21
Weighted average number of equity shares used in computation of above		4,600,000	4,600,000

See accompanying notes forming part of the financial statements

In terms of our report attached.

For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the board of directors
of ADC India Communications Limited

Sathya P Koushik
Partner

Mylaraiah J.N
Managing Director

Joydeep Nag
Director

R. Ganesh
Company Secretary

Place : Bangalore
Date : May 11, 2015

Place : Bangalore
Date : May 11, 2015

Rakesh Bhanushali
CFO

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

Particulars	April 1, 2014 to March 31, 2015 (Rs.)	April 1, 2013 to March 31, 2014 (Rs.)
Cash flow from operating activities		
Profit before tax	71,577,780	37,229,774
Add / (Less)		
Depreciation and amortization expense	5,498,860	4,414,695
Loss/ (profit) on sale of fixed assets (net) / Assets discarded	550,025	442,523
Provision for doubtful receivables	-	4,541,346
Reversal of provision for doubtful receivables	(829,586)	-
Provision for doubtful advances	5,733,391	2,000,000
Unrealized foreign exchange loss (net)	167,884	172,687
Liabilities no longer required written back	(9,317,184)	(197,717)
Interest income	(25,322,541)	(17,824,261)
Finance cost - Interest on delayed payment of tax	1,093,025	-
Operating profit before working capital changes	49,151,654	30,779,047
Movements in working capital :		
Increase/ (Decrease) in trade payables	(248,665)	17,390,354
Increase / (Decrease) in long term provisions	488,651	329,596
Increase / (decrease) in short-term provisions	1,645,006	63,091
Increase/ (decrease) in other current liabilities	(927,802)	2,865,163
Decrease / (increase) in inventories	36,001,235	16,833,986
Decrease / (increase) in trade receivables	(13,327,974)	47,677,557
Decrease / (Increase) in long term loans and advances	(2,704,767)	(3,893,875)
Decrease / (increase) in short term loans and advances	(1,299,507)	(3,320,726)
Decrease / (increase) in other current assets	21,489,146	(15,595,534)
Decrease / (increase) in other long term liabilities	-	7,850,000
Cash generated from /(used in) operations	90,266,977	100,978,659
Direct taxes paid (net of refunds)	(21,312,251)	(1,938,924)
Net cash flow from/ (used in) operating activities (A)	68,954,726	99,039,735
Cash flows from investing activities		
Purchase of fixed assets, including capital advances	(989,265)	(837,860)
Proceeds from sale of fixed assets	-	1,244,762
Interest received	24,514,787	17,252,285
Net cash flow from investing activities (B)	23,525,522	17,659,187
Cash flows from financing activities		
Dividends paid on equity shares	(11,500,000)	(6,900,000)
Tax on equity dividend paid	(1,954,425)	(1,172,655)
Tax on interim dividend	(27,907,280)	-
Net increase/(decrease) in unpaid dividend account	21,224	(29,068)
Net cash flow used in financing activities (C)	(41,340,481)	(8,101,723)

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015 (CONTINUED)

Notes	April 1, 2014 to March 31, 2015 (Rs.)	April 1, 2013 to March 31, 2014 (Rs.)
Net increase in cash and cash equivalents (A + B + C)	51,139,767	108,597,199
Cash and cash equivalents at the beginning of the year	304,956,614	196,359,415
Cash and cash equivalents at the end of the year	356,096,381	304,956,614
Components of cash and cash equivalents		
Balances with scheduled banks:		
- in current accounts	6,861,275	64,142,731
- in deposit accounts	215,000,000	240,000,000
- unpaid dividend accounts (earmarked for payment of dividends)	134,235,106	813,883
Total cash and cash equivalents (note 12)	356,096,381	304,956,614

See accompanying notes forming part of the Financial Statements.

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the board of directors
of ADC India Communications Limited

Sathya P Koushik
Partner

Mylaraiah J.N
Managing Director

Joydeep Nag
Director

R. Ganesh
Company Secretary

Place : Bangalore
Date : May 11, 2015

Place : Bangalore
Date : May 11, 2015

Rakesh Bhanushali
CFO

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

2.1. CORPORATE INFORMATION

ADC India Communications Limited ("the Company") is a public company domiciled in India. The Company is engaged in providing versatile, reliable and cost effective connectivity solutions to suit individual enterprise and telecom service provider requirements. The Company provides copper and fiber physical connectivity in telecommunications and data networking solutions including structured cabling.

2.2 Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year except for change in the accounting policy for depreciation as more fully described in Note 37.

2.3 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.4 Inventories

Inventories are valued as follows:

Raw materials, components, consumable and packing materials (including materials in transit)	Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a weighted average basis.
Work-in-progress and finished goods (including materials in transit)	Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty. Cost is determined on a weighted average basis.
Traded goods (including materials in transit)	Lower of cost and net realizable value. Cost is determined on a weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion (as appropriate) and estimated costs necessary to make the sale.

2.5 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

2.6 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.7 Depreciation and amortization

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets are amortized on a straight line basis over the estimated useful economic life ranging from two to five years. The amortization period and the amortization method are reviewed at each financial period / year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

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

2.8 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Revenue from sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, which normally coincides with the delivery of goods in terms of the arrangements with the customer. Sales include Excise duty but exclude Sales tax and Value added tax.

Revenue from Turnkey contracts, which are generally time bound fixed price contracts, are recognised over the life of the contract using Proportionate Completion method, with contract costs determining the degree of completion. Foreseeable losses on such contracts are recognised when probable.

Revenue from service contracts are recognised, when the rendering of services under a contract is completed or substantially complete.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Rental income is accounted on accrual basis.

2.9 Fixed Assets (Tangible / Intangible)

Fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

2.10 Foreign currency transactions and translations

1 Initial recognition

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

2 Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items are carried at historical cost.

3 Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

2.11 Employee Benefits

Defined contribution plans

The Company's contribution to provident fund, superannuation fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under :

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

2.12 Segmental Reporting

(i) Identification of segments:

The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the location in which the customers are situated.

(ii) Allocation of common costs:

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(iii) Segment policies:

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

2.13 Leases

Where the Company is lessee

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income. Lease management fees, legal charges and other initial direct costs are capitalised.

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of profit and loss on a straight-line basis over the lease term.

Where the Company is lessor

Where the Company as a lessor leases assets under finance leases, such amounts are recognised as receivables at an amount equal to the net investment in the lease and the finance income is recognised based on a constant rate of return on the outstanding net investment. Operating lease receipts are recognized as other income in the Statement of profit and loss on a straight-line basis over the lease term.

2.14 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.15 Taxes on income

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses and items relating to capital losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain,

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

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

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

2.16 Impairment of assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognised.

2.17 Provisions and Contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

2.18 Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

	March 31, 2015 (Rs.)	March 31, 2014 (Rs.)
3 SHARE CAPITAL		
Authorised: 10,000,000 (March 31, 2014: 10,000,000) equity shares of Rs. 10 each	100,000,000	100,000,000
Issued, subscribed and fully paid-up 4,600,000 (March 31, 2014: 4,600,000) equity shares of Rs.10 each fully paid up	46,000,000	46,000,000
Total issued, subscribed and fully paid-up share capital	46,000,000	46,000,000

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period
Equity Shares

	March 31, 2015		March 31, 2014	
	No.	Rs.	No.	Rs.
At the beginning of the year	4,600,000	46,000,000	4,600,000	46,000,000
Outstanding at the end of the year	4,600,000	46,000,000	4,600,000	46,000,000

(b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. Interim dividend is declared by Board of Directors. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates

Out of equity shares issued by the Company, shares held by its holding company, ultimate holding company and their subsidiaries / associates are as below:

	March 31, 2015 Rs.	March 31, 2014 Rs.
Tyco Electronics AMP GmbH, the holding company 3,080,824 (March 31, 2014: 3,080,824) equity shares of Rs.10 each fully paid up	30,808,240	30,808,240
TE Connectivity Ltd, ultimate holding company 18,569 (March 31, 2014: 18,569) equity shares of Rs.10 each fully paid up	185,690	185,690

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

ADC Telecommunications Inc., subsidiary of ultimate holding company 4,967 (March 31, 2014: 4,967) equity shares of Rs.10 each fully paid up	49,670	49,670
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(d) Details of shareholders holding more than 5% shares in the Company**Equity shares of Rs.10 each fully paid**

Tyco Electronics AMP GmbH, the holding company

March 31, 2015		March 31, 2014	
No.	% holding	No.	% holding
3,080,824	67%	3,080,824	67%

	March 31, 2015 Rs.	March 31, 2014 Rs.
4 Reserves and Surplus		
General reserve		
Balance as per the last financial statements	77,638,623	74,324,147
Add: Amount transferred from surplus balance in the statement of profit and loss	-	3,314,476
Closing Balance (A)	77,638,623	77,638,623
Surplus in the Statement of Profit and Loss		
Balance as per last financial statements	359,494,540	343,118,684
Profit for the year	49,771,639	33,144,757
<i>Less: Appropriations</i>		
Interim dividend (Rs. 29 per share; Previous Year Rs. Nil)	(133,400,000)	-
Tax on Interim dividend	(27,907,280)	-
Proposed final equity dividend (Rs. 1.00 per share; Previous Year Rs. 2.50 per share)	(4,600,000)	(11,500,000)
Tax on proposed final equity dividend	(936,560)	(1,954,425)
Transfer to general reserve	-	(3,314,476)
Total appropriations	(166,843,840)	(16,768,901)
Net surplus in the Statement of Profit and Loss (B)	242,422,339	359,494,540
Total Reserves and surplus (A + B)	320,060,962	437,133,163

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

		March 31, 2015 Rs.	March 31, 2014 Rs.
5	Other long-term liabilities		
	Rental deposit from lessee	7,850,000	7,850,000
	Total	7,850,000	7,850,000

		Long-term		Short-term	
		March 31, 2015 Rs.	March 31, 2014 Rs.	March 31, 2015 Rs.	March 31, 2014 Rs.
6	Provisions				
	Provision for employee benefits				
	Provision for compensated absences	1,051,827	563,176	471,062	102,336
	(A)	1,051,827	563,176	471,062	102,336
	Other provision				
	Provision for taxation (net)*	-	-	5,797,513	4,521,233
	Provision for proposed final equity dividend	-	-	4,600,000	11,500,000
	Provision for tax on proposed final equity dividend	-	-	936,560	1,954,425
	(B)	-	-	11,334,073	17,975,658
	Total Provisions (A+B)	1,051,827	563,176	11,805,135	18,077,994

*Net of advance tax Rs. 14,726,488 (2014: Rs. 1,938,924) and MAT credit adjusted Rs. 2,375,141 (2014: Rs. Nil)

		March 31, 2015 Rs.	March 31, 2014 Rs.
7	Trade payables and other current liabilities		
	Trade payables (other than acceptances) (refer note 30 for details of dues to micro and small enterprises)	95,876,282	105,287,932
	Other current liabilities		
	Interim dividend payable	133,400,000	-
	Investor education and protection fund will be credited by following amounts (as and when due)		
	- Unpaid dividend relating to earlier years	835,106	813,883
	Advance from customers	23,817	1,427,087
	Gratuity payable	529,513	-
	Statutory dues	4,066,971	4,121,016
	Total	138,855,407	6,361,986

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

8. Tangible and Intangible Assets

(Amount in Rs.)

	Tangible Assets							Intangible Assets	
	Freehold Land	Building*	Plant & Machinery	Electrical Installations*	Furniture & Fixtures*	Office Equipment*	Computers	Total	Software
At Cost									
At April 1, 2014	17,298,442	28,023,244	111,738,026	5,935,995	5,156,004	7,354,261	7,317,118	182,823,090	11,736,350
Additions	-	-	120,000	-	41,220	608,036	220,009	989,265	-
Deletions / Adjustments	-	246,415	5,838,638	189,565	615,978	1,962,698	1,013,087	9,866,381	321,324
At Mar 31, 2015	17,298,442	27,776,829	106,019,388	5,746,430	4,581,246	5,999,599	6,524,040	173,945,974	11,415,026
Depreciation									
At April 1, 2014	-	10,424,122	102,383,904	3,267,860	4,506,348	6,737,419	7,145,857	134,465,510	11,736,350
Charge for the year	-	1,002,669	1,307,010	2,005,377	394,583	589,853	199,368	5,498,860	-
Withdrawn on deletions / Adjustments	-	227,355	5,380,780	169,978	607,299	1,917,857	1,013,087	9,316,356	321,324
At Mar 31, 2015	-	11,199,436	98,310,134	5,103,259	4,293,632	5,409,415	6,332,138	130,648,014	11,415,026
Net Block									
At March 31, 2015	17,298,442	16,577,393	7,709,254	643,171	287,614	590,184	191,902	43,297,960	-
At March 31, 2014	17,298,442	17,599,122	9,354,122	2,668,135	649,656	616,842	171,261	48,357,580	-
At Cost									
At April 1, 2013	17,298,442	28,023,244	126,895,593	5,098,135	5,156,004	7,354,261	7,317,118	197,142,797	11,736,350
Additions	-	-	-	837,860	-	-	-	837,860	-
Disposals	-	-	15,157,567	-	-	-	-	15,157,567	-
At March 31, 2014	17,298,442	28,023,244	111,738,026	5,935,995	5,156,004	7,354,261	7,317,118	182,823,090	11,736,350
Depreciation									
At April 1, 2013	-	9,490,014	113,997,926	2,987,149	4,171,467	6,346,091	6,880,711	143,873,358	11,384,089
Charge for the year	-	934,108	1,856,260	280,711	334,881	391,328	265,146	4,062,434	352,261
Disposals	-	-	13,470,282	-	-	-	-	13,470,282	-
At March 31, 2014	-	10,424,122	102,383,904	3,267,860	4,506,348	6,737,419	7,145,857	134,465,510	11,736,350
Net Block									
At March 31, 2014	17,298,442	17,599,122	9,354,122	2,668,135	649,656	616,842	171,261	48,357,580	-
At March 31, 2013	17,298,442	18,533,230	12,897,667	2,110,986	984,537	1,008,170	436,407	53,269,439	-

All the above assets are owned by the Company unless stated otherwise.

* Includes assets let out on operating lease

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

		Non-current		Current	
		March 31, 2015 Rs.	March 31, 2014 Rs.	March 31, 2015 Rs.	March 31, 2014 Rs.
9	Loans and advances				
	Security deposit (considered good)	6,121,139	5,921,139	-	-
	(A)	6,121,139	5,921,139	-	-
	Advances recoverable in cash or kind for value to be received				
	(Considered good, unless stated otherwise)				
	Excess of Gratuity paid over liability	-	519,396	-	-
	Advance income-tax (Net)	10,884,553	8,820,043	-	-
	MAT credit entitlement	-	2,375,141	-	-
	Prepaid expenses	-	-	741,718	707,781
	Other advances	-	-	87,000	1,350,749
	Balances with statutory / government authorities				
	Considered good	10,632,796	14,618,310	11,016,271	8,486,952
	Doubtful	7,733,391	2,000,000	-	-
		29,250,740	28,332,890	11,844,989	10,545,482
	Less: Provision for doubtful advances	7,733,391	2,000,000	-	-
	(B)	21,517,349	26,332,890	11,844,989	10,545,482
	Total (A+B)	27,638,488	32,254,029	11,844,989	10,545,482

		March 31, 2015 Rs.	March 31, 2014 Rs.
10	Inventories (valued at lower of cost and net realizable value)		
	Raw materials, components, consumables and packing materials	17,379,396	29,946,797
	Work-in-progress	1,552,982	5,689,867
	Finished goods [Includes intransit Rs. 3,483,856 (March 2014 : Rs.2,971,358)]	14,575,824	22,113,544
	Traded goods [Includes intransit Rs. 3,644,821 (March 2014 : Rs.6,682,360)]	20,465,086	32,224,315
		53,973,288	89,974,523

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

		Current	
		March 31, 2015 Rs.	March 31, 2014 Rs.
11	Trade Receivables (Unsecured unless stated otherwise) outstanding for a period exceeding six months from the date they are due for payment		
	Considered good	829,739	27,439,721
	Doubtful	3,667,506	16,845,656
		<u>4,497,245</u>	<u>44,285,377</u>
	Provision for doubtful trade receivables	(3,667,506)	(16,845,656)
	(A)	829,739	27,439,721
	Other receivables		
	Considered good	121,029,053	80,275,196
	Doubtful	2,075,582	959,068
		<u>123,104,635</u>	<u>81,234,264</u>
	Provision for doubtful trade receivables	(2,075,582)	(959,068)
	(B)	<u>121,029,053</u>	<u>80,275,196</u>
	Total (A+B)	<u>121,858,792</u>	<u>107,714,917</u>

		Current	
		March 31, 2015 (Rs.)	March 31, 2014 (Rs.)
12	Cash and cash equivalents		
	Balances with banks:		
	– In current accounts	6,861,275	64,142,731
	– Demand Deposits	215,000,000	240,000,000
	– On unpaid dividend account (earmarked for payment of dividend)	134,235,106	813,883
	Cash on hand	-	-
		<u>356,096,381</u>	<u>304,956,614</u>
	Of the above, the balances that meet the definition of Cash and Cash equivalents as per AS 3 Cash Flow Statement is	356,096,381	304,956,614
	Balances with banks include deposits with remaining maturity of more than 12 months from the Balance Sheet date	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

		Current	
		March 31, 2015 Rs.	March 31, 2014 Rs.
13	Other Assets		
	Unsecured, considered good unless stated otherwise		
	Interest accrued on fixed deposits	2,937,473	2,129,718
	Unbilled Revenue	3,852,242	25,341,388
	Total	6,789,715	27,471,106

		April 1, 2014 to March 31, 2015 (Rs.)	April 1, 2013 to March 31, 2014 (Rs.)
14	Revenue from operations		
	Sale of products		
	Finished Goods	254,039,795	190,248,043
	Traded Goods	328,863,477	283,818,798
		582,903,272	474,066,841
	Revenue under Turnkey contracts	2,502,868	9,095,534
	Revenue from Installation services	2,023,921	13,766,019
	Other operating revenue		
	Scrap Sales	12,851,473	7,286,993
	Revenue from operations (gross)	600,281,534	504,215,387
	Less: Excise Duty	22,197,581	19,151,918
	Revenue from operations (net)	578,083,953	485,063,469
	Detail of products sold		
	Finished goods sold		
	Telecom products/connectors, accessories	219,312,638	152,075,289
	Test cords	440,346	247,611
	Tools	5,094,207	3,954,756
	Patch cords	29,192,604	33,970,387
		254,039,795	190,248,043
	Traded goods sold		
	Cables	158,383,064	143,125,045
	Connector and patch cords	54,577,280	30,318,427
	Others	115,903,133	110,375,326
		328,863,477	283,818,798

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

		April 1, 2014 to March 31, 2015 (Rs.)	April 1, 2013 to March 31, 2014 (Rs.)
15	Other income		
	Interest income on Bank deposits	25,322,541	17,824,261
	Rent	9,773,250	5,735,850
	Liabilities no longer required written back	9,317,184	197,717
	Reversal of provision for doubtful receivables	829,586	-
	Foreign exchange fluctuation (net)	84,039	-
		<u>45,326,600</u>	<u>23,757,828</u>
16	Cost of raw materials, components, packing materials and services consumed		
	Inventory at the beginning of the year	29,946,797	32,481,298
	Add: Purchases	<u>117,423,425</u>	<u>91,168,710</u>
		147,370,222	123,650,008
	Less: inventory at the end of the year	<u>17,379,396</u>	<u>29,946,797</u>
	Total	<u>129,990,826</u>	<u>93,703,211</u>
	Details of raw materials, components, packing materials and services consumed:		
	PCB Assy-CAT6	10,765,420	12,565,014
	Special Alloy	46,349,677	32,243,073
	Contacts	21,217,640	10,194,227
	Others	<u>51,658,089</u>	<u>38,700,897</u>
		<u>129,990,826</u>	<u>93,703,211</u>
		March 31, 2015 Rs.	March 31, 2014 Rs.
	Details of Inventory		
	Raw materials, components, consumables and packing materials:		
	Special Alloy	1,157,877	3,366,309
	Patch cables	3,912,576	6,778,374
	Plastics	5,381,275	2,155,249
	Contacts	1,475,846	4,065,328
	Others	<u>5,451,822</u>	<u>13,581,537</u>
		<u>17,379,396</u>	<u>29,946,797</u>

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

		April 1, 2014 to March 31, 2015 (Rs.)	April 1, 2013 to March 31, 2014 (Rs.)
17	Details of purchase of traded goods		
	Cables	175,010,431	147,628,017
	Connector and Patch Cords	34,907,989	46,543,128
	Others	53,910,549	52,407,695
		<u>263,828,969</u>	<u>246,578,840</u>
		March 31, 2015 Rs.	March 31, 2014 Rs.
18	(Increase)/ decrease in inventories of finished goods, work-in-progress and traded goods		
	Inventories at the end of the year		
	Traded goods	20,465,086	32,224,315
	Work-in-progress	1,552,982	5,689,867
	Finished goods	14,575,824	22,113,544
		<u>36,593,892</u>	<u>60,027,726</u>
	 Inventories at the beginning of the year		
	Traded goods	32,224,315	33,532,445
	Work-in-progress	5,689,867	2,009,064
	Finished goods	22,113,544	38,785,702
		<u>60,027,726</u>	<u>74,327,211</u>
	Total	<u>23,433,834</u>	<u>14,299,485</u>
	Details of inventory		
	Traded goods		
	Cables	7,064,506	14,367,010
	Connector and patch cords	2,184,244	7,654,045
	UTP Info Outlets	6,013,176	3,389,609
	Others	5,203,160	6,813,651
		<u>20,465,086</u>	<u>32,224,315</u>
	Finished goods		
	Telecom products/connectors, accessories	13,672,422	21,978,781
	Test cords	16,179	21,463
	Fibre patch cords	887,223	113,300
		<u>14,575,824</u>	<u>22,113,544</u>
	Work-in-progress		
	Telecom products/connectors, accessories	1,552,982	5,689,867
		<u>1,552,982</u>	<u>5,689,867</u>

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

		April 1, 2014 to March 31, 2015 (Rs.)	April 1, 2013 to March 31, 2014 (Rs.)
19	Employee benefit expense		
	Salaries, wages and bonus	26,307,846	13,532,213
	Contribution to provident and other funds	2,469,403	963,275
	Staff welfare expenses	612,092	919,139
		29,389,341	15,414,627
20	Other expenses		
	Power and fuel	527,054	909,283
	Repairs and maintenance		
	Plant and machinery	2,396,080	2,961,441
	Buildings	228,997	1,717,469
	Others	2,210,554	3,654,737
	Rent	6,320,801	4,722,167
	Rates and taxes	1,228,971	520,683
	Insurance	475,047	734,413
	Professional and consultancy charges	9,164,480	8,952,939
	Marketing support fee	-	6,741,600
	Remuneration to auditors (refer details below)	2,385,983	1,702,879
	Telephone and communication	1,012,231	786,952
	Advertisement and sales promotion	374,621	475,677
	Travelling and conveyance	1,676,626	1,674,291
	Commission on sales (other than sole selling agents)	44,078,296	38,676,065
	Foreign exchange fluctuation (net)	-	1,049,582
	Provision for doubtful advances	5,733,391	2,000,000
	Provision for doubtful receivables	-	4,541,346
	Loss on assets sold/discarded (net)	550,025	442,523
	Freight outwards (net of recovery)	9,200,898	7,388,805
	Miscellaneous expenses	11,033,863	7,527,813
		98,597,918	97,180,665

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

		April 1, 2014 to March 31, 2015 (Rs.)	April 1, 2013 to March 31, 2014 (Rs.)
	Remuneration to auditors		
	For Audit (including limited reviews)	1,200,000	1,200,000
	For Taxation matters	1,100,000	430,500
	Reimbursement of expenses	85,983	72,379
		2,385,983	1,702,879
21	Depreciation and amortization expense		
	Depreciation of tangible assets (Refer to Note 8)	5,498,860	4,062,434
	Amortization of intangible assets (Refer to Note 8)	-	352,261
		5,498,860	4,414,695

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015**22. Segment Information**

Business Segments : The Company has organized its operations into two major businesses: Telecommunication and IT- Networking.

Geographical Segments : The Company's operations are predominantly carried out in India and hence geographical segment information is not separately furnished in this note.

(a) PRIMARY SEGMENT INFORMATION (by Business Segment)

Particulars	April 1, 2014 to March 31, 2015 Rs.	April 1, 2013 to March 31, 2014 Rs.
Segment Revenue		
a. Telecommunication	188,393,307	144,683,391
b. IT – Networking	389,690,646	340,380,078
Net sales / income from operations	578,083,953	485,063,469
Segment Result – Profit/(Loss)		
a. Telecommunication	17,152,386	4,552,843
b. IT – Networking	19,329,603	9,116,820
Total	36,481,989	13,669,663
a. Interest and rental income	35,095,791	23,560,111
b. Other un-allocable (expenditure) Net of un-allocable income	-	-
Total profit before tax	71,577,780	37,229,774
Provision for taxation	21,806,141	4,085,017
Profit after tax	49,771,639	33,144,757

Other information:**i. Depreciation**

Particulars	April 1, 2014 to March 31, 2015 Rs.	April 1, 2013 to March 31, 2014 Rs.
a. Telecommunication	2,199,544	1,765,878
b. IT Networking	3,299,316	2,648,817
Total depreciation	5,498,860	4,414,695

ii. Segmental Assets

Particulars	March 31, 2015 Rs.	March 31, 2014 Rs.
a. Telecommunication	94,294,912	149,415,102
b. IT – Networking	166,642,337	202,640,938
c. Unallocable	360,562,364	269,218,211
Total assets	621,499,613	621,274,251

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

Other information:

iii. Segmental liabilities

Particulars	March 31, 2015 Rs.	March 31, 2014 Rs.
a. Telecommunication	25,429,422	34,411,361
b. IT – Networking	87,393,312	75,412,874
c. Unallocable	142,615,917	28,316,853
Total liabilities	255,438,651	138,141,088

iv. Capital Expenditure (excluding capital advances)

Particulars	April 1, 2014 to March 31, 2015 Rs.	April 1, 2013 to March 31, 2014 Rs.
a. Telecommunication	296,780	251,358
b. IT – Networking	692,485	586,502
Total capital expenditure	989,265	837,860

23. Related Party Disclosure

Names of related parties and related party relationship

Related parties where control exists

Holding Company	Tyco Electronics AMP GmbH* (TE Germany)
Ultimate Holding Company	TE Connectivity Ltd, Switzerland (TE Switzerland)
Related Parties with whom transactions have taken place during the year/period	
Fellow Subsidiaries	ADC Communications (Australia) Pty Ltd. (ADC Australia) TE Connectivity Networks Inc. (TE USA) ADC Telecommunications Inc., USA (ADC Telecom) TE Connectivity, Wuxi, China (TE Wuxi) TE Connectivity, Hongkong Ltd. (TE HK Ltd) TE Connectivity India Pvt Ltd. (TE Connectivity) TE Connectivity, New Zealand (TE New Zealand) Tyco Electronics Technology (Kunshan) Co. Ltd (TE Technology)
Key Management Personnel	Mr. Mylaraiah J.N, Managing Director (on deputation from TE Connectivity India Private Limited)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

Transactions with related parties							(Amount in Rs.)	
Company	Purchase of goods	Sale of goods	TEIS (IT Charges)	Commission expense	Managerial remuneration	Marketing support Fee	Amounts receivable	Amounts payable
	For the year ended March 31, 2015						As at March 31, 2015	
TE Germany	1,547,092 (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (6,890,369)
ADC Telecom	14,331,828 (3,867,326)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	1,740,091 (5,567,712)
ADC Australia	139,006 (-)	831,745 (267,375)	- (-)	- (-)	- (-)	- (-)	- (-)	39,680 (-)
TE USA	16,370,098 (48,193,286)	- (-)	1,932,319 (1,413,335)	- (-)	- (-)	- (-)	- (-)	5,227,036 (8,501,325)
TE New Zealand	- (-)	(190,186) (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
TE Switzerland	8,411,403 (19,546,843)	24,218,216 (-)	- (-)	- (-)	- (-)	- (-)	- (-)	1,269,264 (-)
TE Connectivity	17,582,730 (7,847,646)	122,798,223 (63,189,525)	- (-)	7,689,978 (9,376,713)	- (-)	- (6,741,600)	37,697,308 (16,820,144)	1,562,057 (3,605,099)
TE HK Limited	- (-)	18,942 (798,263)	- (-)	- (-)	- (-)	- (-)	- (307,393)	- (-)
TE Technology	506,374 (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	144,122 (-)
TE Wuxi	- (-)	4,367,149 (3,831,274)	- (-)	- (-)	- (-)	- (-)	705,040 (372,463)	- (-)
Other fellow subsidiaries	- (-)	- (238,595)	- (-)	- (-)	- (-)	- (-)	- (-)	- (2,839)
Mr. Mylaraiah	- (-)	- (-)	- (-)	- (-)	6,664,091 (-)	- (-)	- (-)	- (-)

- Figures in brackets represent amounts for previous year ended March 31, 2014.
- No amounts in respect of related parties have been written off / back or provided for during the year.
- Related party relationships have been identified by the Management and relied upon by the auditors.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

24. Leases

The Company has entered into non-cancellable operating leases for office premises that are renewable on a periodic basis. Lease rental expense (net of reimbursements) debited to Statement of profit and loss for the year is Rs. 6,320,801 (March 31, 2014: Rs.4,722,167). The future minimum lease payments under non-cancellable operating leases are as follows:

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
Not later than one year	4,510,008	4,295,250
Later than one year but not later than five years	1,141,086	5,651,094
Later than five years	-	-

The Company has given on lease certain assets under non-cancellable operating leases that are renewable on a periodic basis. Lease rental Income credited to Statement of profit and loss for the year is Rs. 9,773,250 (March 31, 2014: Rs. 5,735,850). The future minimum lease payments receivable under non-cancellable operating leases are as follows:

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
Not later than one year	10,261,908	9,734,000
Later than one year but not later than five years	2,596,386	13,682,556
Later than five years	-	-

25. Contingent Liabilities

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
Central sales tax demands contested by the Company	-	12,401,527
Income Tax demands contested by the Company	65,372,424	-
Customs duty, excise duty & service tax demand contested by the Company	-	1,216,783
Total	65,372,424	13,618,310

26. Earnings in foreign currency (accrual basis)

(Amount in Rs.)

Particulars	April 1, 2014 to March 31, 2015	April 1, 2013 to March 31, 2014
Exports at F.O.B. Value	43,144,966	18,453,437
Total	43,144,966	18,453,437

27. Expenditure in foreign currency (accrual basis)

(Amount in Rs.)

Particulars	April 1, 2014 to March 31, 2015	April 1, 2013 to March 31, 2014
TEIS Charge backs	1,932,319	1,413,335
Total	1,932,319	1,413,335

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015**28. Value of imports calculated on CIF basis****(Amount in Rs.)**

Particulars	April 1, 2014 to March 31, 2015	April 1, 2013 to March 31, 2014
Raw materials, components, consumables and packing materials	84,975,418	74,240,343
Traded Goods	42,733,302	70,868,676
Total	127,708,720	145,109,019

29. Net dividend remitted in foreign exchange**(Amount in Rs.)**

Particulars	April 1, 2014 to March 31, 2015	April 1, 2013 to March 31, 2014
Period to which it relates	April 2013 to March 2014	April 2012 to March 2013
Number of non-resident shareholders	3	3
Number of equity shares held on which dividend was due	3,104,360	3,104,360
Amount remitted (Rs.)	7,760,900	4,656,540

30. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006 **(Amount in Rs.)**

Particulars	April 1, 2014 to March 31, 2015	April 1, 2013 to March 31, 2014
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the accounting year		
Principal amount due to micro and small enterprises:	3,445,499	2,178,469
Interest due on above:	4,827	1,476
	3,450,326	2,179,945
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	6,303	1,476
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

31. Imported and Indigenous raw materials, components, and packing materials consumed (including cost of services)

Particulars	% of total consumption		Value (in Rs.)	
	April 1, 2014 to March 31, 2015	April 1, 2013 to March 31, 2014	April 1, 2014 to March 31, 2015	April 1, 2013 to March 31, 2014
Imported	71	69	91,998,194	64,763,983
Indigenously obtained	29	31	37,992,632	28,939,228
	100	100	129,990,826	93,703,211

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

32. Employee benefit plans

Defined Contribution Plans

The Company makes Provident Fund, Superannuation Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised Rs. 823,213 (Year ended 31 March, 2014 Rs. 696,859) for Provident Fund contributions, Rs. 177,864 (Period ended 31 March, 2014 Rs. 277,369) for Superannuation Fund contributions and Rs. 57,220 (Period ended 31, March, 2014 Rs. 73,450) for Employee State Insurance Scheme contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

Defined benefit plans

Gratuity benefit plan

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance Company in the form of a qualifying insurance policy.

The following tables summarises the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognised in the balance sheet.

Statement of profit and loss

Net employee benefit expense (recognised in Employee Cost).

(Amount in Rs.)

Particulars	April 1, 2014 to March 31, 2015	April 1, 2013 to March 31, 2014
Current service cost	92,319	215,875
Interest cost	330,472	296,944
Expected return on plan assets	(297,115)	(302,578)
Net actuarial (gain) / loss recognised	1,342,650	(221,194)
Past service cost	-	-
Net benefit expense	1,468,326	(10,953)

Balance Sheet

Benefit asset / liability

(Amount in Rs.)

Particulars	March 31, 2015	March 31, 2014
Present value of defined benefit obligation	(5,284,385)	(3,459,073)
Fair value of plan assets	4,754,872	3,978,469
Plan asset / (liability)	(529,513)	519,396

Changes in the present value of the defined benefit obligation are as follows:

(Amount in Rs.)

Particulars	April 1, 2014 to March 31, 2015	April 1, 2013 to March 31, 2014
Opening defined benefit obligation	3,459,073	3,549,266
Interest cost	330,472	296,944
Current service cost	92,319	215,875
Past Service Cost	-	-
Benefits paid	-	(357,129)
Actuarial (gains) / losses on obligation	1,402,521	(245,883)
Closing defined benefit obligation	5,284,385	3,459,073

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

Changes in the fair value of plan assets are as follows:

(Amount in Rs.)

Particulars	April 1, 2014 to March 31, 2015	April 1, 2013 to March 31, 2014
Opening fair value of plan assets	3,978,469	4,057,709
Expected return	297,115	302,579
Contributions by employer	419,417	-
Benefits paid	-	(357,129)
Actuarial gains / (losses)	59,871	(24,690)
Closing fair value of plan assets	4,754,872	3,978,469

The Company expects to contribute Rs.6,00,000 (previous year Rs.Nil) in the next fiscal year. The total assets are insurer-managed funds.

The principal assumptions used in determining gratuity obligations for the Company's plans:

Particulars	April 1, 2014 to March 31, 2015	April 1, 2013 to March 31, 2014
Discount rate	8.00%	9.35%
Expected rate of return on assets	8.00%	7.50%
Salary escalation rate	9.00%	7.00%

The expected rate of return on plan assets is determined after considering several applicable factors such as the composition of the plan assets, investment strategy, market scenario, etc.. In order to protect the capital and optimise returns within acceptable risk parameters, the plan assets are well diversified.

The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Mortality rates are published under the Indian Assured Lives Mortality (2006-08) Ult table.

Amounts for the current and previous four periods are as follows:

(Amount in Rs.)

Description	Twelve months ended March 31, 2015	Twelve months ended March 31, 2014	Twelve months ended March 31, 2013	Six months ended March 31, 2012	Twelve months ended September 30, 2011
Defined benefit obligation	5,284,385	3,459,073	3,549,266	10,539,613	10,451,486
Plan assets	4,754,872	3,978,469	4,057,709	11,938,044	11,998,381
Surplus / (deficit)	(529,513)	519,396	508,443	1,398,431	1,546,895
Experience adjustment on Plan Liabilities	1,402,521	245,883	915,387	(208,084)	12,760
Experience adjustment on Plan Assets	59,871	(24,690)	314,298	(18,774)	(13,437)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

Composition of the plan assets as made available by LIC, the fund manager: (Amount in Rs.)

Category of Investments	March 31, 2015	March 31, 2014
Central Government Securities	1,490,798	1,247,372
State Government Securities	509,348	426,179
Other approved securities (Government guaranteed securities)	64,106	53,638
Debentures and bonds	2,037,542	1,704,840
Equity Shares	248,250	207,714
Fixed Deposits	397,237	332,374
CBLO (Money market instruments)	7,591	6,352
Total	4,754,872	3,978,469

33. Unhedged Foreign Exchange Exposure

Particulars of unhedged foreign currency exposure as at the balance sheet date

Particulars	Currency	March 31, 2015		March 31, 2014	
		Amount in Foreign Currency	Amount in INR	Amount in Foreign Currency	Amount in INR
Amounts Payable	USD	152,616	9,689,621	428,818	25,699,038
	EURO	6,926	474,656	2,432	200,002
	AUD	819	39,680	-	-
Bank Account –EEFC A/c	USD	-	-	1,628	97,335
Amounts Receivable	USD	11,500	705,040	11,346	679,855

34. Disclosures under Accounting Standard 7 “Construction Contracts” (Amount in Rs.)

Details of contract revenue and costs	April 1, 2014 to March 31, 2015	April 1, 2013 to March 31, 2014
Aggregate of contract costs incurred and recognized profits (less recognized losses) upto the reporting date	3,852,242	25,543,876
Advances received for contracts in progress	1,17,738	2,016,063
Retention money for contracts in progress	2,11,432	-
Gross amount due from customers for contract work (asset)	3,945,936	17,527,813
Gross amount due to customers for contract work (liability)	-	-

35. Earnings per share

Particulars		March 31, 2015	March 31, 2014
Profit after tax as per Statement of Profit and Loss	(A)	49,771,639	33,144,757
Weighted average number of equity shares outstanding (Basic and diluted)	(B)	4,600,000	4,600,000
Nominal value of shares		10	10
Earnings per share (Basic and diluted)	(A/B)	10.82	7.21

36. As at March 31, 2015, the company has a net deferred tax asset with respect to certain timing differences. These have not been recognised as the recognition criteria have not been met in accordance with the accounting policies followed by the Company.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

37. During the year, pursuant to the notification of Schedule II to the Companies Act, 2013 with effect from April 1, 2014, the Company revised the estimated useful life of some of its assets to align the useful life with those specified in Schedule II. The details of previously applied depreciation method, rates / useful life are as follows.

Asset	Previous depreciation rate (based on SLM)	Revised useful life (based on SLM)
Plant and Machinery	5%-50%	15 years
Moulds	20%-100%	5 years
Computers	25%	3 years
Electrical Installations	5%	10 years
Office Equipments	10%-100%	5 years
Furniture and Fittings	10% - 100%	10 years

Pursuant to the transition provisions prescribed in Schedule II to the Companies Act, 2013, the Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be nil as on April 1, 2014 and has written off an amount of Rs. 17,31,210 /- to Statement of Profit and Loss.

The depreciation expense in the Statement of Profit and Loss for the year is higher by Rs. 13,93,127/- consequent to the change in the useful life of the assets.

38. Previous year figures have been regrouped or reclassified wherever necessary to conform to current year's grouping or classification.