

**TWENTY SECOND ANNUAL REPORT**  
**2014-15**



**CYBELE INDUSTRIES LIMITED**

## CYBELE INDUSTRIES LIMITED

### BOARD OF DIRECTORS

**Mr.P.A.JOYKUTTY**  
*Chairman & Managing Director*

**Mrs.Annamma Joy**  
*Joint Managing Director*

**Mr. Thomas P. Joy**  
*Executive Director*

**Mr. N. Karuppiah**  
*Director*

**Mr. Sunny Kutty George**  
*Director*

**Mr. George Baby George**  
*Director*

### MANAGEMENT TEAM

**Mr.P.A.JOYKUTTY**  
*Chairman & Managing Director*

**Mrs.Annamma Joy**  
*Joint Managing Director*

**Mr. Thomas P. Joy**  
*Executive Director*

### AUDITORS

**M/s. KARPAGAM & CO.,**  
Chartered Accountants  
4, Balaji Avenue 1<sup>st</sup> Street,  
T.Nagar, Chennai - 600 017.

### REGISTERED OFFICE

No.138, SIDCO Industrial Estate  
Ambattur, Chennai - 600 098.



## CYBELE INDUSTRIES LIMITED

NOTICE is hereby given that the **Twenty Second Annual General Meeting** of the Company will be held at the Company's Registered Office at No.138, SIDCO Industrial Estate, Ambattur, Chennai - 600 098 on Wednesday, the 30<sup>th</sup> September, 2015 at 10.00 A.M. to transact the following business :

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31<sup>st</sup> March, 2015 and the Balance Sheet as on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Thomas P Joy, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration  
M/s. Karpagam & Company, Chartered Accountants, Chennai, retire and are eligible for re-appointment.

(By Order of the Board)  
for **CYBELE INDUSTRIES LIMITED**

Place : Chennai P.A. JOYKUTTY  
Date : 30.05.2015 Chairman & Managing Director

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING**
2. **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 SETTING MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS OF THIS NOTICE IS ANNEXED HERETO.**
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2015 to 30<sup>th</sup> September 2015 (both days inclusive)
4. Members / Proxies should bring the attendance slip duly filled in for attending the Meeting.
5. All documents referred to in the accompanying Notice are open for inspection at the Company's Registered Office during Office hours on all working days up to the date of the Annual General Meeting.
6. Members holding shares in physical form are requested to dematerialize the shares in electronic form to facilitate faster transfer and avoid rejections for bad deliveries. The share certificates may be sent directly to the Company Secretary / Registrar and Transfer Agents.
7. The Company's Equity Shares are presently listed at the BSE Ltd.

### VOTING THROUGH ELECTRONIC MEANS:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies

(Management and Administration) Rules, 2014, the Company is pleased to provide to the members the facility to exercise their right to vote at the Twenty Second Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL) on all resolutions set forth in this Notice.

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27<sup>th</sup> September, 2015 (9.00 a.m) and ends on 29<sup>th</sup> September, 2015 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23<sup>rd</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID.
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

### For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)- <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ( Sequence number has been provided as Serial Number (SL NO.) in the Address Label.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB Bank Details	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.



## CYBELE INDUSTRIES LIMITED

<i>Dividend</i>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of the Company on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

### Other Information:

- i. Mrs. Parimala Natarajan, Practicing Company Secretary (CP No. 5239), Chennai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- ii. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the company and make a scrutinizer's report of the votes cast in favour or against forthwith to the Chairman of the Company.
- iii. Voting is provided to the members through e-voting and at the Annual general meeting of the Company. A member can opt for only one mode of voting i.e. either through e-voting or at the annual general meeting of the Company.
- iv. If a member casts votes by both modes, then voting done through e-voting shall prevail.

The results shall be declared not later than two days from the date of Annual General Meeting (AGM) of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.qflexcable.com](http://www.qflexcable.com) and on the website of CDSL within forty eight hours of AGM and communicated to the BSE Ltd., where the shares of the Company are listed.

### Information required to be furnished under the Listing Agreement about the particulars of Directors who are proposed to be appointed / re-appointed at the Twenty Second Annual General Meeting.

- a) Mr. Thomas P Joy holds a Bachelor Degree and is aged about 42 years. He has wide experience in the field of Technology and Management. He is not holding any Directorship / Membership in the Board /Committee of other Companies.



## CYBELE INDUSTRIES LIMITED

### DIRECTOR'S REPORT

Your Directors hereby present the Twenty Second Annual Report together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2015

### FINANCIAL RESULTS

	2014-2015	2013-2014
	(Rs. In Lakhs)	
Profit before Interest and Depreciation	138.46	244.07
Less : Interest	25.20	19.14
Profit before Depreciation	113.26	224.93
Less : Depreciation	94.37	61.59
	18.89	163.34
Less : Preliminary exp. written off	10.00	10.00
Net Profit carried to B/S	8.89	153.34

### DIVIDEND

The Board of Directors could not recommend any dividend due to future expansion activities of the Company.

### OPERATIONS

During the year under review, the Company has taken steps to improve the operations of the Company. The Company achieved a revenue of Rs.10.85 Crores and net profit of Rs.8.89 lakhs. The Directors are taking all the steps to improve the performance of the Company in the years to come.

### MATERIAL CHANGES AFFECTING FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments occurred, affecting the financial position of the Company, between the end of the financial year and the date of this report.

### SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

### CORPORATE GOVERNANCE

Your Company has been complying with the provisions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement. A separate report on Corporate Governance along with Auditors' certificate on compliance of the Corporate Governance norms as stipulated in Clause 49 of the Listing Agreement and Management Discussion & Analysis forming part of this report are provided in this Annual Report.

### COMPOSITION AND NUMBER OF MEETING OF THE BOARD

The Board of Directors of the Company comprises of well qualified and experienced persons having expertise in their respective areas. It has appropriate combination of Executive and Independent Directors.

During the financial year 2014-15, the Directors met four times i.e., on 30.05.2014; 10.08.2014; 26.10.2014 and 08.02.2015.

### DIRECTORS / KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Thomas P Joy retire by rotation and is eligible for reappointment.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Clause 49 of the Listing Agreement with the Stock Exchanges.

Pursuant to the provisions of Section 203 of the Act, the appointment of Mr. P.A. Joy Kutty, Managing Director and Mr. S. Bhaskar, Chief Financial Officer were formalized as the Key Managerial Personnel of the Company.

### PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said Rules are provided in the annexure forming part of the Annual Report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annexure forming part of the Annual Report.

Having regard to the provisions of Section 136(1) read with its relevant proviso of the Companies Act, 2013, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the registered office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished without any fee and free of cost.

### BOARD EVALUATION

A formal evaluation of the Board, its committees and of the individual director is one potential effective way to respond to the demand for greater Board's accountability and effectiveness. A questionnaire is prepared and is being circulated amongst the Directors for their comments. The performance evaluation of Directors including Independent Directors is done by the entire Board of Directors excluding the directors being evaluated. The Board of Directors expressed their satisfaction with the evaluation process.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 the Directors of your Company confirm that:

- in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.



## CYBELE INDUSTRIES LIMITED

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

### REMUNERATION POLICY

The remuneration policy of the Company has been so structured in order to match the market trends of the industry. The Board in consultation with the Nomination and Remuneration Committee decides the remuneration policy for directors. The Company has made adequate disclosures to the members on the remuneration paid to directors from time to time. Remuneration / Commission payable to Directors is determined by the contributions made by the respective directors for the growth of the Company.

### RISK MANAGEMENT

The Board of Directors reviewed the risk management framework and overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, regulatory and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks.

### INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

### AUDITORS

M/s. Karpagam & Co., the Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

### AUDIT COMMITTEE RECOMMENDATION

During the year all the recommendations of the Audit Committee were accepted by the Board. The Composition of the Audit Committee is as described in the Corporate Governance Report.

### LISTING ARRANGEMENTS

The company's shares are listed in the BSE Ltd. and the annual listing fee has been paid to the stock exchange.

### VIGIL MECHANISM

The Company has established a whistle blower policy and also established a mechanism for directors and employees to report their concerns. The details of the same is explained in the Corporate Governance Report.

### CORPORATE SOCIAL RESPONSIBILITY (CSR)

The CSR Policy of the Company and the details about the initiatives taken by the Company on CSR during the year as per the Companies (Corporate Social Responsibility Policy) Rules, 2014 have been disclosed in Annexure as part of this report. Further the details of composition of the CSR Committee and other details are provided in the Corporate Governance Report which forms part of this report.

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

The company has put in place an anti-sexual harassment mechanism in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee have been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company has not received any complaint of sexual harassment during the year 2014-15.

### PUBLIC DEPOSITS

The Company did not accept any deposits within the meaning of provisions of Chapter V – Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

### EXTRACT OF ANNUAL RETURN

An extract of Annual Return in form MGT-9 as on March 31, 2015 is attached as Annexure forming part of this Report.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Under Section 186 of the Companies Act, 2013 the Company has neither given any Loan, Guarantee nor provided any Security in connection with a loan, directly or indirectly, to any person or other body corporate. The company has also not made any investments by way of subscription, purchase or otherwise, in the securities of any other body corporate during the financial year ended 31st March, 2015.

### TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.



## CYBELE INDUSTRIES LIMITED

### FOREIGN EXCHANGE EARNINGS AND OUTGO

There is no foreign exchange inflow or outflow during the financial year ended March 31, 2015.

### ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

Information pursuant to Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the companies accounts rules 2014, is furnished in the Annexure.

### ACKNOWLEDGEMENT

The Directors wish to place on record their appreciation of

the dedication and excellent contribution made by all the concerned. The Directors would like to thank the Suppliers and above all the Shareholders and valued Customers for their continued support and patronage.

(By order of the Board)  
for **CYBELE INDUSTRIES LIMITED**

Place : Chennai  
Date : 30.05.2015

**P.A.JOYKUTTY**  
Chairman & Managing Director

### ANNEXURE TO THE DIRECTORS' REPORT

Information pursuant to Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the companies accounts rules 2014,

**A. CONSERVATION OF ENERGY :** Energy conservation measures are being taken with in our Plant as an ongoing exercise.

### B. TECHNICAL ABSORPTION :

#### FORM B

#### RESEARCH AND DEVELOPMENT

1. Specific areas in which R & D carried out by the Company :
2. Benefits derived as a result of the above R & D : Nil
3. Future plan of action :
4. Expenditure on R & D :
  1. Capital
  2. Recurring
  3. Total
  4. Total R & D expenditure as a percentage of total turnover

#### TECHNOLOGY ABSORPTION, ADAPTATION, AND INNOVATION :

1. Efforts, in brief, made towards technology absorption, adaptation and innovation -planned
2. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc. Nil

3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished : Nil

- (a) Technology imported :
- (b) Year of import
- (c) Has technology been fully absorbed ?
- (d) If not fully absorbed, areas where this has not taken place, reasons therefor and

future plans of action

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO :

- i) Activities relating to exports, initiatives taken to increase exports, development of new export market for products and services and export plans :nil
- ii) Total foreign exchange used and earned :

	Current Year	Previous Year
	(Rs. in Lakhs)	
Used	—	—
Earned	—	—

(By order of the Board)  
for **CYBELE INDUSTRIES LIMITED**

Place : Chennai  
Date : 30.05.2015

**P.A.JOYKUTTY**  
Chairman & Managing Director



## CYBELE INDUSTRIES LIMITED

### ANNEXURE TO THE DIRECTORS REPORT ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITIES (CSR) ACTIVITIES

**Brief outline of the Company CSR policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

The Company's CSR policy has been uploaded in the website of the Company

**1. Composition of the CSR Committee**

Mr. N. Karuppiah, Independent Director  
 Mr. Sunny Kutty George, Independent Director  
 Mr. P.A. Joy Kutty, Managing Director

2. Average net profit of the Company for the last three financial years computed in line with Section 198 is Rs 437.78 lakhs.

3. The prescribed CSR expenditure which is two percent of the amount is Rs. 8.76 lakhs

**4. Details of CSR spent during the financial year:**

- a) Prescribed CSR expenditure                      **Rs 8.76 lakhs**
- b) Amount spent on CSR                                      **Rs 8.76 lakhs**
- c) Amount unspent, if any:                                      **NIL**

**5. Manner in which amount spent during the financial year is detailed below:**

(Rs. in lakhs)

Sl.No.	CSR project or activity identified	Sector in which the project is covered	Location (Unit)	Amount Spent on the Project or programs	Cumulative Expenditure upto reporting period	Amount spent: Direct or through implementing agency
1.	Providing sanitation and Cleaning street, garbage cleaning facilities at Ambattur Industrial Estate	Health & Hygiene	Ambattur, Chennai	1,20,000	1,20,000	Direct
2.	Sponsorship Support for Education	Education	Ambattur, Chennai	1,50,000	1,50,000	Direct
3.	Renovation of school building & Providing Water Pipe Line	education	chennai	6,06,000	6,06,000	Direct
	<b>Total</b>			<b>8,76,000</b>	<b>8,76,000</b>	

**6. Responsibility Statement by the Corporate Responsibility Committee:**

The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.

Chennai  
 May 30, 2015

**P.A. Joy Kutty**  
 Managing Director

**N.Karuppiah**  
 Chariman



# CYBELE INDUSTRIES LIMITED

FORM NO. MGT 9

## EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

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

### I. REGISTRATION AND OTHER DETAILS:

CIN	L31300TN1993PLC025063
Registration Date:	17.05.1993
Name of the Company	Cybele Industries Limited
Category/Sub-category of the Company	Company Limited by shares / Indian – Non Government Company
Address of the Registered office & contact details	No. 138, Sidco Industrial Estate Ambattur, Chennai – 600 098. Email: corporate @qflexcable.com Website : www.qflexcable.com Tel. No. 044-32958399 Fax No. 044- 43111117
Whether listed company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any	Cameo Corporate Services Ltd.Fourth Floor, Subramanian BldgNo.1 Club House Road,Chennai – 600 002Tel No. 91-44-28460390Fax No.91-44-28460129E-mail: <a href="mailto:investor@cameoindia.com">investor@cameoindia.com</a>

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% more of the total turnover of the Company shall be stated:

SL No	Name & Description of main products/services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacture of Cables and Wires	31300	63
2	Real Estate activities	45201	37

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES – NIL



## CYBELE INDUSTRIES LIMITED

### IV. SHAREHOLDING PATTERN (Equity Share capital Break up as percentage to Total Equity)

#### (i) Category-wise Shareholding

	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	
<b>A.</b>	<b>Promoter</b>									
1.	Indian									
a)	Individual /HUF	7728293	-	7728293	72.26	7746619	-	7746619	72.43	0.18
b)	Central Govt.	-	-	-	-	-	-	-	-	-
c)	State Govt.(s)	-	-	-	-	-	-	-	-	-
d)	Bodies Corp	-	-	-	-	-	-	-	-	-
e)	Banks /FI	-	-	-	-	-	-	-	-	-
f)	Any Other.....	-	-	-	-	-	-	-	-	-
	<b>Sub Total (A)(1):-</b>	<b>7728293</b>	<b>-</b>	<b>7728293</b>	<b>72.26</b>	<b>7746619</b>	<b>-</b>	<b>7746619</b>	<b>72.43</b>	<b>0.18</b>
2.	Foreign									
a)	NRIs -Individuals	-	-	-	-	-	-	-	-	-
b)	Other -Individuals	-	-	-	-	-	-	-	-	-
c)	Bodies Corp.	-	-	-	-	-	-	-	-	-
d)	Banks/FI	-	-	-	-	-	-	-	-	-
e)	Any Other	-	-	-	-	-	-	-	-	-
	<b>Sub Total (A)(2):-</b>									
	<b>Total Shareholding of Promoter: (A)=(A)(1)+(A)(2)</b>	<b>7728293</b>	<b>-</b>	<b>7728293</b>	<b>72.26</b>	<b>7746619</b>	<b>-</b>	<b>7746619</b>	<b>72.43</b>	<b>0.18</b>
<b>B.</b>	<b>Public Shareholding</b>									
1.	Institutions									
i)	Mutual Funds	-	-	-	-	-	-	-	-	-
ii)	Banks/FI	-	-	-	-	-	-	-	-	-
iii)	Central Govt.	-	-	-	-	-	-	-	-	-
iv)	State Govt.(s)	-	-	-	-	-	-	-	-	-
v)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
vi)	Insurance Companies	-	-	-	-	-	-	-	-	-
vii)	FIs	-	-	-	-	-	-	-	-	-
	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
	Others (specify)									
	<b>Sub Total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



## CYBELE INDUSTRIES LIMITED

	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	
<b>2.</b>	<b>Non -Institutions</b>									
a)	Bodies Corp	192391	3590	195981	1.83	203376	3500	206876	1.93	0.10
i)	Indian									
ii)	Overseas									
b)	Individuals									
i)	Individualshareholders holding nominal share capital upto Rs. 1 lakh	496653	770310	1266963	11.85	622239	768700	1390939	13.00	1.15
ii)	Individualshareholder holding nominal share capital in excess of Rs. 1 lakh	471563	1033000	1504563	14.07	362099	948500	1310599	12.25	(1.82)
c)	Others	-	-	-	-	-	-	-	-	-
i)	Clearing Member	-	-	-	-	240	-	240	0.00	0.00
ii)	Non residents	-	-	-	-	36042	-	36042	0.34	0.34
iii)	Trust	-	-	-	-	4485	-	4485	0.04	0.04
	<b>Sub Total (B)(2):-</b>	<b>1160607</b>	<b>1806900</b>	<b>2967507</b>	<b>27.74</b>	<b>1228481</b>	<b>1720700</b>	<b>2949181</b>	<b>27.57</b>	<b>(0.17)</b>
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2):</b>	<b>1160607</b>	<b>1806900</b>	<b>2967507</b>	<b>27.74</b>	<b>1228481</b>	<b>1720700</b>	<b>2949181</b>	<b>27.57</b>	<b>(0.17)</b>
C.	Shares held by custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	<b>Grant Total(A+B+C):</b>	<b>8888900</b>	<b>1806900</b>	<b>10695800</b>	<b>100</b>	<b>8975100</b>	<b>1720700</b>	<b>10695800</b>	<b>100</b>	<b>-</b>



## CYBELE INDUSTRIES LIMITED

### II. Shareholding of Promoters

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Mr. P.A. Joy Kutty	4050148	37.87	-	3032974	28.36	-	(9.51)
2	Mrs. Annamma Joy	2907050	27.18	-	1697850	15.87	-	(11.31)
3	Mr. Thomas P Joy	304945	2.85	-	1514145	14.16	-	11.31
4	Mr. George P Joy	466150	4.36	-	1501650	14.04	-	9.68
	<b>Total</b>	<b>7728293</b>	<b>72.26</b>	<b>-</b>	<b>7746619</b>	<b>72.43</b>	<b>-</b>	<b>0.17</b>

### III. Change in Promoters Shareholding

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	7728293	72.26	7728293	72.26
	Date wise Increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	P.A. Joy Kutty - 14.05.2014 (+) 17926 - Market Purchase P.A. Joy Kutty - 16.05.2014 (-) 1035500 - Shares inter-se Transfer George P Joy - 16.05.2014 (+) 1035500 - Shares inter-se transfer Annamma Joy - 16.05.2014 (-) 1209200 - Shares inter-se Transfer Thomas P Joy - 16.05.2014 (+) 1209200 - Shares inter-se transfer P.A. Joy Kutty - 31.12.2014 (+) 400 - Market Purchase			
	At the end of the year	7746619	72.43	7746619	72.43



## CYBELE INDUSTRIES LIMITED

### IV. Shareholding pattern of Top ten shareholders

Sl. No	Name of the Shareholder	Shareholding at the beginning of the year as on 01.4.2014		Change in shareholding during the year Shareholding at the end of the year as on 31.3.2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Benny</b>				
	At the beginning of the Year	236200	2.21	236200	2.21
	At the end of the year	0	0	236200	2.21
2.	<b>Sherly</b>				
	At the beginning of the Year	236200	2.21	236200	2.21
	At the end of the year	0	0	236200	2.21
3.	<b>Jose Thomas</b>				
	At the beginning of the Year	189000	1.77	189000	1.77
	at the end of the Year			189000	1.77
4.	<b>Kunjamma George</b>				
	At the beginning of the Year	189000	1.77	189000	1.77
	At the end of the year	0	0	189000	1.77
5.	<b>Ficus Securities Pvt. Ltd.</b>				
	At the beginning of the year	100855	0.94	100855	0.94
	At the end of the year	0	0	100855	0.94
6.	<b>Anand Mohan</b>				
	At the beginning of the year	95007	0.89	95007	0.89
	At the end of the year	0	0	95629	0.89
7.	<b>Suvetha</b>				
	At the beginning of the Year	65000	0.61	65000	0.61
	At the end of the year			65000	0.61
8.	<b>Rajeev Agarwal</b>				
	At the beginning of the Year	52393	0.49	52393	0.49
	At the end of the year	0	0	52393	0.49
9.	<b>M.G. Poduval</b>				
	At the beginning of the Year	39528	0.37	39528	0.37
	At the end of the year			39528	0.37
10.	<b>R. Shoba</b>				
	At the beginning of the year	30797	0.29	30797	0.29
	At the end of the year	0	0	30797	0.29



## CYBELE INDUSTRIES LIMITED

### V. Shareholding of Directors & KMP

Sl. No	Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
	<b>Directors</b>				
1.	<b>Mr. P.A. Joy Kutty – Managing Director</b>				
	At the beginning of the year	4050148	37.87		
	At the end of the year			3032974	28.36
2.	<b>Mrs. Annamma Joy – Joint Managing Director</b>				
	At the beginning of the year	2907050	27.18		
	At the end of the year			1697850	15.87
3.	<b>Mr. Thomas P Joy – Executive Director</b>				
	At the beginning of the year	304945	2.85	1514145	14.16
	At the end of the year				
4.	<b>Mr. N. Karupiah – Independent Director</b>				
	At the beginning of the year	0	0.00		
	At the end of the year			0	0.00
5.	<b>Mr. Sunny Kutty George – Independent Director</b>				
	At the beginning of the year	0	0.00		
	At the end of the year			0	0.00
6.	<b>Mr. George Baby George - Independent Director</b>				
	At the beginning of the year	0	0.00		
	At the end of the year			0	0.00
	<b>Other KMPs</b>				
1.	<b>Mr. S. Bhaskar, Chief Financial Officer</b>				
	At the beginning of the year	0	0.00		
	At the end of the year			0	0.00

### VI. INDEBTEDNESS

(Rs. In Lakhs)

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loan excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	147.46			147.46
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	147.46			147.46
<b>Change in Indebtedness during the financial year</b>				
Additions	103.22			103.22
Reduction				
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	250.68			250.68
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	250.68			250.68



## CYBELE INDUSTRIES LIMITED

### VII. REMUNERATION OF DIRECTOR AND KEY MANGERIAL PERSONNAL

A. Remuneration to Mr. P.A. Joy Kutty, Managing Director; Mrs. Annamma Joy, Joint Managing Director and Mr. Thomas P Joy, Executive Director

(Rs. in Lakhs)

Sl.No	Particulars of Remuneration	Mr. P.A. Joy Kutty, Managing Director	Mrs. Annamma Joy, Joint Managing Director	Mr. Thomas P Joy, Executive Director	Total Amount
1.	Gross Salary a) Salary as per provisions contained in section 17(1) of the income-tax Act, 1961. b) Value of perquisites u/s 17(2) of the Income-tax Act 1961.	4.80	4.20	6.60	15.60
2.	Commission:Performance BonusLong Term Incentive Plan (LTIP)#				
3.	Others - Retirement benefits	-	-	-	-
	Total (A)	4.80	4.20	6.60	15.60

#### A. Remuneration to other Directors

##### 1. Independent Directors

( in Rupees )

Name of the Director	N. Karuppiah	Sunny Kutty George	George Baby George	Total
Fee for attending Board / committee meetings	5000	5000	5000	15000
Commission				
Others, Please specify				
<b>Total</b>				

#### Remuneration to Key managerial Personnel

(Rs. in Lakhs)

Sl.No	Particulars of Remuneration	S. Bhaskar Chief Financial Officer	Total Amount
1.	Gross Salary a) Salary as per provisions contained in section 17(1) of the income-tax Act, 1961.Value of perquisites u/s 17(2) of the Income-tax Act 1961.	1.81	1.81
2.	Others- retirement benefit	-	-
	<b>Total</b>	1.81	1.81

### VIII. Penalties / Punishment / Compounding of offences

Type	Section of the Companies Act	Brief description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD/NCLT/ COURT)	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL		
Punishment					
Compounding					



## CYBELE INDUSTRIES LIMITED

Form No. MR-3

### SECRETARIAL AUDIT REPORT

For the Financial year ended 31<sup>st</sup> March, 2015

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

To the Members  
Cybele Industries Limited  
Chennai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Cybele Industries 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 Company'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 31<sup>st</sup> March, 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 Cybele Industries Limited ("the Company") for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions as applicable to the Company during the period of audit:

- (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 to the extent of Regulation 55A;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (vi) There are no laws/ Regulations (as amended from time to time), as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/industry.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. **(Not applicable for the audit period).**
- (ii) The Listing Agreements entered into by the Company with the Stock Exchanges, where the equity shares of the Company are listed.

It is reported that during the period under review, the Company has generally been regular in complying with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc.,



## CYBELE INDUSTRIES LIMITED

We further report that there were no actions/events occurred in the pursuance of

- (a) The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014
- (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
- (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
- (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

requiring compliance thereof by the Company during the Financial Year under review.

We further report that, on examination of the relevant documents and records and based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports by respective department heads / CEO taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable other general laws including Industrial Laws, Environmental Laws, Human Resources and labour laws.

We further report, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.

We further report that:

The Board of Directors of the Company is generally well constituted with proper balance of Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were delivered 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

Place: Chennai  
Date: 20.05.2015

Parimala Natarajan  
Practicing Company Secretary  
FCS No. 5597 - C.P.No. 5239

**Note: This report is to be read with our letter of even date which is annexed as Annexure A and form forms an integral part of this report.**



## CYBELE INDUSTRIES LIMITED

### ANNEXURE-A

The Members  
Cybele Industries Limited  
Chennai

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

Parimala Natarajan  
Practicing Company Secretary  
FCS No. 5597 - C.P.No. 5239

Place: Chennai  
Date: 20.05.2015



**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**INDUSTRY STRUCTURE**

The Company is engaged in the business of manufacture and sale of Building Cables, Flexible Cables, Power Cables, Submersible Pump Cables, Automotive Cables, Control Cables and Railway Signaling Cables which are classified under the Industrial Structure as Electrical Cables and Wires and also in property development.

**OPPORTUNITIES AND THREATS**

The product portfolio of the Company is dominated by threats posed by manufacturers in un-organised sector. As the Government is initiating various measures to encourage the infrastructure and housing sector, there is possibility of increase in demand for cables and wires and also improvement in the real estate sector.

**RISK AND CONCERNS**

The fortune of the Company is dependent on entry barriers set up by electrical cables and wires business in the unorganized sector. Further as a manufacturer in the organized sector, the fixed costs in terms of administrative expenses are high.

**OUTLOOK**

The Company is doing well in business activities. The Company is expecting improvement in the coming days.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has adequate internal control system monitored by Internal Auditors who are reporting to the Audit Committee. The Audit Committee is meeting periodically for reviewing the performance of the Company and formulating policies / issuing guide lines to the Management.

**FINANCIAL PERFORMANCE**

The Company has made a profit of Rs. 8.89 lakhs during the year. The Company is taking necessary steps to improve the performance of the company.

**MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT**

During the year under review, the relationship between the staff and management was good and cordial.



## CYBELE INDUSTRIES LIMITED

### REPORT ON CORPORATE GOVERNANCE (2014-15)

**1. Company's Philosophy :**

Adherence to the Corporate Governance Standards by practicing principles of transparency, integrity and social accountability in all its operations.

**2. Board of Directors :**

Name of the Directors, Designation and Category	No. of Shares held	No. of Board Meetings attended	Attendance at last AGM	No. of other Directorships	Other Committee Membership	
					Chairman	Member
1 Mr.P.A.Joykutty Chairman and Managing Director Promoter Executive	3,032,974	4	Yes	—	—	—
2 Mr.Thomas P.Joy Executive Director Promoter Executive	1,514,145	4	Yes	—	—	—
3 Mrs. Annamma Joy Joint Managing Director Promoter Executive	1,697,850	4	Yes	—	—	—
4 Mr.George Baby George Non Executive Independant	—	3	No	—	—	—
5 Mr. N. Karuppiah Non Executive Independent	—	4	Yes	—	—	—
6 Mr. Sunny Kutty George Non Executive Independent	—	4	yes	—	—	—

Number of Board Meetings held : 4

Dates on which held : 30<sup>th</sup> May, 2014; 10<sup>th</sup> August, 2014; 26<sup>th</sup> October, 2014 and 8<sup>th</sup> February, 2015

**3. Audit Committee :**

The Company has an Audit Committee comprising of three Non-Executive Independent Directors namely, Mr. N. Karuppiah acting as Chairman, Mr. Sunny Kutty George and Mr. George Baby George are Members. The Audit Committee oversees the Company's financial reporting process, reviews the annual financial statements with Management and holds discussions with internal and external auditors about the scope of audit and adequacy of internal control systems. The Committee held four meetings during the year.

**4. Nomination & Remuneration Committee :**

The Board has constituted a Nomination & Remuneration Committee comprising of three Non-Executive Independent Directors namely, Mr. N. Karuppiah acting as Chairman, Mr. Sunny Kutty George and Mr. George Baby George are Members. Remuneration for Whole time Directors is fixed by the Remuneration Committee. The remuneration policy followed by the Company to fix a remuneration to whole time Directors taking into consideration the qualifications and functional experience of the individuals and the prevailing remuneration packages especially in the Cable Industry.



## CYBELE INDUSTRIES LIMITED

### 5. Stakeholders Relationship Committee:

The Board has constituted a Stakeholders Relationship Committee comprising of three Non-Executive Directors namely, Mr. N. Karupiah acting as Chairman, Mr. Sunny Kutty George and Mr. George Baby George are Members. as members to approve the Share Transfer, Transmission, Transposition of Name, Issue of Split / Duplicate Certificates and to review the status on redressal of Shareholder and Investor Complaints.

The Company has not received any complaints from the shareholders and all other requests / correspondence received from the shareholders were attended. There were no pending share transfer as on 31<sup>st</sup> March, 2015.

### 6. Annual / Extra Ordinary General Meetings :

Location and time where last three Annual /Extra Ordinary General Meetings held :

Year	Date	Time	Venue	AGM/EGM
2011-12	27.09.2012	11.00 A.M.	138, Sidco Industrial Estate Ambattur, Chennai - 98	AGM
2012-13	27.09.2013	11.00 A.M.	-do-	AGM
2013-14	27.09.2014	10.00 A.M.	-do-	AGM

Details of Special Resolutions put through postal ballot during the financial year: Nil

### 7. Disclosures

There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflict with the interest of the Company at large.

There were no instances of non-compliance or penalty, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

### 8. Means of Communication :

Quarterly Financial results of the Company are published in local dailies and these are not sent individually to shareholders. The financial results are posted in the web site of the Company.

Management Discussion & Analysis Report forms part of the Annual Report.

### 9. General shareholder Information

- |   |   |   |
|---|---|---|
| (i) Annual General Meeting                          | : | Annual General Meeting is proposed to be held at Company's Registered Office at No. 138, Sidco Industrial Estate, Ambattur, Chennai-600 098 on wednesday the 30 <sup>th</sup> September, 2015 at 10.00 A.M. |
| (ii) Financial Calendar                             | : | Un audited Financial Results For the First Quarter : Second week of August  |
| Un audited Financial Results For the Second Quarter | : | Last week of October  |
| Un audited Financial Results For the Third Quarter  | : | Last week of January  |
| Audited Financial Results For the Fourth Quarter    | : | Last week of May  |



## CYBELE INDUSTRIES LIMITED

- (iii) Annual General Meeting : 3<sup>rd</sup> / 4<sup>th</sup> Week of September
- (iv) Book Closure dates : 24<sup>th</sup> September, 2015 to 30<sup>th</sup> September, 2015  
(both days Inclusive)
- (v) Dividend payment date : No dividend declared
- (vi) Listing on Stock Exchanges : BSE Ltd,(BSE)
- (vii) Stock Code : BSE - 531472
- (viii) Market Price Data (High / Low during each month in last Financial Year)

Month/Year 2014-15	BSE	
	High (Rs.)	Low (Rs.)
April 2014	8.50	8.50
May 2014	9.36	8.10
June 2014	12.00	9.12
July 2014	11.40	10.83
August 2014	11.00	8.10
September 2014	8.61	7.25
October 2014	7.00	5.72
November 2014	7.00	5.56
December 2014	7.71	5.00
January 2015	5.25	4.60
February 2015	5.22	4.31
March 2015	9.70	4.96

- (ix) Share Price Performance in comparison to broad based indices such as BSE Sensex, NSE Nifty : The details are not furnished as it is not applicable to our Company
- (x) Share Transfer System and Registrar & Share Transfer Agents : Share Transfers are effected on requests in DEMAT Form within an average of ten days from the date of receipt and within Fifteen days for requests received in physical form.
- : **Share Transfer Agents**  
M/s.Cameo Corporate Services Ltd.,  
having their office at "Subramanian Building",  
No.1, Club House Road, Chennai -600 002.



## CYBELE INDUSTRIES LIMITED

(xi) Distribution of Shareholding as on 31<sup>st</sup> March, 2015

Category (Number of Shares)	No. of Share holders	Percentage	No. of Shares	Percentage
Upto 500	1879	73.46	432344	4.04
501- 1000	408	15.95	355649	3.33
1001- 2000	136	5.32	213441	2.00
2001- 3000	44	1.72	115906	1.08
3001- 4000	17	0.66	60048	0.56
4001 -5000	20	0.78	95489	0.89
5001-10000	22	0.86	170297	1.59
10001 & above	32	1.25	9252626	86.51
<b>Total</b>	<b>2558</b>	<b>100.00</b>	<b>10695800</b>	<b>100.00</b>

(xii) Shareholding Pattern as on 31<sup>st</sup> March, 2015

Category	No. of Equity Shares	% to Paid-up Capital
Promoter Group	7746619	72.43
Corporate Bodies	206876	1.93
Mutual Funds	—	—
Fin. Institutions/Banks	—	—
Non-Resident Individuals	36042	0.33
General Public	2706263	25.31
<b>Total</b>	<b>10695800</b>	<b>100.00</b>

(xiii) Dematerialization of shares and Liquidity : The Shares of the Company are compulsorily traded in dematerialized form and are available for trading under both depository systems in India –NSDL (National Securities Depository Limited) and CDSL – (Central Depository Services (India) Limited). As on 31<sup>st</sup> March, 2015 88,88,900 Equity shares representing 83.11% of the paid-up equity share capital have been dematerialized.

International Securities Identification Number (ISIN) of the Company for equity shares is INE 183D01010.

The Company has not issued any GDR/ADR Warrants or any other convertible instruments.

(xiv) Plant Location

: No.138, Sidco Industrial Estate,  
Ambattur, Chennai – 600 098.



## CYBELE INDUSTRIES LIMITED

(xv) Address for Correspondence

: **Registered Office & Factory :**  
No.138, Sidco Industrial Estate,  
Ambattur, Chennai – 600 098.  
Tel. No. 91-44-32958399  
Fax. No. 91-44-43111117  
E-mail : corporate@qflexcables.com

### DECLARATION BY MANAGING DIRECTOR

This is to declare that the respective Codes of Conduct envisaged by the Company for members of the Board and Senior management personnel have been complied with by all the members of the Board and Senior management personnel of the Company.

Place : Chennai  
Date : 30.05.2015

**P.A. Joykutty**  
Managing Director

### COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

#### AUDITORS CERTIFICATE

To

THE MEMBERS OF M/S. CYBELE INDUSTRIES LIMITED.

We have examined the compliance of conditions of Corporate Governance by M/s. Cybele Industries Ltd, for the period ended on 31<sup>st</sup> March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that, based on the confirmation given by the Registrars and Transfer Agent of the Company, as on 31<sup>st</sup> March, 2015 there were no investor grievances remaining unattended.

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 M/s. Karpagam & Co.,**  
**Chartered Accountants**

Place : Chennai  
Date : 30.05.2015

**S. SRIKANTH**  
Partner



## CYBELE INDUSTRIES LIMITED

### Auditor's Report

#### To the members of CYBELE INDUSTRIES LTD Report on Financial Statements:

We have audited the accompanying financial statements of M/s. **CYBELE INDUSTRIES LTD** which comprise the balance sheet as at 31.03.2015, the statement of profit and loss, and the cash flow statement for the year then ended and summary of 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 and presentation 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 rules 7 of the companies (Accts) Rules 2014. This responsibilities 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 applications 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 operation effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material miss statement, 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 in to account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report and the provisions of the act and the rules made there under.

We conduct 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 requirement and plan and

perform the audit to obtain reasonable assurance about whether the financial statements are free from material miss statement

An audit involves performing procedures to obtain audit evidence about the amount and disclosures in the financial statements. The procedures selected depend on the auditor's judgments, including the assessment of the risks of materials 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 true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose expressing an opinion on whether the company has in place an adequate internal financial control 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 audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### Opinion

In our opinion and to the best of our information's and according to the explanations given to us, the aforesaid financial statements, give the information's required by the act in the manor 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 31.03.2015 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 ( Auditors report) orders 2015 (the order) issued by the central government of India in terms of sub sec(11) of section 143 of the act, We give in the annexure a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.



## CYBELE INDUSTRIES LIMITED

- 2) As required by section 143 (3) of the act we report that.
- a) we have short and obtained all the information's and explanations which to the best of our Knowledge and believes were necessary for the purposes of our audit
  - b) In our opinion proper books of accounts as required by law have been kept by the company so far as its appears from our examination of those books.
  - c) The balance sheet, the statement of Profit and loss and 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 written representations received from the directors as on 31.03.2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31.03.2015 from being appointed as a director in terms of section 164 (2) of the act and
  - f) With respect to the other matters to be included in the auditors report in accordance with rule 11 of the companies (audit and auditors) rule 2014, in our opinion and to the best of our information's and according to the explanations given to us:
    - i) the companies dose not have any pending litigations which would impact its financial position
    - ii) the company did not have any long term contract including derivatives contracts for which there were any material foreseeable losses
    - iii) No amount is required to be transferred to the investor education and protection fund by the company

**For M/s Karpagam & Co**  
Chartered Accountants  
**S.SRIKANTH**

Partner

Date: 30.05.2015

Place: Chennai

Membership No: 26588

### Annexure to the Auditor's Report

The annexure referred to in Para 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report to the members of the Company for the year ended 31<sup>st</sup> March, 2015.

- 1) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The assets have been physically verified by the management at the end of financial year, which in our opinion is reasonable having regard to the size of the Company and the nature of its fixed assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- 2) a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- 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 are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The Company has maintained proper records of inventories. As explained to us, there were no materials discrepancies noticed on physical verification of inventories as compared to the book records.
- 3) a) During the year, 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.
- 4) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to



## CYBELE INDUSTRIES LIMITED

purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.

- 5) The company has not accepted Deposits from Directors and Inter Corporate. In our opinion and according to information and explanations given to us, all the directives issued by the Reserve Bank of India and provisions of Section 73 to 76 or any other relevant provisions of the Companies Act 2013, and the rules framed there under where applicable were complied with. Further, we are informed by the management that no order has been passed by the Companies Law Board or National Company Law Tribunal or RBI or any court or any Other Tribunal on the Company.
- 6) We have broadly reviewed the cost records maintained by the Company specified by the Central Government under sub Section (1) of section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have however not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- 7) a) According to the information and explanation given to us and on the basis of our examination of the records of the company, amount deducted/accrued in the books of accounts in respect of undisputed Statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Value Added Tax, Excise Duty, Cess and other material Statutory dues applicable have been regularly deposited with the appropriate authorities.  
b) According to the information and explanations given to us, no undisputed amounts payable in respect of income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty, Value Added Tax, Cess and other material statutory dues were in arrears as at 31<sup>st</sup> March, 2015 for a period of more than six months from the date they became payable.  
c) According to the information and explanation given to us no amount is required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
- 8) The company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- 9) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions and banks. The Company does not have any borrowings by way of debentures.
- 10) According to the information & explanation given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.
- 11) The loans outstanding at the beginning of the year and those raised during the year have been applied for the purpose for which they were raised.
- 12) In our Opinion and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.

For M/s Karpagam & Co  
Chartered Accountants  
**S.SRIKANTH**  
Partner  
Membership No; 26588

Date: 30.05.2015  
Place: Chennai



## CYBELE INDUSTRIES LIMITED

BALANCE SHEET AS AT 31.03.2015

Amount in Rupees

Particulars	Note No.	As at 31st March 2015	As at 31st March 2014
<b>A Equity and Liabilities:</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share capital	2	106,848,000	104,569,550
(b) Reserves and surplus	3	160,186,546	159,297,120
<b>(2) Non-current liabilities</b>			
(b) Deferred tax liabilities (net)	4	1,758,490	2,978,495
<b>(3) Current liabilities</b>			
(a) Short-term borrowings	5	25,067,823	14,746,226
(b) Trade payables	6	5,390,903	6,343,375
(c) Other current liabilities	7	61,530,765	54,759,409
(d) Short-term provisions	8	3,524,289	9,864,710
<b>TOTAL</b>		<b>364,306,816</b>	<b>352,558,885</b>
<b>B ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets	9	84,886,718	90,384,069
(ii) Intangible assets	10	-	1,000,000
(b) Non-current investments	11	58,078,386	45,500,000
<b>(2) Current assets</b>			
(a) Current investments			
(b) Inventories	12	204,142,154	198,475,874
(c) Trade receivables	13	8,877,488	6,801,774
(d) Cash and cash equivalents	14	692,348	254,917
(e) Short-term loans and advances	15	7,629,722	10,142,251
<b>TOTAL</b>		<b>364,306,816</b>	<b>352,558,885</b>
<b>See accompanying notes forming part of the financial statements</b>			

In terms of our report attached.

**For Karpagam & Co.**  
Chartered Accountants

**For and on behalf of the Board of Directors**

**S.Srikanth**  
Partner

**P.A.JOYKUTTY**  
Chairman & Managing Director

**THOMAS P JOY**  
Executive Director

**G BASKER**  
Chief Financial Officer

Place : Chennai  
Date :30-05-2015







## CYBELE INDUSTRIES LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2015

Amount in Rupees

Particulars	Note No.	For the year ended 31st March 2015	For the year ended 31st March 2014
<b>A CONTINUING OPERATIONS</b>			
1. Revenue from operations (gross)	16	108,452,017	126,284,230
Less: Excise duty & Sales tax			
Revenue from operations (net)		108452017	126284230
2 Other income	17	1003702	0
<b>3 Total revenue (1+2)</b>		<b>109455719</b>	<b>126284230</b>
<b>4 Expenses</b>			
(a) Cost of materials consumed	18	63952669	53779477
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	19	-486497	2979301
(d) Employee benefits expense	20	14175772	13622278
(e) Finance costs	21	2519705	1914024
(f) Depreciation and amortisation expense	22	10437451	7,159,069
(g) Other expenses	23	17279978	23624189
<b>Total expenses</b>		<b>107899078</b>	<b>103078338</b>
<b>5 Profit / (Loss) before exceptional and     extraordinary items and tax (3 - 4)</b>		<b>1556641</b>	<b>23205892</b>
6 Exceptional items	24		-
<b>7 Profit / (Loss) before extraordinary     items and tax (5 ± 6)</b>		<b>1556641</b>	<b>23205892</b>
8 Extraordinary items			
<b>9 Profit / (Loss) before tax (7 ± 8)</b>		<b>1556641</b>	<b>23205892</b>
<b>10 Tax expense:</b>			
(a) Current tax expense for current year	25	1887220	8141456
(e) Deferred tax	26	-1220005	-269538
<b>11 Profit / (Loss) for the year (9 ± 10)</b>		<b>889426</b>	<b>15333974</b>
<b>12 Earning per share basic &amp; Diluted</b>	27	<b>0.08</b>	<b>1.47</b>

See accompanying notes forming part of the financial statements.

In terms of our report attached,

For Karpagam & Co.  
Chartered Accountants

For and on behalf of the Board of Directors

S.Srikanth  
Partner

P.A.JOYKUTTY  
Chairman & Managing Director

THOMAS P JOY  
Executive Director

G. BASKER  
Chief Financial Officer

Place: Chennai  
Date: 30-05-2015



## CYBELE INDUSTRIES LIMITED

### Cash Flow Statement for the year ended 31 March, 2015

Particulars	In Rs.	
	For the year ended 31 March, 2015	For the year ended 31 March, 2014
<b>A. Cash flow from operating activities</b>		
Net Profit / (Loss) before extra ordinary items and tax	1,556,641	23,205,893
<i>Adjustments for:</i>		
Depreciation and amortisation	10,437,451	7,159,069
Finance costs	2,519,705	1,914,024
<b>Adjustments for (increase) / decrease in operating assets:</b>		
Inventories	(5,666,280)	463,248
Trade receivables	(2,075,714)	4,671,347
Short-term loans and advances	2,512,529	8,968,654
<b>Adjustments for increase / (decrease) in operating liabilities:</b>		
Trade payables	(952,472)	-7,406,751
Other current liabilities	6,771,356	-10,161,300
Short-term provisions	(8,227,641)	-18,669,198
<b>Net cash flow from / (used in) operating activities (A)</b>	<b><u>6,875,575</u></b>	<b><u>10,144,986</u></b>
<b>B. Cash flow from investing activities</b>		
Capital expenditure on fixed assets, including capital advances	(3,940,100)	-11,226,168
Purchase of long-term investments		
- Others	(12,578,386)	-
Proceeds from sale of long-term investments		
- Others		
Cash flow from extraordinary items		
<b>Net cash flow from / (used in) investing activities (B)</b>	<b><u>-16,518,486</u></b>	<b><u>-11,226,168</u></b>
<b>C. Cash flow from financing activities</b>		
Proceeds from issue of equity shares	2,278,450	-
Net increase / (decrease) in working capital borrowings	10,321,597	1,800,648
Finance cost	(2,519,705)	-1,914,024
<b>Net cash flow from / (used in) financing activities (C)</b>	<b><u>10,080,342</u></b>	<b><u>-113,376</u></b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b><u>437,431</u></b>	<b><u>-1,194,558</u></b>
Cash and cash equivalents at the beginning of the year	254,917	1,449,475
<b>Cash and cash equivalents at the end of the year</b>	<b><u>692,348</u></b>	<b><u>254,917</u></b>

See accompanying notes forming part of the financial statements

In terms of our report attached.

For Karpagam & Co.  
Chartered Accountants

For and on behalf of the Board of Directors

S.Srikanth  
Partner

P.A.JOYKUTTY  
Chairman & Managing Director

THOMAS P JOY  
Executive Director

G. BASKER  
Chief Financial Officer

Place : Chennai  
Date : 30-05-2015



## CYBELE INDUSTRIES LIMITED

### 1. SIGNIFICANT ACCOUNTING POLICIES

#### 1.1 Basis of preparation of financial statements:

The financial statements of the company are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historic convention on the accrual basis except for certain financial instruments which are measured at fair values. The company has prepared these financial statements to comply in all material respects 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.

#### 1.2 Use of estimates:

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period.

Estimates are based on the current events and actions and the actual results could differ from those estimates from period to period. Appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Changes in the estimates are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in the notes to the financial statements.

The management periodically assesses using external and internal sources whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the assets net selling price and values in use, which means the present value of future cash flows expected to arise from the continuing use of the assets and its eventual disposal. An impairment loss for an asset other than goodwill is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset other than good will is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

#### 1.3 Revenue Recognition:

The company follows the mercantile system of accounting and recognizes income on accrual basis, in accordance with the requirements of the companies Act, 2013.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be readily measured. For some of the services rendered, the company collects service tax on behalf of the government and therefore, it is not an economic benefit flowing to the company hence it is excluded from revenue.

Income from operations comprises of income from the following heads mainly freight forwarding, customs clearance, logistics and support services, warehousing etc., representing the gross value of service rendered by the company to its customers.

Interest is recognized using time proportion method based on the rates implicit in the transaction. Interest income is included under the "Other Income" in the statement of Profit and loss.

#### 1.4 Fixed Assets:

Fixed assets are stated at acquisition cost less accumulated depreciation and impairment if any. Direct costs are capitalized until fixed assets are ready for use. Computer equipment includes bought out software. Advances paid towards acquisition of fixed assets are disclosed as capital advances.

#### 1.5 Depreciation and amortization:

Depreciation on fixed assets is provided on straight line method. The depreciation rates prescribed in Part C of Schedule II to the companies Act, 2013 are considered as the minimum rates. Individual low cost assets (acquired for 5000/= less) are fully depreciated in the year of acquisition.



## CYBELE INDUSTRIES LIMITED

### 1.6 Inventories:

Inventories comprises of raw materials, work-in-process and finished goods pertaining to cable division and land bank pertaining to property division are valued at lower of cost and net realizable value.

### 1.7 Investments:

Trade investments are the investments made to enhance the company's business interests. Investments are either classified as current or long term based on managements intention at the time of purchase. Investments which are readily realize and intended to be held for not more than one year from the date on which investments are made, are classified as current investments.

Current investments are carried at the lower of cost and fair value of each

investment individually. Long term investments are carried at cost less provisions recorded to recognize any decline, other than temporary, in the carrying value of each investment.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

### 1.8 Employee Benefits:

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. Short term employee benefits in the nature of salary, wages, bonus, leave encashment and the expected cost of ex-gratia are recognized and accounted for on accrual basis in the period in which the employee renders the related service.

Provident fund and employees state insurance scheme is a defined contribution plan, each eligible employee and the company makes equal contributions at a percentage on the basic salary specified under the employee's provident fund and miscellaneous provision Act,1952 and employees state insurance act,1948 respectively. The company's contributions are charged

to the profit and loss account in the year when the contributions to the respective funds are due. The company has no further obligations under the plan beyond its periodic contributions.

### 1.9 Borrowing costs:

Borrowing costs are recognized as an expense in the period in which they are included.

### 1.10 Taxation:

Tax expenses comprise current tax. Current income tax measured at the amount expected to be paid to the tax authorities in accordance with the income tax act,1961. A provision is made for income tax annually based on the tax liability computed after considering tax allowances and exemptions. The tax rates and laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflects the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for earlier years. Deferred tax on timing differences between taxable income and accounting income is accounted for, using the tax laws enacted or substantially enacted as on the balance sheet date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for all deductible timing 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.

### 1.11 Cash and cash equivalents:

Cash and cash equivalents comprise cash and cash on deposit with banks. The company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

### 1.12 Cash flow statement:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.



## CYBELE INDUSTRIES LIMITED

### 1.13 Provisions:

Provisions are recognized when the company has a present obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

### 1.14 Segment Reporting:

The Company is engaged in the business of manufacture of Cables and Property development / real estate activities. The Company has no reportable geographical segments. The company has complied in accordance with Accounting Standard 17 on Segment Reporting issued by the Institute of Chartered Accountants of India.

### 1.15 Earnings per share:

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. For the purposes of calculating diluted earnings per share, the net profit 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.



## CYBELE INDUSTRIES LIMITED

Note on Accounts	As at March 31st 2015	As at March 31st 2014
<b>2 SHARE CAPITAL</b>		
Authorised		
11215500 equity shares of Rs.10/- each	112155000	112155000
Issued and subscribed		
10695800 equity shares of Rs.10/- each	106958000	106958000
Called and paid up		
For consideration other than cash		
576800 equity shares issued as bonus shares		
of Rs.10/- each for consideration other than cash		
out of the revaluation of the land	5768000	5768000
Issued to promoters of Asia Cables due to its merger		
as per BIFR order	56755000	56755000
For cash consideration		
4443500 shares of Rs.10/- each	44435000	
Less allotment money due	110000	
	<u>44325000</u>	<u>42046550</u>
<b>Total</b>	<b><u>106848000</u></b>	<b><u>104569550</u></b>
<b>3 RESERVES AND SURPLUS</b>		
Subsidy	195000	195000
General Reserve as per last balance sheet	159102120	143768146
General Reserve as per current balance sheet	889426	15333974
	<u>160186546</u>	<u>159297120</u>
<b>4 NON CURRENT LIABILITIES</b>		
Deferred tax liability		
Impact of differences between tax depreciation and depreciation		
charged in the financial statements	<u>1758490</u>	<u>2978495</u>
<b>5 CURRENT LIABILITIES</b>		
Short term borrowings	-	-
Working capital loan from bank	<u>25067823</u>	<u>14746226</u>
<b>6 TRADES PAYABLE</b>	<u>5390903</u>	<u>6343375</u>
Trade payables are dues in respect of purchases		
made/services received in the normal course of business		
<b>7 OTHER CURRENT LIABILITIES</b>		
Advanced recd. From customers	54970	25000
Mar gregorious college	-	-
Suji thomas	-	1626
Supreme Allied Products	-	500000
P.A.Joykutty	11843388	-
Rotomac Industries Madras	-	1504218
Annamma joy	7614657	-
Booking Advance for flats	27049385	40029308
Vijayshanthi builders ltd	11873592	12000000
Car Loan	<u>3094773</u>	<u>699257</u>
	<b><u>61530765</u></b>	<b><u>54759409</u></b>



## CYBELE INDUSTRIES LIMITED

	As at March 31st 2015	As at March 31st 2014
<b>8 SHORT TERM PROVISIONS</b>		
Provision for income tax	1887220	8141456
Provision for Sales tax, TDS	478579	698563
Provision for wages and Salary, E.S.I, P.F	1158490	1024691
	<b>3524289</b>	<b>9864710</b>

### 9 NON CURRENT ASSETS

#### FIXED ASSETS STATEMENT AS ON 31st MARCH, 2015.

(Rs.)

Particulars	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	Cost of Acquisition 01/04/2014	Additions	Deletions	Cost of Acquisition 31/03/2015	Rate	Depreciation as on 31/03/2014	Depreciation for the Year	Depreciation as on 31/03/2015	W.D.V as on 31/03/2014	W.D.V as on 31/03/2015
Land	41287323	0	0	41287323	—	0	0	0	41287323	41287323
Building - Factory	20641122		0	20641122	3.17%	1411271	580395	1991666	19229851	18649456
Plant and Machinery	50468717	0	0	50468717	6.33%	34963246	5849606	40812854	15505471	9655863
Lab Equipments	187157	29610	0	216767	9.50%	98227	39329	137556	88930	79211
Air Conditioners	1606969	33750	0	1640719	9.50%	371483	181604	553087	1235486	1087632
Office Equipments	2266235		0	2266235	19.00%	2266235	-16644	2249591	0	16644
Xerox Machine	142140	0	0	142140	19.00%	142140	0	142140	0	0
Furniture & Fittings	5284120		0	5284120	9.50%	1708960	603749	2312729	3575140	2971391
Motor Car (Vehicles)	21648889	3846740		25495629	11.88%	12320580	2219603	14540183	9328309	10955448
Motor Cycle	264230		0	264230	9.50%	130671	-995	129676	133559	134554
Tools & Dies	271450	0	0	271450	6.33%	271450		271450	0	0
Computers	1954481	30000	0	1984481	31.67%	1954481	-19198	1935283	0	49198
<b>Total</b>	<b>146022833</b>	<b>3940100</b>	<b>0</b>	<b>149962933</b>		<b>55638764</b>	<b>9437451</b>	<b>65076215</b>	<b>90384069</b>	<b>84886718</b>
Previous Year	134796665	11226168	0	146022833		49479695	6159069	55638764	85316970	90384069

	As at March 31st 2015	As at March 31st 2014
<b>10 INTANGIBLE ASSET</b>		
GOOD WILL		1000000
<b>11 NON CURRENT INVESTMENT</b>		
1.Rotomac Industries Madras	54880000	44800000
2.Technilek	700000	700000
3.Investment in shares	2498386	-
<b>Total</b>	<b>58078386</b>	<b>45500000</b>
<b>12 CURRENT ASSETS</b>		
<b>INVENTORIES</b>		
Land at Kandigai	25111683	28573045
Land for Real Estate	163943719	156070489
Raw Material	2144377	1356462
Finished goods	7093385	11856617
Work in process	2063425	619261
Bought out goods	3785565	-
	<b>204142154</b>	<b>198475874</b>



## CYBELE INDUSTRIES LIMITED

	As at March 31st 2015	As at March 31st 2014
<b>13 TRADE RECEIVABLES</b>	<u>8877488</u>	<u>6801774</u>
<b>14 CASH AND CASH EQUIVALENTS</b>		
Cash at Bank	677307	217696
Cash on Hand	15041	37221
	<u>692348</u>	<u>254917</u>
<b>15 SHORT TERM LOANS AND ADVANCES</b>		
Deposits	660215	871445
Advance and Deposits Arjuna Reddy	6419507	6255315
Advance Tax IT	550000	2800000
Tax paid at source	-	3377
Excise duty	-	212114
	<u>7629722</u>	<u>10142251</u>
<b>16 INCOME FROM OPERATIONS</b>		
Sales of cables	65306835	63117872
Income from real estate activities	39874435	63166358
sale of bought out goods	3270747	-
Income from operations (net)	<u>108452017</u>	<u>126284230</u>
<b>17 OTHER INCOME</b>		
Discount received	13484	-
service charges	123750	-
Bad debts recovery	866468	-
	<u>1003702</u>	<u>-</u>
<b>18 COST OF MATERIALS CONSUMED</b>		
Opening stock raw material	1356462	998074
Add purchases	61279222	48641830
	<u>62635684</u>	<u>49639904</u>
Less excise and sales tax input credit		
Less closing stock raw material	2144377	1356462
Rawmaterial consumption      A	<u>60491307</u>	<u>48283442</u>
opening stock-Land	184643534	182485869
Add purchases	7873230	7653700
	<u>192516764</u>	<u>190139569</u>
Less closing stock -Land	189055402	184643534
	<u>3461362</u>	<u>5496035</u>
Total consumption                      B A+B	<u>63952669</u>	<u>53779477</u>



## CYBELE INDUSTRIES LIMITED

	As at March 31st 2015	As at March 31st 2014
<b>19 CHANGES IN INVENTORIES</b>		
Opening stock - work in process	619261	1537868
- Finished goods	11856617	13917311
	<u>12475878</u>	<u>15455179</u>
Less closing stock - work in process	2063425	619261
- finished goods	10878950	11856617
	<u>-466497</u>	<u>2979301</u>
<b>20 EMPLOYEE BENEFIT EXPENSES</b>		
Salary	11185958	11043041
Wages	618652	407662
Gratuity	44400	24923
Staff welfare	836592	626681
Contract labour wages	1055667	1134519
EPF Contribution	259507	225986
ESI Contribution	174996	159466
Exgratia		
	<u>14175772</u>	<u>13622278</u>
<b>21 FINANCE COST</b>		
Interest on car loan	194014	147359
CC Interest	2003773	1766665
Interest on loan	321918	-
	<u>2519705</u>	<u>1914024</u>
<b>22 DEPRICIATION AND AMORTISATION EXPENSES</b>		
<b>DEPRICIATION</b>		
Goodwill Return off	9437451	6159069
	<u>1000000</u>	<u>1000000</u>
	<u>10437451</u>	<u>7159069</u>
<b>23 OTHER EXPENSES</b>		
Consumable stores	256105	241920
Freight inwards	150734	92865
Labour Charges	93013	2915
Packing Materials	-	-
Electricity Charges	2415796	2380132
Machinery maintenance	191018	326552
Property tax	112890	233566
Audit fees	276854	154500
Books and periodicals	1176	1880
Computer maintenance	37902	52152
Despatch expenses	24551	14520
Freight outwards	355478	340460
Fuel expenses	489078	557631
Handling expenses	-	23611
Income tax	839681	270357
Inspection charges	126934	61656
Loading and unloading charges	3240	5689
Sales promotion exp	308475	2114451
Telephone charges	410726	250207
Testing charges	-	5058
Advertisement	1032043	1066548



## CYBELE INDUSTRIES LIMITED

	As at March 31st 2015	As at March 31st 2014
Bad debts	-	3395454
Bank charges	462015	231139
Buisiness promotion expenses		
Commission	4575	3000
Donation	160000	305000
Electrical maintenance	253738	322061
Insurance	485347	215068
Micelleneous expenses	522150	269852
Office Maintenance	24414	41165
Postage and telegram	47593	74500
Printing and stationery	268027	300020
Professional fees	163800	7500
Rates and taxes	236836	306723
Loss on investments	509170	-
Repairs and maintenance - building	955875	2737629
Share maintenance expenses	211842	160532
Travelling and conveyance	2949921	1087993
Vehicle maintenance	345523	527759
Rounding off,	-1326	141
Consultation charges	62200	57100
Discount allowed	6438	38688
Legal exp	-	78890
Membership fees	20955	11000
Land development expenses	2452500	5247063
Clearing Charges & Customs Duty		
Excise Duty Paid		
Ayudha Pooja Expenses	5071	9242
Service Charges	7620	-
	<b>17279978</b>	<b>23624189</b>
<b>24 EXCEPTIONAL ITEM</b>	-	-
<b>25 CURRENT TAX</b>	1,887,220	8141456
<b>26 DEFERRED TAX</b>		
Written down value as per company act-84886718		
Written down value as per I.T act	-79195810	
Difference	5690908	
30.90%	1758490	
Less	2978495	
	-1220005	-269538
<b>27 Earning per share</b>	0.08	1.47
<b>28</b> Balances of the sundry debtors and sundry creditors are subject to confirmation.		



## CYBELE INDUSTRIES LIMITED

	As at March 31st 2015	As at March 31st 2014
29 Related party disclosure		
There are no related party transactions during the year		
30 Remuneration to Directors	1560000	1560000
31 Auditors remuneration	160000	125000
32 The company operate in two segments namely, Cables and wires and property development		

In terms of our report attached.

**For Karpagam & Co.**  
Chartered Accountants

**S.Srikanth**  
Partner

Place : Chennai  
Date :30-05-2015

**For and on behalf of the Board of Directors**

**P.A.JOYKUTTY**  
Chairman & Managing Director

**THOMAS P JOY**  
Executive Director

**G. BASKER**  
Chief Financial Officer



**CYBELE INDUSTRIES LIMITED**

Regd. Office : 138, Sidco Industrial Estate, Ambattur, Chennai - 600 098.

**ATTENDANCE SLIP - AGM**

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

Name of the attending member .....

Folio No. .... No. of Shares .....

DP Id\* : .....

Client Id\* : .....

\*(Applicable to investors holding shares in electronic form)

Name of Proxy\* .....

\*(If proxy attends instead of member)

I hereby register my presence at the Twenty Second Annual General Meeting of the Company.

Venue : Registered Office at No.138, SIDCO Industrial Estate, Ambattur, Chennai - 600 098

Date : Wednesday, the 30<sup>th</sup> September, 2015

Time : 10.00 A.M

**REQUEST TO MEMBERS**

1. Members and their proxies / bodies corporate should bring the attendance slip duly filled in for attending the Meeting.
2. Members are requested to bring their copies of Annual Report to the Meeting.
3. Members are requested to note that no gifts will be distributed at the Meeting.

Signature of Member / Proxy

-----Tear here-----

**CYBELE INDUSTRIES LIMITED**

Regd. Office : 138, Sidco Industrial Estate, Ambattur, Chennai - 600 098.

**PROXY FORM - AGM**

Folio No. ....

DP Id\* : .....

Client Id\* : .....

\*(Applicable to investors holding shares in electronic form)

I / We ..... being a Member / Members

of Cybele Industries Limited hereby appoint .....

of ..... in the district of ..... or failing him .....

of ..... in the district of ..... as my / our proxy to attend and vote for

the 30th September, 2015 at 10.00 a.m. and at any adjournment thereof.

Signed this ..... day of ..... 2015

For Office Use	
Proxy No.	
Date of receipt.	
No. of shares	

Affix Rs.1  
Revenue  
Stamp

N.B. : The instrument appointing proxy should be deposited with Company's Registered Office / Factory at least 48 hours before the commencement of the meeting.

\* Please fill in the particulars as given in the address slip



Book - Post  
Printed Matter

To

*If undelivered, Please return to :*

**CYBELE INDUSTRIES LIMITED**

No. 138, Sidco Industrial Estate, Ambattur; Chennai - 600 098