

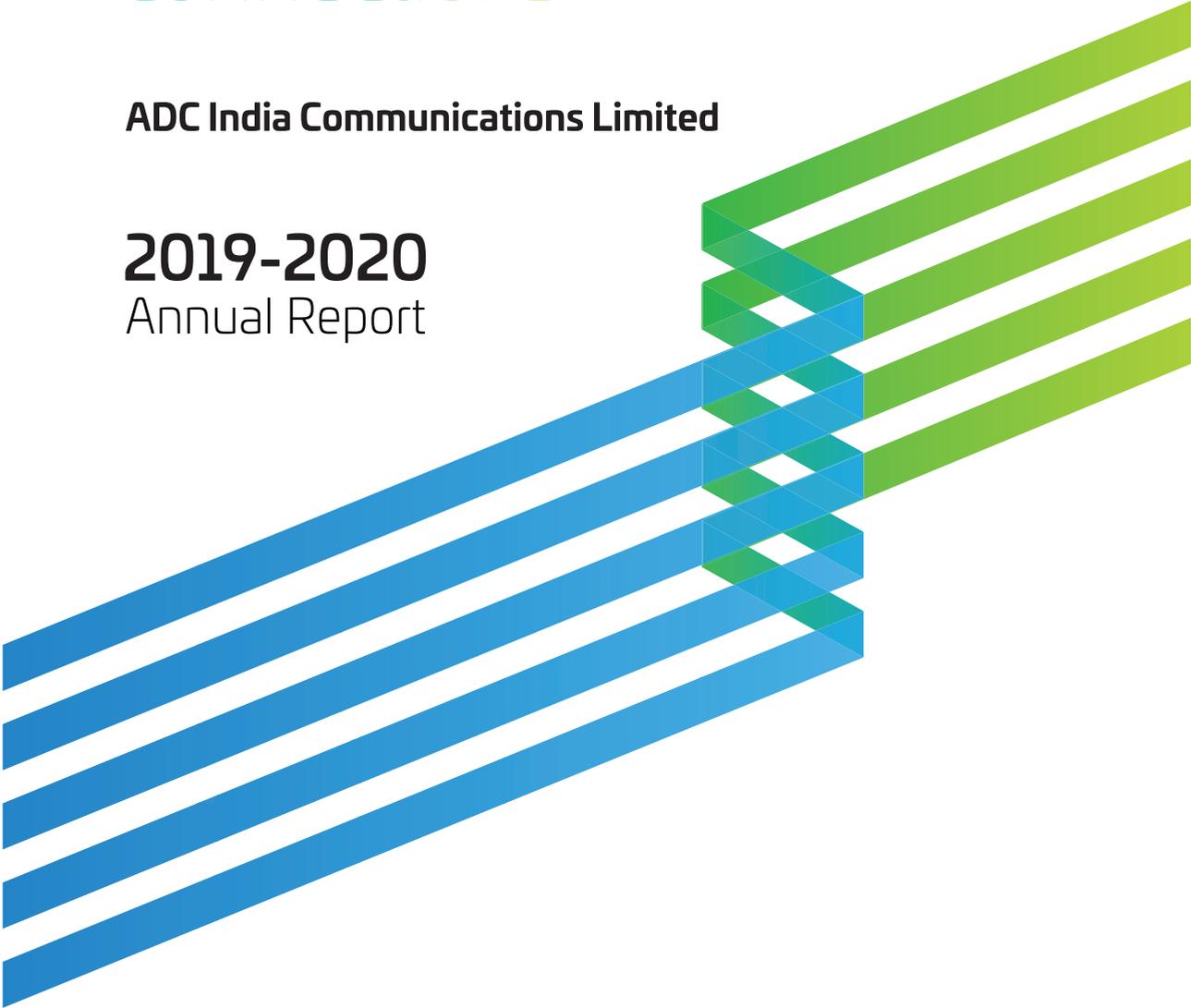
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ADC India Communications Limited

2019-2020
Annual Report



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. S. Devarajan	- Chairman & Independent Director
Mr. J. N. Mylariaiah	- Managing Director
Mrs. Revathy Ashok	- Independent Director
Mr. Ravi Bosco Rebello	- Nominee Director

KEY MANAGERIAL PERSONNEL

Mr. J.N. Mylariaiah	- Managing Director
Mr. Rakesh Bhanushali	- Chief Financial Officer
Mr. R. Ganesh	- Company Secretary

Registered Office and Factory

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

Statutory Auditors

Deloitte Haskins & Sells
Chartered Accountants

Secretarial Auditors

M/s. V. Sreedharan and Associates
Company Secretaries

Internal Auditors

M/s. Gnanoba & Bhat
Chartered Accountants

Bankers

Bank of America
Canara Bank
Citibank NA

Registrar & Share Transfer Agents

KFin Technologies Private Limited
Selenium Tower B
Plot No. 31-32, Financial District
Nanakramguda, Gachibowli
Hyderabad - 500 032
Ph: 040-67161509 / 67161592
Fax: 040-23001153
E-mail: einward.ris@kfintech.com

CORPORATE INFORMATION**BOARD OF DIRECTORS**

From left to right – Mrs. Revathy Ashok (Independent Director),
Mr. S.Devarajan (Chairman & Independent Director),
Mr. J.N.Mylaraiah (Managing Director), Mr. Ravi Bosco Rebello (Nominee Director)

BOARD'S REPORT

To the Members,

The Board of Directors have pleasure in presenting the 32nd Annual Report on the business and operations of your Company, along with the audited financial statements for the financial year ended March 31, 2020.

Financial Results

Key highlights of the financial results of your Company prepared as per the Indian Accounting Standards ("Ind AS") for the financial year ended March 31, 2020 are provided below:

(Rs. in lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Revenue from operations	7812.99	8562.21
Other Income	139.08	305.76
Total Revenue	7952.07	8867.97
Profit before depreciation and Tax	618.75	900.40
Depreciation	97.33	32.58
Profit before Tax	521.42	867.82
Tax Expense	141.69	281.49
Profit after Tax	379.73	586.33
Other Comprehensive Income	(7.28)	3.24
Total Comprehensive Income	372.45	589.57

FINANCIAL PERFORMANCE

With the announcement of countrywide Lockdown by Government from March 24, 2020 to contain the spread of Covid-19 the office & factory remained closed from March 24, 2020 until March 31, 2020. Consequently, the revenue and profits of the fourth quarter of the financial year 2019-20 was impacted.

In the financial year 2019-20 the overall revenue from operations declined by 8.75% over that of previous year. Revenue from the Telecommunication business declined by 34% and the revenue from IT-Networking (Enterprise network) business declined by 5% over that of previous year. Profit before tax for the year declined by 40% over that of previous year mainly on account of decreased turnover and reduction in interest and rental income.

DIVIDEND

Your Directors have recommended a dividend of Rs. 2.00 per equity share, of the face value of Rs. 10/- each, to be appropriated from the profits of the financial year ended March 31, 2020, subject to the approval by the Members at the ensuing Annual General Meeting.

TRANSFER TO RESERVES

The Company has not transferred any amount to the Reserves for the financial year ended March 31, 2020.

SHARE CAPITAL

The Company's paid up Share Capital continues to stand at Rs. 460 lakhs as on March 31, 2020 and there has been no change in the capital structure of the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loan or guarantees or made investments covered under the provisions of section 186 of the Companies Act, 2013 during the year ended March 31, 2020.

SUBSIDIARY / ASSOCIATES / JOINT VENTURE COMPANIES

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

BUSINESS AND OPERATIONS

As we emerge from the Covid-19 pandemic health emergency, with this "new normal" your company was fully prepared towards return to work with primary focus on the health & safety of employees first. This will be a new normal and difficult challenge, which would be resolvable in the near term. In many ways trickier, your company is constantly determining what the mid to long term implications of the crisis are and how your company should respond strategically.

Regardless of the shape of recovery & time, your company firmly believe that we will emerge from the crisis stronger than before by realigning cost structure and sharpen overall productivity. Your company Board and Risk Management Committee has always looked at worst case scenario of times like these & built a portion of the strong financials by making right decision which is sustainable and consistent over years.

With Economic activities on downturn, we do see challenge in short term in both Enterprise and Telecom market growth, which would continue to grapple with fewer orders as the markets have shrunk due to Covid-19 which in-turn put pressure on margins in the market place for every single opportunity. With this new normal, we do expect the market to take longer time to bounce back, even though we could see some surge in business immediately after the lockdown is lifted.

Your company would see an impact in the Enterprise Network copper business as we continue to see work from home adoption growing with office space expansion requirements coming down and going slow in short term. However, we do see continues growth in Fiber Business over copper due to multifold increase in Bandwidth requirements, with denser wireless & deeper fiber deployments across the upcoming infrastructure projects.

With stable Government in place, policy decision-making being quick and recent stimulus package announcement due to Covid-19, towards Infrastructure growth would improve the overall business sentiment and investments in next few Quarters. Market are expected to improve driven by investments in Infrastructure projects, Defense sector, BFSI, Pharma, Healthcare, E-commerce, Manufacturing, Digital India and Smart city initiatives where your Company will be able to favorably participate in the areas of its strength within each opportunity as the market activities picks up.

During the year, your company will continue its focus on sustaining revenues and profitability by realigning cost structure by looking at ways of cost reduction to be competitive in the market place.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 of SEBI (LODR) Regulations, 2015, the Management Discussion and Analysis Report for the year under review, is presented in a separate section forming part of the Annual Report.

DIRECTORS

Pursuant to the provisions of section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Ravi Bosco Rebello retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for re-appointment.

INDEPENDENT DIRECTORS

The Company has received declarations from the Independent Directors of the company under Section 149(7) of the Companies Act, 2013, confirming that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has also received declarations from the Independent Directors of the company under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 confirming that they have registered themselves with the Indian Institute of Corporate Affairs, Manesar (IICA) for inclusion of their name in the data bank maintained by IICA in compliance of Rule section 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

KEY MANAGERIAL PERSONNEL

There were no changes in the Key Managerial Personnel of the Company during the year.

BOARD MEETINGS

Six Board meetings were held during the financial year 2019-20 on May 28, 2019; July 16, 2019; August 05, 2019; November 05, 2019; January 30, 2020 and March 02, 2020. The details of meetings held by various Committees of the Board are given in the Corporate Governance Report.

AUDIT COMMITTEE

The composition and terms of reference of the Audit Committee is given in the Corporate Governance Report. The Board has accepted all the recommendations made by the Audit Committee.

DIRECTORS RESPONSIBILITY STATEMENT

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

- a. In the preparation of Annual Accounts, the applicable Accounting Standards have been followed with no material departures;
- b. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial

year and of the profit of the Company for that period;

- c. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. 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 have been operating effectively; and
- f. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

DIRECTORS' APPOINTMENT AND REMUNERATION

Considering the requirements of the skill-sets on the Board, persons having professional expertise in their individual capacity as independent professionals and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee for appointment of new Directors on the Board. The Non-Executive Independent Directors appointed on the Board are paid sitting fees for attending the Board and Audit Committee Meetings. No other remuneration or commission is paid to the Non-Executive Independent Directors. Non-Executive Non-Independent Directors are neither paid any sitting fees nor paid any commission. The remuneration paid to the Managing Director is governed by the relevant provisions of the Companies Act, 2013, rules of the Company and Members approval. Executive Compensation Policy Guidelines has been placed on the Company's website www.adckcl.com/AboutADC/Policies.

BOARD EVALUATION

The Company's Policy and Process for Board evaluation lays down a structured questionnaire to be used in the evaluation of the entire Board of the Company, Board Committees and Individual Directors. This Policy has been displayed in the Company's website www.adckcl.com.

Using the structured questionnaire, the Board of Directors has carried out an annual evaluation of its

own performance, Board Committees and individual Board members pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations. The Directors have expressed their full satisfaction with the performance of the Board, Board Committees and the members of the Board.

Further, the Independent Directors, at their meeting held during the year, reviewed the performance of the Board, Non-Independent Directors and other matters as stipulated under the SEBI Listing Regulations.

CORPORATE GOVERNANCE

Your Company has always practiced sound corporate governance and has complied with various provisions of Corporate Governance.

As required under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") Corporate Governance Report together with the certificate from Statutory Auditors of the Company on compliance with the conditions of corporate governance stipulated in the SEBI Listing Regulations during the year ended March 31, 2020 is provided in a separate section of the Annual Report.

CODE FOR PREVENTION OF INSIDER TRADING

Your Company has adopted a Code of Conduct to regulate, monitor and report trading by designated persons and their immediate relatives as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code of practices and procedures for fair disclosure of unpublished price sensitive information which has been displayed on the Company's website at www.adckcl.com.

WHISTLE BLOWER MECHANISM

The Company has established a mechanism called "Vigil Mechanism Policy" for employees, directors and others who are associated with the Company to report to management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The Policy provides adequate safeguards against victimization of employees/directors who avail the mechanism. The Vigil Mechanism also cover the Whistle Blower mechanism aspect as stipulated under the Companies Act, 2013 and the SEBI Listing Regulations. The Company affirms that no person has been denied access to the Audit Committee in this respect. The policy has been communicated to all employees by displaying the same on the Company's website.

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

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

The Company has not received any complaint of sexual harassment during the year under review.

RISK MANAGEMENT

The Company has formed a Risk Management Committee and the constitution and terms of reference of this Committee are set out in detail in the Corporate Governance Report. The Risk Management Committee at its meeting held on March 02, 2020 discussed the various risks encountered by the Company and the processes adopted by the Company to mitigate these risks. The same was also reviewed by the Board of Directors at its meeting held on the same day.

RELATED PARTY TRANSACTIONS

The Related Party Transaction Policy for determining the materiality of related party transactions and on the dealings with related parties has been displayed in the Company's website www.adckcl.com.

All transactions with related parties are placed on a quarterly basis before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the Transactions which are foreseeable and of a repetitive nature.

All transactions with related parties during the year were in the ordinary course of business and at arm's length. There are no related party transactions during the year having potential conflict with the interest of the Company at large. The details of related party transactions are disclosed in Note No. 32 to the Financial statements. Information pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 on Material Related Party Transactions for the financial year ended March 31, 2020 in the prescribed Form AOC-2 is annexed to this report as Annexure A.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

Your Directors to the best of their ability have laid down internal financial controls to be followed by the Company, which they believe are adequate keeping in view the size and nature of Company's business. Adequate financial procedures are in place to ensure that all the assets are safeguarded, protected against loss and all transactions are authorized, recorded and reported correctly. This ensures the quality and reliability of financial data, financial statements and financial reporting.

Your Company's internal financial controls are deployed through an internally evolved framework that address material risks in your Company's operations and financial reporting objectives, through a combination of entity level controls and process controls (both manual and automated), information technology based controls, period end financial reporting and closing controls and through internal audit. The Audit Committee of the Board reviews the adequacy of internal financial controls on an ongoing basis to identify opportunities for improvement in the existing systems to further strengthen the internal control environment in your Company.

AUDITORS AND AUDITORS' REPORT

At the 31st Annual General Meeting of the Company held on July 29, 2019 M/s. Deloitte Haskins & Sells were appointed as the Statutory Auditors of the Company for a term of three years, to hold office from the conclusion of the 31st Annual General Meeting until the conclusion of the 34th Annual General Meeting to be held in the year 2022.

The Auditors report for the financial year ended March 31, 2020 does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT

Pursuant to the provisions of section 204 of the Companies, 2013 and the Rules made thereunder, M/s.V.Sreedharan and Associates, Practicing Company Secretaries were appointed as the Secretarial Auditors to conduct a secretarial audit of the Company's Secretarial and related records for the financial year 2019-20. The Secretarial Auditors' Report in Form MR-3 for the financial year ended March 31, 2020 is annexed to this Report as Annexure B. The secretarial audit report does not contain any qualification, reservation or adversere mark.

REPORTING OF FRAUDS

During the year there was no instance of fraud which required the Statutory Auditors to report under section 143(12) of the Companies Act, 2013 and the Rules framed thereunder.

SECRETARIAL STANDARDS

The Company has complied with all applicable secretarial standards issued by the Institute of Company Secretaries of India.

CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has spent an amount of Rs.14 lakhs towards various CSR Programs undertaken by the Company during the year. Education and Health were the focal areas during the year. The Annual Report on CSR activities is in accordance with the Companies (Corporate Social Responsibility) Rules, 2014 is annexed to this Report as Annexure C.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

A. Conservation of Energy

During the year under review, the company continued its focus at every area on the energy conservation measures including highly effective preventive maintenance of various equipment.

B. Research and Development

- 5S+1 implementation-Operational excellence initiative at plant which contributed to 2500 Square feet of free space in warehouse.
- Introduced products that would cater to Telecom and Enterprise market such as High-density Fiber optic Equipment Panels to meet today's high-density environments. Armored Fiber Optic cords to meet specific requirement in Data centers to protect from rodents and continued focus on a Standard-compliant product portfolio to increase reach in SMB segment and tier-2 cities across the country.

MANAGERIAL REMUNERATION AND RELATED DISCLOSURES

The details of the remuneration paid to the Directors of the Company is mentioned in the Report of Corporate Governance. The disclosure pursuant to

the provisions of section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this report as Annexure D.

PARTICULARS OF EMPLOYEES

The information pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules") in respect of employees of the Company forms part of this report. However, in terms of Section 136 of the Companies Act, 2013, the Board's Report and Financial Statements are being sent to the Members of the Company and others entitled there to, excluding the statement of particulars of employees under Rule 5(2) of the Rules. The statement of particulars of employees is available for inspection by the Members of the Company at the Registered Office of the Company during business hours on working days of the Company up to the date of the 32nd Annual General Meeting. Any Member interested in obtaining a copy of the said statement may write to the Company Secretary at the address of the Registered Office of the Company.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules'), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India, after the completion of seven years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years shall also be transferred to the demat account of the IEPF Authority

Accordingly, during the financial year 2019-20 unclaimed dividend amount of Rs. 0.77 lakhs pertaining to dividend declared for the financial year 2010-11 was transferred to the Investor Education and Protection Fund on April 15, 2019 and Rs.0.32 lakhs pertaining to dividend declared for the financial year 2011-12 was transferred to the Investor Education and Protection Fund on September 30, 2019. Further, in terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, the

Company transferred the corresponding shares, where the dividends for the last seven consecutive years have not been claimed by the concerned shareholders to the demat account of the IEPF Authority on April 10, 2019 & April 30, 2019 and September 05, 2019 respectively.

FOREIGN EXCHANGE EARNINGS AND OUTFLOW

During the year there was no Foreign Exchange earnings and the Foreign Exchange outflow was Rs.0.89 lakhs.

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of section 92(3) and section 134(3)(a) of the Companies Act, 2013 an extract of the annual return for the year ended March 31, 2020 in Form MGT-9 is annexed to this report as Annexure E. Additionally, a copy of the annual return for the financial year 2018-19 has been placed on the Company's website www.adckcl.com/investor-relations/Annual-Reports.

MATERIAL CHANGES AND COMMITMENTS BETWEEN END OF FINANCIAL YEAR AND DATE OF THE REPORT

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

WEBSITE OF THE COMPANY

The Company has a website www.adckcl.com where information related to the Company are provided.

DEPOSITS

During the year under review, the Company has not accepted any deposits falling under the ambit of section 73 of the Companies Act, 2013 and as

such, no amount on account of principal or interest on deposits was outstanding as on the date of the Balance Sheet.

LISTING

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

COST RECORDS AND COST AUDIT

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable to the business activities carried out by the Company.

SIGNIFICANT AND MATERIAL ORDERS

There are no significant material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's future operations.

ACKNOWLEDGEMENTS

Your Directors place on record its appreciation for the contributions made by the employees of the Company during the year under review. Your Directors also thank the customers, channel partners, distributors, vendors and bankers for their support and co-operation during the year. Your Directors also thank the Promoters of the Company for their advice and assistance during the year.

For and on behalf of the Board of Directors

S.Devarajan
Chairman

J.N.Mylaraiah
Managing Director

Place: Bangalore
Date: May 20, 2020

ANNEXURE 'A' TO THE BOARD'S REPORT

**PARTICULARS OF CONTRACTS/ARRANGEMENTS MADE WITH RELATED PARTIES
FORM NO. AOC-2**

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

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

The Company has not entered into any contract or arrangement or transactions with its related parties which is not at arm's length during the financial year 2019-20

2. Details of material contracts or arrangements or transactions at arm's length basis:

Details of material contracts or arrangements or transactions with related parties at arm's length basis during the financial year 2019- 20 are as given below:

Name of the Related Party and Nature of Relationship	Andrew Telecommunications India Private Limited - Fellow Subsidiary
Name of Contracts / arrangements / transactions	Purchase of Goods
Duration of Contracts / arrangements / transactions	Ongoing Contracts / arrangements / transactions
Salient terms of the contracts or arrangements or transactions including the value, if any	These transactions are in the ordinary course of business and are conducted on an arm's length basis. Amount Rs. 3298.55 lakhs
Date(s) of approval by the Board, if any	Not applicable since the transaction is in the ordinary course of business and at arm's length
Amount paid as advances, if any	Nil

For and on behalf of the Board of Directors

S.Devarajan
Chairman

J.N.Mylaraiah
Managing Director

Place: Bangalore
Date: May 20, 2020

ANNEXURE 'B' TO THE BOARD'S REPORT

Form No. MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED: MARCH 31, 2020

[Pursuant to Sub Section (1) of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members

**ADC INDIA COMMUNICATIONS LIMITED
No.485/8A and 8B, 14th Cross, 4th Phase,
P.B.No.5812, Peenya Industrial Area,
Bangalore - 560058**

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

Based on our verification of the 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 financial year ended on March 31, 2020 (the audit period) 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 the Company during the audit period according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment. The Company has not made any Overseas Direct Investment and has no External Commercial Borrowings during the period under review.
- (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, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit Period);**
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit Period);**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period);**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the Company during the Audit Period);**
 - h. The securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit Period);** and
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Other Laws Applicable Specifically to the Company namely:
- a. Factories Act, 1948 & the Central Rules or concerned State Rules, made thereunder.
 - b) Boilers Act, 1923 & Rules made thereunder.
 - c) Environment (Protection) Act, 1986.
 - d) The Water (Prevention and Control of Pollution) Act, 1974 & Central Rules/ concerned State Rules.
 - e) The Air (Prevention and Control of Pollution)

- Act, 1981 & Central Rules/ concerned State Rules.
- f) Hazardous Wastes (Management and Handling) Rules, 1989.
 - g) The Contract Labour (Regulation and Abolition) Act, 1970 & its Central Rules/ concerned State Rules.
 - h) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 & EPF, FPF Schemes.
 - i) The Employees' State Insurance Act, 1948 & its Central Rules / concerned State Rules.
 - j) The Minimum Wages Act, 1948 & its Central Rules/ concerned State Rules/ Notification of Minimum Wages applicable to various class of industries/ Trade.
 - k) The Payment of Wages Act, 1936 & its Central Rules/ concerned State Rules if any.
 - l) The Payment of Bonus Act, 1965 & its Central Rules/ concerned State Rules if any.
 - m) The Payment of Gratuity Act & its Central Rules/ concerned State Rules if any.
 - n) The Maternity Benefit Act, 1961 & its Rules.
 - o) The Equal Remuneration Act, 1976.
 - p) The Industrial Employment (Standing Orders) Act, 1946 & its Rules.
 - q) The Apprentices Act, 1961 & its Rules.
 - r) The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959.
 - s) The Workmen's Compensation Act, 1923.
 - t) The Industrial Dispute Act, 1947.
 - u) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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

- a. Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meeting.
- b. Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

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

Pursuant to the provisions of sub-rule (4A) of rule 5 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, Form No. IEPF-1A is yet to be filed by the Company.

Pursuant to the provisions of sub-rule (13) of rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, Form No. IEPF-7 is yet to be filed by the Company.

We have not examined compliance with applicable Financial Laws, like Direct and Indirect Tax Laws, since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, including agenda and detailed notes on agenda were sent at least seven days in advance except with respect to those agenda items which the Company deemed to be unpublished price sensitive information (UPSI), 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.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous, and no dissenting views have been recorded.

We further report that based on the review of the compliance mechanism adopted by the Company of providing adequate presentations by the concerned departments' heads at the Board Meetings, regarding compliance with the applicable laws and its adherence, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there was no event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.,

For V. SREEDHARAN & ASSOCIATES

Company Secretaries

(Devika Sathyanarayana)

Partner

ACS:16617; CP No.17024

UDIN number A016617B000253911

Place: Bengaluru

Date: 19/05/2020

This report is to be read with our letter of even date which is annexed as Annexure 1 and forms an integral part of this report.

Annexure 1

To

**The Members
ADC INDIA COMMUNICATIONS LIMITED
No.485/8A and 8B, 14th Cross, 4th Phase,
P.B.No.5812, Peenya Industrial Area,
Bangalore - 560058**

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the company. 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 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. Wherever 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 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.

For V. SREEDHARAN & ASSOCIATES

Company Secretaries

(Devika Sathyanarayana)

Partner

ACS:16617; CP No.17024

UDIN number A016617B000253911

Place:Bangaluru

Date : 19/05/2020

ANNEXURE 'C' TO THE BOARD'S REPORT - ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1	A brief outline of the Company's 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.	<p>The Company's CSR Policy is placed on Company's website www.adckcl.com. The focus areas for the CSR programs/projects to be undertaken by the Company under this policy shall be in the following areas:</p> <ul style="list-style-type: none"> i. Environment: To undertake activities in relation to increasing accountability through investments in energy and the environment, ensuring environmental sustainability, ecological balance, conservation of natural resources etc. ii. Health and Wellness: To promote healthcare including preventive health care and sanitation and to undertake other activities in relation to health and wellness. iii. Education: Fostering innovation through investment in education, vocation skills among children, women and elderly persons emphasizing on science, technology, engineering and mathematics. iv. Technology: To contribute to technology incubators located within academic institutions approved by the Central Government. v. Disaster Relief: To contribute to disaster relief efforts in compliance with legal guidelines.
2	Composition of CSR Committee	<ul style="list-style-type: none"> 1. Ms. Revathy Ashok – Chairman of the Committee & Independent Director 2. Mr. S. Devarajan – Independent Director 3. Mr. J.N. Mylariaiah – Managing Director
3	Average net profit of the Company for last three financial years (Amount in Lakhs).	Rs. 690.67
4	Prescribed CSR Expenditure (two percent of the amounts as in item 3 above) (Amount in Lakhs).	Rs. 13.81
5	<p>Details of CSR spent during the financial year:</p> <p>(a) Total amount to be spent for the financial year; (Amount in Lakhs)</p> <p>(b) Amount unspent, if any; (Amount in Lakhs)</p> <p>(c) Manner in which the amount spent during the financial year.</p>	<p>Rs. 14.00</p> <p>Nil</p>

(Rs. Lakhs)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the project is covered	Projects or Programs 1. Local area or other 2. Specify the state and district where Projects or Programs was undertaken	Amount outlay (budget) Projects or Programs-wise	Amount spent on the Projects or Programs Subheads: 1. Direct expenditure on Projects or Programs 2. Overheads	Cumulative expenditure up to the reporting period	Amount spent Direct or through implementing agency
I	SELCO's Light for Education Program	Education	1. Local Area 2. Karnataka, Bangalore	Rs.6.00	Rs.6.00	Rs.6.00	Through implementing agency - Selco Foundation
II	"Project Hope"- provision of Bone Marrow Biopsy/ Aspiration Needles for children from economically weaker sections suffering from Leukaemia	Health & Wellness	1. Local Area 2. Karnataka, Bangalore	Rs.6.00	Rs.6.00	Rs.6.00	Through implementing agency - Bangalore Cantonment Rotary Trust
III	Palliative care for advanced stage cancer patients (Karunashraya)	Health & Wellness	1. Local Area 2. Karnataka, Bangalore	Rs.2.00	Rs.2.00	Rs.2.00	Through implementing agency - Bangalore Hospice Trust
6	In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report.				Not Applicable		

The CSR Committee hereby confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

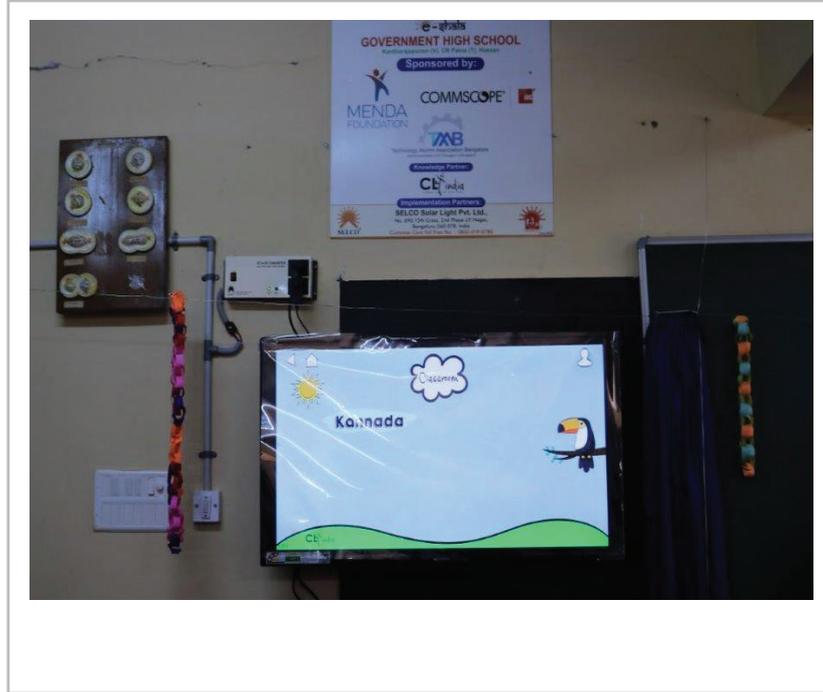
Revathy Ashok
Chairman of the CSR Committee

S. Devarajan
Independent Director

J.N.Mylaraiah
Managing Director

Bangalore
May 20, 2020

CSR ACTIVITIES



ANNEXURE 'D' TO THE BOARD'S REPORT - STATEMENT OF DISCLOSURE OF REMUNERATION

Disclosure pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i) The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	Mr.J.N.Mylaraiah, Managing Director	6.65:1
ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	Mr.J.N.Mylaraiah, Managing Director	Nil
	Mr.Rakesh Bhanushali, Chief Financial Officer	Nil
	Mr. R.Ganesh Company Secretary	7%
iii) The percentage increase in the median remuneration of employees in the financial year.		10.39%
iv) The number of permanent employees on the rolls of the company.		23
v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average percentile increase made in the salaries of employees other than the managerial personnel in the financial year was 10.39% as compared to Nil increase in the managerial remuneration.	

The Board of Directors of the Company here by affirms that the remuneration paid during the year is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors

S.Devarajan
Chairman

J.N.Mylaraiah
Managing Director

Bangalore, May 20, 2020

ANNEXURE 'E' TO THE BOARD'S REPORT - EXTRACT OF ANNUAL RETURN

Form No. MGT-9
Extract of Annual Return
As on the financial year ended on March 31, 2020
[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i) CIN:	L32209KA1988PLC009313
ii) Registration Date	July 26, 1988
iii) Name of the Company :	ADC India Communications Limited
iv) Category / Sub-Category of the Company	Public Limited
v) Address of the Registered office and contact details	No.485/8A & 8B, 14th Cross, 4th Phase, Peenya Industrial Area, Bangalore - 560058
vi) Whether listed company Yes / No	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	KFin Technologies Private Limited (Formerly Karvy Fintech Private Limited) Selenium Tower B Plot No. 31-32, Financial District Nanakramguda, Gachibowli Hyderabad-500 032 Phone: 040-67161509/67161592 Fax: 040-23001153 E-mail: einward.ris@kfintech.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SL No.	Name and Address of the Company	CIN/ GLN	Holding/Subsidiary/ Associate	% of Shares held	Applicable Section
1.	CommScope Connectivity LLC	Nil	Holding Company	67.49	2(46)

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

i) Category – wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the Year				No. of Shares held at the end of the Year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF									
b) Central Govt.									
c) State Govt(s)									
d) Bodies Corporate									
e) Banks /FI									
f) Any Other...									
Sub-Total (A)(1)									
(2) Foreign									
a) NRIs-Individuals									
b) Other Individuals									
c) Bodies Corporate	3313037	Nil	3313037	72.02	3313037	Nil	3313037	72.02	-
d) Banks /FI									
e) Any other ...									
Sub- Total (A)(2)	3313037	Nil	3313037	72.02	3313037	Nil	3313037	72.02	-
Total Shareholding of Promoter (A)=(A)(1) + (A)(2)	3313037	Nil	3313037	72.02	3313037	Nil	3313037	72.02	-

Thirtysecond Annual Report

B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	100	100	0.00	-	100	100	0.00	-
b) Banks / FI	412	100	512	0.01	280	100	380	0.01	-
c) Central Govt									
d) State Govt (s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Foreign Portfolio Investors	7800	-	7800	0.17	-	-	-	-	(0.17)
Sub – total (B) (1)	8212	200	8412	0.18	280	200	480	0.01	(0.17)
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	68037	4000	72037	1.57	65297	4000	69297	1.50	(0.07)
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs.1 lakh	850735	55709	906444	19.71	801481	45809	847290	18.42	(1.29)
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	195625	-	195625	4.25	259744	-	259744	5.65	1.40
c) Others (specify)									
Non-Resident Indians	20629	100	20729	0.45	19827	100	19927	0.43	(0.02)
Clearing Members	99	-	99	0.00	763	-	763	0.02	0.02
HUF	68190	-	68190	1.48	66944	-	66944	1.46	(0.02)
IEPF	15027	-	15027	0.33	22518	-	22518	0.49	0.16
NBFC registered with RBI	400	-	400	0.01	-	-	-	-	(0.01)
Sub – total (B) (2)	1218742	59809	1278551	27.80	1236574	49909	1286483	27.97	0.17
Total Public Shareholding (B) = (B) (1) + (B) (2)	1226954	60009	1286963	27.98	1236854	50109	1286963	27.98	-
C. Shares held by Custodian for GDRs & ADRS	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	4539991	60009	4600000	100.00	4549891	50109	4600000	100.00	-

ii) Shareholding of Promoters

SI No.	Share Holder's Name	Shareholding at the beginning of year			Shareholding at the end of the year			% change in shareholding the year
		No of Shares	% of total Shares of Company	% of Shares Pledged/encumbered to total shares	No of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1	CommScope Connectivity LLC	3104360	67.49	Nil	3104360	67.49	Nil	Nil
2	CommScope Technologies LLC	208677	4.53	Nil	208677	4.53	Nil	Nil
	Total	3313037	72.02	Nil	3313037	72.02	Nil	Nil

iii) Change in Promoters' Shareholding:

Sl No.	Name of Shareholder	Shareholding at the beginning of year		*Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g.) allotment / transfer/ bonus sweat equity etc.):	Cumulative Shareholding during the year		At the end of the year (or on the date of separation, if separated during the year)
		No. of Shares	% of total Shares of the Company		No. of Shares	% of Total shares of the company	
1	CommScope Connectivity LLC	3104360	67.49	-	3104360	67.49	3104360
2	CommScope Technologies LLC	208677	4.53	-	208677	4.53	208677

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

Sl No.	Name of Shareholder	Shareholding at the beginning of year		*Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g.) allotment / transfer/ bonus sweat equity etc.):	Cumulative Shareholding during the year		At the end of the year (or on the date of separation, if separated during the year)
		No. of Shares	% of total Shares of the Company		No. of Shares	% of Total shares of the company	
1	Jitendra Lalbhai Shah	32700	0.71	2150 (Purchase)	34850	0.76	34850
2	Niranjana Jitendra Shah	24450	0.53	2900 (Purchase)	27350	0.59	27350
3	Earnest Shipping and Ship Builders Ltd.	25715	0.56	(957) Sale	24758	0.54	24758
4	IEPF	15027	0.33	7491 (Purchase)	22518	0.49	22518
5	Madhu Gupta	21000	0.46	-	21000	0.46	21000
5	Priya Daga	19365	0.42	-	19365	0.42	19365
6	Neeta H.Mehta	16760	0.36	-	16760	0.36	16760
10	Anil Kumar Maghan	7020	0.15	8635 (Purchase)	15655	0.34	15655
9	Govind Parikh Securities Pvt. Ltd	15000	0.33	-	15000	0.33	15000
9	Bimla Devi Maghan	12000	0.26	2773 (Purchase)	14773	0.32	14773

*Represents Demat Transactions

v) Shareholding of Directors and Key Managerial Personnel

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

V. INDEBTEDNESS

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl No.	Particulars of Remuneration	Name of MD/WTD/Manager (Rs. Lakhs)	Total Amount (Rs. Lakhs)
		J.N.Mylaraiah	
1.	Gross Salary		
	a) Salary as per provisions contained in section 17 (1) of the Income Tax Act, 1961	70.19	70.19
	b) Value of Perquisites u/s 17(2) Income Tax Act, 1961		
	c) Profits in lieu of Salary under section 17 (3) Income Tax Act, 1961		
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission	Nil	Nil
	- As % of Profit		
	- Others, specify		
5.	Others, Please specify	Nil	Nil
	Total (A)	70.19	70.19
	Ceiling as per the Act	84.00	84.00

B. Remuneration to Other Directors :

SI No.	Particulars of Remuneration	Name of Directors		Total Amount (Rs. Lakhs)
		S.Devarajan (Rs. Lakhs)	Revathy Ashok (Rs. Lakhs)	
1.	Independent Directors - Fee for attending Board/ Committee meetings - Commission - Others, Please Specify	6.50 - -	6.20 - -	12.70 - -
	Total (1)	6.50	6.20	12.70
2.	Other Non-Executive Directors - Fee for attending Board/ Committee meetings - Commission - Others, Please Specify	- - -	- - -	- - -
	Total (2)	-	-	-
	Total (B) = (1+2)	6.50	6.20	12.70
	Total Managerial Remuneration (A) + (B)	-	-	82.89
	Overall Ceiling as per the Companies Act, 2013	-	-	102.00

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

SI No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary (Rs. Lakhs)	CFO (Rs. Lakhs)	Total (Rs. Lakhs)
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) Income Tax Act, 1961 c) Profits in lieu of Salary under section 17 (3) Income Tax Act, 1961	- - -	54.31 - -	54.31 - -
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - As % of Profit - Others, specify	Nil	Nil	Nil
5.	Others - Professional Charges	19.20	Nil	19.20
	Total	19.20	54.31	73.51

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

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

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS

Telecommunication

India is currently the world's second-largest telecommunications market and has registered strong growth in the past decade and half. As per the latest report, India is the second largest country in terms of internet subscribers, which holds the world's highest data usage per smartphone, averaging 9.8 GB per month, which is expected to double to 18 GB by 2024, with the availability of affordable smart phones and lower rates of data expected to drive the growth.

Consumers continue to display appetite for mobile data with data-heavy applications in their daily lives and your Company expect this trend to continue. With 5G round the corner where India is expected to be the second largest market for 5G Services in next 10 years assures greater opportunities in this new world where the future of Telecom industry in India is said to have several opportunities towards creating new revenue streams in the next decade by offering several benefits to consumers.

As mobile network operators spread the reach and look forward to introducing new and faster technologies with extensive deployment of optical fiber in the existing network as well as for residences in coming years to support new broadband services to meet the upcoming bandwidth requirements. Under the Digital India initiative, the Government is aiming to supply internet access throughout the country, connecting rural citizens to bridge the digital gap between cities and villages through fiber optics network, which plays an important and critical role in realizing the dream of Digital India. Mobile devices continue to be embedded in the fabric of society today and are key in driving the momentum such as video streaming, Internet of Things (IoT), and mobile payments.

In these unprecedented times, the strength and reliability of telecom networks are critically important in keeping people connected while they are physically apart. Connectivity is a lifeline for our first responders and healthcare professionals, our educators, and our Governments, being at the epicenter of growth & innovation.

India's Telecom sector revival is likely to be prolonged with the pressure on cash flows and competition remain intense as the larger operators are contesting to acquire subscribers of the exiting Telco's. However, on a longer term, recovery expected in the sector on the back of a consolidated structure, better pricing power and data usage.

Enterprise

Traditionally, office space connectivity being reduced with number of cabling ports per desk and in turn increased number of ports with Digital Ceiling concept of connecting every IP device across the building where wireless and Building IoT devices are adding more connections like never before, with more and more connectivity requirements everywhere in building, campus, venues and Homes.

Whereas in Data Centre Portion, we do see change in landscape of traditional Enterprise Data Centre moving to Multi-Tenant Data Centre's or colocation DC which provides space and networking equipment to connect an organization to service providers at a minimal cost by offering high scalability, flexibility, modularity with stringent service level agreements which is need of the hour.

With Economic activities on downturn due to Covid-19, we do see challenge's in short term in Enterprise business, which would grapple with fewer orders as the market have shrunk. Your company would see an impact in the copper business as we continue to see work from home adoption growing with office expansion going slow or on hold. However, do see continues growth in Fiber Business over copper due to multifold increase in Bandwidth requirements, with denser wireless & deeper fiber deployments across infrastructure projects including Data Centre expansions.

With this "new normal", Enterprise sector revival, we do expect the market to take longer time to bounce back, even though we could see some surge in business immediately after the lockdown is lifted. However, on a mid & longer term, recovery expected in the sector, with Growth to come from Investments in Infrastructure projects, Defense sector, BFSI, Pharma, Healthcare, E-commerce, Manufacturing, Digital India and Smart city initiatives where your Company will be able to favorably participate in the

areas of its strength within each Opportunity as the market activities picks up.

REVIEW OF OPERATING PERFORMANCE

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

(Rs. in Lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Revenue from operations	7812.99	8562.21
Operating Costs	7327.58	7967.57
Profit before Depreciation and Tax (EBIDT)	485.41	594.64
Depreciation	97.33	32.58
Profit before Interest and Tax (EBIT)	388.08	562.06
Other Income (net of finance cost)	133.34	305.76
Profit before Tax (PBT)	521.42	867.82
Tax Expense	141.69	281.49
Profit for the year	379.73	586.33
Other Comprehensive Income	(7.28)	3.24
Total Comprehensive Income for the year	372.45	589.57
Total Assets	5495.12	5679.79
Earnings per share (Basic EPS in Rupees)	8.26	12.75

With the announcement of countrywide Lockdown by Government from March 24, 2020 to contain the spread of Covid-19 the office & factory remained closed from March 24, 2020 until March 31, 2020. Consequently, the revenue and profits of the fourth quarter of the financial year 2019-20 was impacted.

In the financial year 2019-20 the overall revenue from operations declined by 8.75% over

that of previous year. Revenue from the Telecommunication business declined by 34% and the revenue from IT-Networking (Enterprise network) business declined by 5% over that of previous year. Profit before tax for the year declined by 40% over that of previous year.

OPPORTUNITIES

Telecommunication

Industry firmly believes that a robust telecommunications infrastructure with higher speeds is need of the hour for country's economic progress. Hence, establishing a strong wireless technology ecosystem will become the basic need and enabler to government's vision of Digital India. Transforming India into a knowledge economy requires new infrastructure development to enable pan-India connectivity connecting rural citizens to bridge the digital gap between cities and villages through fiber optics network, which plays a critical role in realizing the dream of Digital India. Carriers will continue to focus on providing data and voice services that are high quality, reliable, and affordable to drive the industry pace and growth. Mobility is already seeing upswing with large scale 4G LTE adoption and with 5G round the corner assures greater opportunities. This will create more and more localized /Edge based Content delivery networks to support faster response, reduce on latency, quick access to data due with localized cache.

Enterprise

Investments in Banking & Finance sector, Manufacturing, Infrastructure projects, Defense sector, healthcare & Pharma projects is expected to drive growth. With Mobility and IoT driving more and more connectivity requirements everywhere within the building, Campus, Venues and Homes future business potential looks positive.

Cloud Computing is another key trend, that is aiding Businesses (Large and SMB's) either creating on private cloud infrastructure by way of consolidation and migration of existing compute, storage and networks. In addition, businesses are parallel looking to subscribe for public or private hosting services. With this, the Multi-Tenant Data Centre or Colo players in India are offering enterprises choice of better and on demand infrastructure, reliability in terms of power and availability of network and faster time to market.

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

Ratios	Year ended 31st March 2020	Year ended 31st March 2019	Change	Percentage Change (%)
Debtors Turnover (Days)	5.57	6.29	(0.72)	(11.51)
Inventory Turnover (Days)	9.59	10.04	(0.45)	(4.53)
Current Ratio (Times)	3.22	2.75	0.47	17.18
Debt Equity Ratio	0.37	0.47	(0.10)	(21.32)
Operating Profit Margin (%)	4.97	6.56	(1.60)	(24.33)
Net Profit Margin (%)	4.86	6.85	(1.99)	(29.03)
Return on Net worth (%)	9.44	13.90	(4.46)	(32.07)

The Operating Profit Margin, Net Profit Margin and Return on Net Worth for the financial year 2019-20 varies around or more than 25% as compared to previous financial year 2018-19 due to reduction in profits mainly on account of decreased turnover and reduction in interest and rental income.

RISKS AND CONCERNS

With Economic activities on downturn, we do see challenge in short term in both Enterprise and Telecom market growth, which would continue to grapple with fewer orders as the markets have shrunk due to Covid-19 which in-turn put pressure on margins in the market place for every Opportunity. With this new normal, we do expect the market to take longer time to bounce back, even though we could see some surge in business immediately after the lockdown is lifted.

During these unprecedented times, your company will continue its focus on sustaining revenues and profitability by realigning cost structure by looking at ways of cost reduction to be competitive in the market place.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate internal control systems for various business processes, financial reporting and compliance with applicable laws and regulations. The Internal Auditors M/s Gnanoba & Bhat, Chartered Accountants review the effectiveness of various processes and other operational activities. The summary of the Internal Audit observations is presented to the Audit Committee and the suggestions and guidance of the audit committee are implemented to ensure effective operation of all departments in the company.

MANUFACTURING OPERATIONS

Apart from trading goods and outsourcing a major

portion of manufacturing operations, the Company continued to look at ways of cost reduction and be cost competitive in the market; which has yielded better results as expected and expect to continue the same in the years to follow, which will help the Company to favorably participate as the market activities picks up.

HUMAN RESOURCES

As on March 31, 2020 the company had 23 permanent employees on the rolls of the company. During the financial year trainings were held for the employees of the Company on Time Management, Know Your Strength, First Aid and Emergency Mock Drill, 5'S+1, Basics of Fiber, QMS, Teamwork, Interpersonal Relations and Operational Excellence. The industrial relation throughout the year was harmonious and cordial.

Cautionary Statement:

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

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company is committed to a system of good corporate governance, as it firmly believes that good corporate governance signifies good corporate practices aimed at increasing value for its shareholders, customers, employees, the government and all other stakeholders. Corporate governance of the company accords high importance for compliance with laws, rules and regulations at all times. The Company's internal control measures ensure the reliability of financial statements. The company is in full compliance with the applicable requirements under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI Listing Regulations").

2. BOARD OF DIRECTORS

(A) Composition of Board

The Board of Directors of the Company consists of one Executive Director, two Non-Executive Independent Directors and one Non-Executive Non-Independent Director. One of the Non-Executive Independent Directors is a Woman Director. There is no relationship between the Directors inter-se.

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

The Company has a Non-Executive Chairman. The Company meets the requirement relating to Composition of the Board under the SEBI Listing Regulations.

The maximum tenure of Independent Directors is in compliance with the Companies Act, 2013 ("the Act") and the SEBI Listing Regulations. The terms and conditions of appointment of Independent Directors of the Company have been displayed in the Company's website www.adckcl.com.

The Independent Directors of the Company have confirmed that they meet the criteria of independence as provided in section 149(6) of the Act and Regulation 25 of the SEBI Listing Regulations. Based on the declarations received from the Independent Directors, the Board of Directors confirms that they meet the criteria of independence as mentioned under section 149 of the Act and Regulation 16(1)(b) of SEBI Regulations and that they are independent of the management.

(B) Board Meetings

Six Board meetings were held during the year 2019-20 on May 28, 2019; July 16, 2019; August 05, 2019; November 05, 2019; January 30, 2020 and March 02, 2020. The maximum gap between any two Board Meetings was less than one hundred and twenty days.

(C) Attendance at Board Meetings and Annual General Meeting

Details of attendance of Directors at Board Meetings and at the last Annual General Meeting held on July 29, 2019, with particulars of their Directorship and Chairman/Membership of Board Committees of other companies as on March 31, 2020 are given below:

Name of the Director	Category of Director	Month & Year of Appointment	No. of meetings held uring the last year	No. of meetings attended	Number of memberships in Board of other Public companies	**Membership of Board Committees of other Public companies	**Chairman of Board Committees of other Public companies	Whether attended last AGM
S. Devarajan	Chairman and Independent Director	February 2013	6	6	4	4	Nil	Yes
J.N. Mylraiah	Executive Director	September 2013	6	6	Nil	Nil	Nil	Yes
Revathy Ashok	Independent Director	August 2011	6	6	8	5	2	Yes
Ravi Bosco Rebello	Non-Executive Director	August 2017	6	6	Nil	Nil	Nil	Yes

** Covers only Membership and Chairmanship of Audit Committee and Stakeholders Relationship Committee held in all public companies.

Details of Directorship of Directors in other Listed Entities included in the above table:

Name of the Director	Name of Listed Entity	Category of Directorship
S. Devarajan	Prime Focus Limited	Non-Executive Independent Director
J.N.Mylaraiah	Nil	Nil
Revathy Ashok	Qess Corp Limited AstraZeneca Pharma India Limited Welspun Corp Limited	Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director
Ravi Bosco Rebello	Nil	Nil

None of the Director is a Director in more than 10 Public Companies (as specified in section 165 of the Act) and Director in more than 8 listed Companies (as specified in Regulation 17A of the SEBI Listing Regulations) or acts as an Independent Director in more than 7 listed companies. Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Regulation 26 of the SEBI Listing Regulations) across all Public Companies in which they are Directors.

3. KEY SKILLS/EXPERTISE/COMPETENCIES OF THE BOARD

The table below summarizes the core skills, expertise and competencies identified by the Board of Directors in the context of Company's business for the Board to function effectively.

Area of Skills, Expertise and Competencies	Description
Industry Knowledge	Full knowledge and understanding of the industries and sectors in which the company operates.
Business Acumen	Clear understanding of the business of the company, understand market trends and provide advice on strategy. Ability to identify key issues and opportunities for the Company within the Telecommunication industry and Enterprise business and develop appropriate strategy to address these issues and opportunities.
Finance	Qualifications and experience in accounting and/or finance and the ability to understand and analyze key financial statements & financial reports, critically assess financial viability and performance, contribute to strategic financial planning and ability to review and analyze budgets with strategic goals and priorities.
Strategic thinking & planning	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities.
Sales and Marketing	Sales and Marketing Experience to facilitate the organization growth in the right direction and contributing the expertise in developing strategies to grow sales and market share within the Telecommunication Industry and Enterprise Business.
Risk Management	Ability to identify key risks to the organization in a wide range of areas including legal and regulatory compliance, monitor risks and effectively address these risks.
HR & Talent Management	Qualification and experience in human resource management including workforce planning and employee & industrial relations.

Corporate Governance	Knowledge of good Corporate practices. Knowledge of laws, rules and regulations applicable to the company and its compliance.
Information Technology	Knowledge and experience in the strategic use of information technology within the organization and knowledge of applications such as POE, 5G, IOT, Artificial Intelligence, Block Chain, AR/VR etc. to strategize the Company's future.

In the table below individual Board members skills, expertise and Competencies have been highlighted:

Area of Skills, Expertise and Competencies	Devarajan	Mylaraiah	Revathy Ashok	Ravi Bosco Rebello
Industry Knowledge	√	√	√	√
Business Acumen	√	√	√	√
Finance	√	√	√	-
Strategic Thinking & Planning	√	√	√	√
Sales and Marketing	√	√	-	-
Risk Management	√	√	√	√
HR & Talent Management	√	√	√	√
Corporate Governance	√	√	√	√
Information Technology	√	√	√	√

4. AUDIT COMMITTEE

(A) Terms of Reference

The role of the Audit Committee includes the following:

- Oversight of the Company's financial reporting process and the disclosure of financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the

offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

- Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism.
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or

discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.

- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

(B) Composition

The committee comprises of Ms. Revathy Ashok as the Chairperson and Mr. S. Devarajan and Mr. Ravi Bosco Rebello as members of the Committee. All members of the Committee are financially literate having adequate financial management expertise.

(C) Committee Meetings and Attendance

Four Audit Committee meetings were held during the year 2019-20 on May 28, 2019, August 05, 2019, November 05, 2019 and January 30, 2020. The attendance of the members is given below:

Name of Member	Position	Number of meetings Held	Number of meetings Attended
Ms. Revathy Ashok	Chairperson	4	4
Mr. S.Devarajan	Member	4	4
Mr. Ravi Bosco Rebello	Member	4	3

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

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

5. NOMINATION AND REMUNERATION COMMITTEE

(A) Terms of Reference

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

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
- Formulation of criteria for performance evaluation of Independent Directors and the Board of Directors.
- Devising a policy on diversity of Board of Directors.
- Identifying persons who are qualified to

become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal.

- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Recommend to the Board, all remuneration, in whatever form, payable to senior management.

(B) Composition

The committee comprises of Ms.Revathy Ashok as the Chairperson and Mr. S. Devarajan & Mr. Ravi Bosco Rebello as members of the Committee.

(C) Committee Meetings and Attendance

One Nomination and Remuneration Committee meetings were held during the year 2019-20 on March 02, 2020. The attendance of the members is given below:

Name of Member	Position	Number of meetings Held	Number of meetings Attended
Ms. Revathy Ashok	Chairperson	1	1
Mr. S.Devarajan	Member	1	1
Mr. Ravi Bosco Rebello	Member	1	1

(D) Remuneration Policy

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

Non-Executive Independent Directors appointed on the Board are paid sitting fees for attending the meeting of the Board and Audit committee meetings. No other remuneration or commission is paid to the Non-Executive Independent Directors. Till August 04, 2019 Non-Executive Independent Director & Chairman was paid a Sitting fee of Rs.95,000/- and other Non-Executive Independent Directors were paid a sitting fee of Rs.90,000/- for attending Board/ Committee Meetings held on the same day. With effect from August 05, 2019 Non-Executive Independent Director & Chairman is paid a Sitting fee of Rs.100,000/- for each Board Meeting & Rs,20,000/- for each Audit Committee Meeting and other Non-Executive Independent Directors are paid a sitting fee of Rs.95,000/- for each Board Meeting & Rs,20,000/- for each Audit Committee Meeting. The Non-Executive Non-Independent Directors are neither paid sitting fees nor paid any commission

(E) Remuneration paid to Directors for the year ended March 31, 2020

(Rs.Lakhs)

Name of Director	Basic Salary	Benefits/Allowances	Incentive	Sitting Fees	Total
Mr. S. Devarajan	-	-	-	6.50	6.50
Mr. J.N. Mylraiah	24.58	11.85	33.76	Nil	70.19
Ms. Revathy Ashok	-	-	-	6.20	6.20

The incentive paid/payable to the Managing Director Mr.J.N.Mylraiah, is calculated based on pre - determined parameters of performance. The agreement with the Managing Director is for a period of 5 years with effect from April 01, 2019. Either party to the agreement is entitled to terminate the agreement by giving 60 days' notice in writing to the other party. The Managing

Director is not entitled to any severance fees on termination of the agreement.

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

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

(A) Terms of Reference

The role of the committee shall *inter-alia* include the following:

- Resolving the grievances of the security holders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar and Share Transfer Agents.
- Review of various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the company.

(B) Composition

The committee comprises of Mr. S. Devarajan as the Chairperson and Ms.Revathy Ashok and Mr. J.N. Mylaraiah as members of the Committee. The Chairman of the Committee is an Independent Director.

(C) Committee Meetings and Attendance

Four Stakeholders Relationship Committee meetings were held during the year 2019-20 on May 28, 2019, August 05, 2019, November 05, 2019 and January 30, 2020. The attendance of the members is given below:

Name of Member	Position	Number of meetings Held	Number of meetings Attended
Mr.S.Devarajan	Chairperson	4	4
Mr.J.N.Mylaraiah	Member	4	4
Ms. Revathy Ashok	Member	4	4

(D) Name and Designation of Compliance Officer

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

(E) Shareholders Complaints

Two complaints were received and resolved during the financial year.

7. RISK MANAGEMENT COMMITTEE

(A) Terms of Reference

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

(B) Composition

The committee comprises of Mr. S. Devarajan as the Chairperson and Ms. Revathy Ashok and Mr. Ravi Bosco Rebello as members of the Committee.

(C) Committee Meetings and Attendance

One Risk Management Committee meeting was held during the year 2019-20 on March 02, 2020. All the committee members attended this meeting.

8. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

(A) Terms of Reference

The role of the CSR Committee are as follows:

- Formulate a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company within the overall provisions of the Companies Act, 2013.
- Recommend the amount of expenditure to be incurred on CSR activities.
- Monitor the Corporate Social Responsibility of the Company from time to time.

(B) Composition

The committee comprises of Ms. Revathy Ashok as the Chairperson and Mr. J.N. Mylaraiah and Mr. S. Devarajan as members of the Committee.

(C) Committee Meetings and Attendance

One CSR Committee meeting was held during the year 2019-20 on November 05,2019. All the committee members attended this meeting.

9. RECOMMENDATIONS MADE BY ANY OF THE BOARD COMMITTEES WHICH WERE NOT ACCEPTED BY THE BOARD

During the year, there were no instances where the Board had not accepted any recommendation(s) made by the Committees of the Board. All the recommendations of the Committees were accepted by the Board.

10. GENERAL BODY MEETINGS

(A) Location and Time of the last three Annual General Meetings

Year	Date	Venue	Time
2016-17	July 28, 2017	Vivanta by Taj, No.41/3, M.G. Road, Bangalore	11.00 am
2017-18	July 25, 2018	Vivanta by Taj, No.41/3, M.G. Road, Bangalore	11.00 am
2018-19	July 29, 2019	Taj MG Road, No.41/3, M.G. Road, Bangalore	11.00 am

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

- At the AGM held on July 28, 2017 a Special Resolution in respect of the remuneration of the Managing Director was passed.
- At the AGM held on July 29, 2019 a Special Resolution in respect of the reappointment of Mr. S. Devarajan as an Independent Director was passed.
- At the AGM held on July 29, 2019 a Special Resolution in respect of the reappointment of Ms. Revathy Ashok as an Independent Director was passed.

(C) Postal Ballot

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

11. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

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

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

management and such other areas as may arise from time to time.

The Familiarization Programs for Independent Directors and details of the Programs undergone by the Independent Directors has been displayed in the Company's website www.adckcl.com.

12. INDEPENDENT DIRECTORS MEETING

The Independent Directors of the Company Mr. S. Devarajan and Ms. Revathy Ashok held one meeting on March 02, 2020 without the presence of Non-Independent Directors and Senior Management Personnel.

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

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

14. COMPLIANCE WITH ACCOUNTING STANDARDS

In the preparation of financial statements for the year ended March 31, 2020, there is no deviation from the prescribed Accounting Standards.

15. COMPLIANCE CERTIFICATE FROM THE AUDITORS

Certificate from Statutory Auditors of the Company on compliance with the conditions of corporate governance stipulated in the SEBI Listing Regulations during the year ended March 31, 2020 is annexed to this report.

16. CODE OF CONDUCT

The Board of Directors has laid down a code of conduct for all Board Members and Senior Management of the Company. The Code of Conduct has been posted on the Company's website at www.adckcl.com. All the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct during the year. A declaration from the Managing Director of the Company to this effect is given below:

DECLARATION

It is hereby declared that all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for the Directors and Senior Management of the Company in respect of the financial year ended March 31, 2020.

Place: Bangalore
Date: May 20, 2020

J.N.Mylaraiah
Managing Director

17. RECONCILIATION OF SHARE CAPITAL AUDIT

In the year 2019-20 M/s. V. Sreedharan and Associates, Practicing Company Secretaries carried out the Reconciliation of Share Capital Audit on quarterly basis to reconcile the total issued and paid-up capital with the aggregate of the total number of the shares held in physical form and the total number of dematerialized shares held with NSDL and CDSL. The report for every quarter upon reconciliation of Share Capital was submitted to the BSE Limited.

18. CEO/CFO CERTIFICATION

As required under Regulations 17(8) read with Part B of Schedule II of SEBI Listing Regulations, Mr. J.N. Mylariaiah, Managing Director and Mr. Rakesh Bhanushali, Chief Financial Officer of the Company have provided a compliance certificate to the Board of Directors on Financial Statements, the Cash Flow Statement and the Internal Control Systems for financial reporting on a quarterly basis and the same were placed before the Board at its meetings in which the quarterly/year end financial results were considered by the Board.

19. COMMODITY PRICE RISK / FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

Commodity price risk - The Company imports copper cables for trading. The purchase price depends on LME prices for copper.

Foreign Exchange risk – The Company undertakes transactions denominated in foreign currencies. Consequently, exposure to exchange rate fluctuation arises. The carrying amounts of the Company's foreign currency denominated monetary liabilities (Trade payables) as at March 31, 2020 was Rs.140.77 lakhs. The Company do not have any hedging policy.

20. COMPLIANCE WITH MANDATORY & NON-MANDATORY REQUIREMENTS

The Company has complied with all the mandatory corporate governance requirements specified in the SEBI Listing Regulations. Specifically, the Company is in compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 of the SEBI Listing Regulations.

The Company has adopted the following non-mandatory requirements specified in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(A) Audit Qualifications

The Auditors have not qualified the financial statements of the Company

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

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

(C) Reporting of Internal Auditors

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

21. DISCLOSURES

(A) Related Party Transactions

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

All transactions with related parties are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the Related Party Transactions, which are foreseeable and repetitive. A statement giving details of all Related Party Transactions are placed before the Audit Committee on a quarterly basis.

All transactions with related parties during the year were in the ordinary course of business and at arm's length. There are no related party transactions during the year having potential conflict with the interest of the Company at large. Details of all related party transactions form a part of the accounts and the same are disclosed in Note No. 32 to the Financial Statements.

None of the Non-Executive Directors had any pecuniary relationship or transactions with the Company for the year ended March 31, 2020.

(B) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has implemented a policy on Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace. The Company is committed to creating a safe and healthy working environment. The Company believes that all individuals have the right to be treated with dignity and strives to create

a workplace which is free of gender bias and Sexual Harassment. The Company has a zero-tolerance approach to any form of Sexual Harassment. The policy has been displayed in the Company's website. Status of complaints during the year under review is as follows:

- number of complaints filed during the Financial Year – Nil
- number of complaints disposed of during the Financial Year – Nil
- number of complaints pending as on end of the Financial Year - Nil

(C) Details of non-Compliances by the Company, penalties and strictures imposed on the Company

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

(D) Whistle Blower Policy

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

(E) Certificate from Practicing Company Secretaries

As required under Regulations 34(3) read with Schedule V of SEBI Listing Regulations, the Company has obtained a certificate from M/s V. Sreedharan and Associates, Company Secretaries certifying that none of the directors on

the Board of the company as on March 31, 2020 have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs.

(F) Fees paid to Statutory Auditors

The details of total fees for all services paid by the Company, on a consolidated basis, to the Statutory Auditor and all the entities in the network firm/network entity of which the statutory auditor is a part, are as follows:

(Rs. Lakhs)

Type of Service	Year ended 31st March 2020	Year ended 31st March 2019
For Audit	19.00	19.00
For Taxation Matters	1.32	2.75
Reimbursement of Expenses	0.91	2.20
Total	21.23	23.95

21. MEANS OF COMMUNICATION

The Quarterly and the Annual Financial Results of the Company are generally published in Business Standard (English daily) and Sanjevani (Kannada Daily). The Quarterly and the Annual Financial Results are also displayed on the Company's website at www.adckcl.com. The Company also informs BSE Limited in a prompt manner, information on all matters which in the opinion of the Company are relevant for the shareholders.

22. GENERAL SHAREHOLDER INFORMATION

Shareholder Information required to be disclosed pursuant to Schedule V of SEBI Listing Regulations are provided in the General Shareholder information section of the Annual Report.

GENERAL SHAREHOLDER INFORMATION

1. Corporate Identity Number (CIN)

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

2. 32nd Annual General Meeting (AGM)

Date & Time: August 27, 2020 at 11.00 am

Venue : Pursuant to the General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/19 dated May 2, 2020 issued by the Securities and Exchange Board of India, the 32nd Annual General Meeting of the Company will be held through Video conferencing without the physical presence of Members at a common venue. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

3. Financial Calendar

The Financial Year of the Company is from the 1st day of April to 31st day of March of next year. Tentative calendar for declaration of financial results for the Financial Year 2020-21 are as follows:

Description	Dates
For the quarter ending June 30, 2020	August, 2020
For the quarter and six months ending September 30, 2020	November, 2020
For the quarter and nine months ending December 31, 2020	February , 2021
For the year ending March 31, 2021	May, 2021
Annual General Meeting	July, 2021

4. Book Closure

From August 21, 2020 to August 27, 2020 (both days inclusive)

5. Dividend Payment Date

Dividend will be paid within the time specified in the Companies Act, 2013.

6. Listing on Stock Exchanges

BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street Fort,
Mumbai - 400 001

The Annual Listing Fees for the year 2019-20 has been paid to BSE within the time specified by BSE.

7. Stock Code - 523411

ISIN – INE833A01016

8. Registrar and Share Transfer Agents

KFin Technologies Private Limited (formerly Karvy Fintech Private Limited)
Selenium Tower B, Plot No. 31-32, Financial District
Nanakramguda, Gachibowli, Hyderabad-500 032
Tel: 040-67161509
Fax: 040-23001153
E-mail ID : einward.ris@kfintech.com

Name of Karvy Fintech Private Limited changed to KFin Technologies Private Limited with effect from December 5, 2019

GENERAL SHAREHOLDER INFORMATION

9. Shareholders Complaints

Sl. No.	Nature of Complaints	Received	Resolved	Unresolved
1.	Non- receipt of Dividend Warrants	1	1	0
2.	Complaint from BSE/SEBI	1	1	0
	Total	2	2	0

10. Market Price Data

Monthly high and low quotations at Mumbai Stock Exchange during the year:

Months	ADC India price movement in BSE		BSE Sensex		ADC India price movement %		BSE Sensex Movement %	
	High	Low	High	Low	High	Low	High	Low
April-19	249	226	39,487	38,460				
May-19	245	211	40,125	36,956	-2%	-7%	2%	-4%
June-19	220	195	40,312	38,871	-10%	-8%	0%	5%
July-19	222	181	40,032	37,128	1%	-7%	-1%	-4%
August-19	190	148	37,808	36,102	-14%	-19%	-6%	-3%
September-19	193	159	39,441	35,988	1%	8%	4%	0%
October-19	195	162	40,392	37,416	1%	2%	2%	4%
November-19	185	153	41,164	40,014	-5%	-6%	2%	7%
December-19	179	152	41,810	40,135	-3%	0%	2%	0%
January-20	196	164	42,274	40,477	9%	8%	1%	1%
February-20	191	150	41,709	38,220	-3%	-9%	-1%	-6%
March-20	162	105	39,083	25,639	-15%	-30%	-6%	-33%

11. Share Transfer System

Trading in Equity Shares of the Company is permitted only in dematerialized form.

In accordance with the proviso to Regulation 40(1) of the SEBI Listing Regulations, effective from April 1, 2019, except in case of transmission or transposition of shares, transfer of shares of the Company shall not be processed unless the shares are held in dematerialized form with a depository. The shareholders holding shares in physical form are therefore advised to dematerialize their shares at the earliest

12. Distribution of Shareholding as on March 31, 2020:

Category	No. of Shareholders	% to total number of shareholders	No. of shares	% to total number of shares
1 – 100	3270	72.11	203613	4.42
101 – 200	480	10.58	84965	1.85
201 – 500	442	9.75	155377	3.38
501 – 1000	167	3.68	129780	2.82
1001 – 5000	140	3.09	305902	6.65
5001 – 10000	20	0.44	147582	3.21
Above 10001	16	0.35	3572781	77.67
Total	4535	100.00	4600000	100.00

GENERAL SHAREHOLDER INFORMATION

13. Shareholding Pattern as on March 31, 2020:

Category of Shareholder	Number of Shareholders	Number of Shares	Percentage to Total Shares
Promoter & Promoter Group	2	3313037	72.02
Non-Resident Indians	53	19927	0.43
Mutual Funds	1	100	0.00
Banks/NBFC	4	380	0.01
Bodies Corporate	70	69297	1.51
IEPF	1	22518	0.49
Public and others	4404	1174741	25.54
Total	4535	4600000	100.00

14. Dematerialisation of Shares

As on March 31, 2020, 98.91% of the Company's total paid up capital representing 4549891 equity shares were held in dematerialized form and the balance 1.09% representing 50109 equity shares were held in physical form.

15. Outstanding ADR/GDR/Convertible Instruments

Company has no outstanding ADRs/GDRs or any Convertible instruments.

16. Plant location

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

17. Address for correspondence

Members may write either to the Company or to the Registrar and Share Transfer Agents, KFin Technologies Private Limited for redressal of their queries and grievances. The contact details of the concerned officials are given below:

ADC India Communications Limited

Mr. R. Ganesh,
Company secretary
Tel: +91 80 28366291
E-mail ID: ganesh.r@adckcl.com

KFin Technologies Private Limited

Mr. Sai Karthik Tikkiseti,
Manager–Corporate Registry
Tel:+91 40 67161509
E-mail ID: karthik.tikkiseti@kfintech.com.

Members may also correspond with KFin Technologies Private Limited by writing to their designated
E-mail ID: einward.ris@kfintech.com

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of ADC India Communications Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated August 13, 2019.
2. We, Deloitte Haskins & Sells, the Statutory Auditors of **ADC INDIA COMMUNICATIONS LIMITED** ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company for the year ended on March 31, 2020, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Managements' Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility.

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the ICAI), the

Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2020.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

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

Sathya P. Koushik
Partner
Membership No. 206920
UDIN: 20206920AAAAEB1978

Place: Bangalore
Date: May 20, 2020

INDEPENDENT AUDITORS' REPORT

To

The Members of ADC India Communications Limited

Opinion

We have audited the accompanying financial statements of ADC India Communications Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1.	<p>Uncertain tax positions in respect of direct and indirect taxes</p> <p>The Company is subject to periodic tax assessments by local tax authorities on a range of matters relating to direct taxes including transfer pricing and indirect taxes.</p> <p>Where the amount of tax payable is uncertain, the Company establishes provisions based on management's judgement of the likelihood of settlement being required. The Company has engaged independent external tax experts in evaluating the above.</p> <p>The matter involves significant judgements made by management in assessing the likelihood of potentially material exposures and the estimates used to determine such provisions where required. In particular, it involves judgment in assessing the impact</p>	<p>Principal audit procedures performed:</p> <p>We evaluated the design and implementation of controls in respect of identifying uncertain tax positions for the purposes of our audit.</p> <p>Involving our tax specialists:</p> <ul style="list-style-type: none"> • we gained an understanding of the current status of tax assessments and monitored developments in ongoing disputes. • we evaluated the competencies of the external tax experts engaged by the Company. • we read recent rulings and correspondence with local tax authorities, as well as external advice provided by the external tax experts involved by the Company, to determine whether the tax provisions had been appropriately recorded or adjusted to reflect the latest developments.

INDEPENDENT AUDITORS' REPORT (CONTINUED)

Sr. No.	Key Audit Matter	Auditor's Response
	of changes in local tax regulations and ongoing hearings by local tax authorities, which could materially impact the amounts recorded in the Company's financial statements. Refer note 2(l) and 33 to the financial statements.	<ul style="list-style-type: none"> • we evaluated management's key assumptions, in particular on cases where there had been significant developments with tax authorities. <p>We assessed the appropriateness of the related disclosures in notes of the financial statements.</p>
2.	<p>Provision for expected credit losses</p> <p>The expected credit loss (ECL) in respect of trade receivable represents management's best estimate of the loss allowance. The calculation of ECL allowance is a complex area and requires management to make significant assumptions on customer payment behaviour and other relevant risk characteristics when assessing the historical information and estimating the level and timing of expected future cash flows. Refer note 2(g) and 31 to the financial statements.</p>	<p>Principal audit procedures performed:</p> <ul style="list-style-type: none"> • evaluation of the design and implementation of internal controls over review of valuation of trade receivables including estimation of expected credit loss. • testing the operating effectiveness of the said internal controls for selected samples. • scrutinising receivable accounts to confirm management's assessment about recoverability of the receivables, having regards to credit worthiness of the counterparties and the intent of the counterparties to make payment based on passage of time and/or information available with management. • circularization of confirmations in respect of receivable balances, verification of subsequent receipts, post balance sheet date. • evaluation of estimates for provision of Expected Credit Loss in terms of Ind AS 109 on Financial Instruments.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the financial statements and our auditor's report thereon.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

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 Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of

INDEPENDENT AUDITORS' REPORT (CONTINUED)

the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

We also provide those charged with governance with

INDEPENDENT AUDITORS' REPORT (CONTINUED)

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act:
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements; "refer Note 33 to the financial statements."
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

Sathya P. Koushik
Partner
Membership No. 206920
UDIN: 20206920AAAADZ5170

Place: Bangalore
Date: May 20, 2020

ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT

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

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **ADC India Communications Limited** (“the Company”) as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements

and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT (CONTINUED)

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls

over financial reporting were operating effectively as at March 31, 2020, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Sathya P. Koushik
Partner
Membership No. 206920
UDIN: 20206920AAAADZ5170

Place: Bangalore
Date: May 20, 2020

ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT

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

- | | |
|--|--|
| <p>(i) In respect of its fixed assets:</p> <p>(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.</p> <p>(b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.</p> <p>(c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed and BBMP Khata certificate provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.</p> | <p>(ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.</p> <p>(iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.</p> <p>(iv) The Company has not granted any loans, made investments or provided guarantees and hence reporting under clause (iv) of the Order is not applicable.</p> <p>(v) According to the information and explanations given to us, the Company has not accepted any deposit during the year.</p> <p>(vi) Having regard to the nature of the Company’s business / activities, reporting under clause (vi) of the Order is not applicable.</p> <p>(vii) According to the information and explanations given to us, in respect of statutory dues:</p> <p>(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State</p> |
|--|--|

ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT (CONTINUED)

Insurance, Income-tax, Goods and Service Tax, Customs Duty, cess and other material statutory dues applicable to it to the appropriate authorities.

- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees’ State Insurance, Income-tax, Goods and Service Tax, Customs Duty, cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.
- (c) Details of dues of Income-tax, Goods and Service Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, and Value Added Tax which have not been deposited as on March 31, 2020 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount involved (Rs.Lakhs)
Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal	AY 2010-11	40.85
			AY 2011-12	118.89
		Assistant Commissioner of Income Tax	AY 2008-09	18.37
			AY 2015-16 AY 2019-20	11.49 36.30
Central Sales Tax Act’ 1956	Sales Tax (including interest till date of assessment)	Joint Commissioner of Commercial Taxes	FY 2012-13	125.27
Finance Act, 1994	Sales Tax (including interest till date of assessment)	Commissioner (Appeals)	October, 2013 to March, 2017	193.26

- (viii) The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause (viii) of the Order is not applicable to the Company.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the Order is not applicable.
- (x) To the best of our knowledge and according to the information and explanations given to us,

no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding company or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

Sathya P. Koushik
Partner
Membership No. 206920
UDIN: 20206920AAAADZ5170

Place: Bangalore
Date: May 20, 2020

BALANCE SHEET AS AT MARCH 31, 2020

	Notes	As at March 31, 2020 (Rs. Lakhs)	As at March 31, 2019 (Rs. Lakhs)
ASSETS			
Non-current assets			
(a) Property, plant and equipment	4.1	62.67	74.41
(b) Investment property	4.2	293.07	302.40
(c) Right of use assets	4.3	14.10	-
(d) Financial assets			
(i) Other financial assets	5	51.84	49.52
(e) Deferred tax assets (net)	6	66.87	70.42
(f) Other non-current assets	7	418.91	432.96
Total non-current assets		907.46	929.71
Current assets			
(a) Inventories	8	794.48	835.38
(b) Financial assets			
(i) Trade receivables	9	1,316.47	1,490.74
(ii) Cash and bank balances	10	2,362.20	2,270.30
(iii) Other financial assets	5	6.46	3.34
(c) Other current assets	7	108.05	150.32
Total current assets		4,587.66	4,750.08
Total assets		5,495.12	5,679.79
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	11	460.00	460.00
(b) Other equity	12	3,557.47	3,410.52
Total equity		4,017.47	3,870.52
Non-current liabilities			
(a) Provisions	14	53.19	80.96
Total non-current liabilities		53.19	80.96
Current liabilities			
(a) Financial liabilities			
(i) Trade payables	15		
(a) Total outstanding dues of micro enterprises and small enterprises		53.33	82.41
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		1,293.34	1,468.54
(ii) Lease liabilities	36	15.66	-
(iii) Other financial liabilities	13	0.77	80.36
(b) Provisions	14	3.54	2.56
(c) Current tax liability (Net)	16	-	41.52
(d) Other current liabilities	17	57.82	52.92
Total current liabilities		1,424.46	1,728.31
Total liabilities		1,477.65	1,809.27
Total equity and liabilities		5,495.12	5,679.79

See accompanying notes forming part of the financial statements.

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the Board of Directors
of ADC India Communications Limited

Sathya P Koushik
Partner
Place : Bangalore
Date : May 20, 2020

S.Devarajan
Chairman and Director
Place : Bangalore
Date : May 20, 2020

Mylaraiah J.N
Managing Director
Rakesh Bhanushali
Chief Financial Officer

R. Ganesh
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

	Notes	For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
Revenue from operations	18	7,812.99	8,562.21
Other income	19	139.08	305.76
Total income		7,952.07	8,867.97
Expenses			
Cost of raw materials, components, packing materials and services consumed	20	656.18	1,604.40
Purchase of stock-in-trade	21	5,809.50	5,513.51
(Increase) / decrease in inventories of finished goods, work-in-progress and stock-in-trade	22	(42.98)	(123.21)
Employee benefits expense	23	364.93	336.81
Finance cost	24	5.74	-
Depreciation and amortization expense	25	97.33	32.58
Other expenses	26	539.95	636.06
Total expenses		7,430.65	8,000.15
Profit before tax		521.42	867.82
Tax expense			
Current tax	27	135.69	277.06
Deferred tax	27	6.00	4.43
Total tax expense		141.69	281.49
Profit for the year		379.73	586.33
Other comprehensive income			
(i) Items that will not be reclassified to profit or loss			
(a) Remeasurements of the defined benefit plans		(9.73)	4.49
(b) Deferred tax on remeasurements of the defined benefit plans		2.45	(1.25)
Total other comprehensive income after tax		(7.28)	3.24
Total comprehensive income for the year		372.45	589.57
Earnings per equity share (nominal value of share Rs.10)			
Basic / Diluted EPS	29	8.26	12.75
Weighted average number of equity shares used in computation of above		4,600,000	4,600,000

See accompanying notes forming part of the financial statements

In terms of our report attached.

For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the Board of Directors
of ADC India Communications Limited

Sathya P Koushik
Partner

S.Devarajan
Chairman and Director

Mylaraiah J.N
Managing Director

R. Ganesh
Company Secretary

Place : Bangalore
Date : May 20, 2020

Place : Bangalore
Date : May 20, 2020

Rakesh Bhanushali
Chief Financial Officer

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2020

Particulars	For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
Cash flow from operating activities		
Profit before tax	521.43	867.82
Add / (Less)		
Depreciation and amortization expense	97.33	32.58
Loss/(profit) on property, plant & equipment sold/discarded(net)	-	0.01
Provision for doubtful advances	-	13.73
Provision for doubtful trade receivables	-	12.45
Reversal of provision for doubtful receivables / advances	(14.51)	-
Credit balances written back	(0.31)	(0.04)
Unrealized foreign exchange (gain) / loss (net)	8.11	(0.19)
Interest expenses	3.52	-
Interest income	(112.50)	(152.13)
Operating profit before working capital changes	503.07	774.23
Movements in working capital :		
Increase/ (decrease) in trade payables	(212.36)	382.72
Increase/ (decrease) in other financial liabilities (current)	(78.50)	-
Increase / (decrease) in provisions (non-current)	2.55	(11.76)
Increase / (decrease) in provisions (current)	0.98	(2.44)
Increase/ (decrease) in other current liabilities	(4.85)	6.66
Decrease / (increase) in inventories	40.90	34.45
Decrease / (increase) in trade receivables	176.77	(283.97)
Decrease / (increase) in financial and other assets (non-current)	80.21	(52.30)
Decrease / (increase) in financial and other assets (current)	42.26	(113.51)
Cash generated from /(used in) operations	551.03	734.08
Direct taxes paid (net of refunds)	(263.68)	(244.81)
Net cash flow from/ (used in) operating activities (A)	287.35	489.27
Cash flows from investing activities		
Purchase of assets, including capital advances	(19.88)	(44.50)
Interest received	109.37	172.67
Change in balances not considered as cash and cash equivalents	1.09	0.01
Net cash flow from investing activities (B)	90.58	128.18
Cash flows from financing activities		
Dividends paid on equity shares	(184.00)	(1,104.00)
Tax on equity dividend paid	(37.82)	(226.93)
Repayment of lease liabilities	(58.50)	-

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2020

Particulars	For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
Interest paid	(3.52)	-
Net increase/(decrease) in unpaid dividend account	(1.09)	(0.01)
Net cash flow used in financing activities (C)	(284.93)	(1,330.94)
Net increase / (decrease) in cash and cash equivalents (A + B + C)	93.00	(713.49)
Cash and cash equivalents at the beginning of the year	2,268.44	2,981.93
Cash and cash equivalents at the end of the year	2,361.44	2,268.44
Components of cash and cash equivalents		
Balances with banks:		
- in current accounts	461.44	8.44
- in deposit accounts	1,900.00	2,260.00
Total cash and cash equivalents (note 10)	2,361.44	2,268.44

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the Board of Directors
of ADC India Communications Limited

Sathya P Koushik
Partner

S.Devarajan
Chairman and Director

Mylaraiah J.N
Managing Director

R. Ganesh
Company Secretary

Place : Bangalore
Date : May 20, 2020

Place : Bangalore
Date : May 20, 2020

Rakesh Bhanushali
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

a. Equity share capital

Particulars	Amount (Rs. Lakhs)
Balance at April 1, 2019	460.00
Changes in equity share capital during the year	
(a) Additions during the year	-
Balance at March 31, 2020	460.00

b. Other Equity

Particulars	Reserves and Surplus		
	General Reserve (Rs. Lakhs)	Surplus in Statement of Profit and Loss (Rs. Lakhs)	Total Other Equity (Rs. Lakhs)
Balance at April 1, 2019	776.39	2,634.14	3,410.53
Add:			
Profit for the year	-	379.74	379.74
Add / (Less):			
Loss on Remeasurement of defined benefit plans (net of tax)	-	(7.28)	(7.28)
Dividend paid and tax thereon	-	(221.82)	(221.82)
Impact of adoption of Ind AS 116 (Refer Note 36)	-	(3.69)	(3.69)
Balance at March 31, 2020	776.39	2,781.08	3,557.47

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the Board of Directors
of ADC India Communications Limited

Sathya P Koushik
Partner

S.Devarajan
Chairman and Director

Mylaraiah J.N
Managing Director

R. Ganesh
Company Secretary

Place : Bangalore
Date : May 20, 2020

Place : Bangalore
Date : May 20, 2020

Rakesh Bhanushali
Chief Financial Officer

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

1. CORPORATE INFORMATION

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

2. BASIS FOR PREPARATION AND PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

The financial statements have been prepared in accordance with Ind ASs notified under the Companies (Indian Accounting Standards) Rules, 2015.

Basis of preparation and presentation

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as in value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

Summary of significant accounting policies

Revenue Recognition

Revenue from sale of products is presented in the income statement within Revenue from operations. The Company presents revenue net of indirect taxes in its statement of profit and loss. Sale of products comprise revenue from sales of products, net of sales returns, rebates, incentives and customer discounts.

Revenue is recognized when it is probable that future economic benefits will flow to the Company and these benefits can be measured reliably. Further, revenue recognition requires that all significant risks and rewards of ownership of the goods included in the transaction have been transferred to the buyer, and that Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold. Performance obligations are satisfied at one point in time, typically on delivery. Revenue is recognized when the Company transfers control over the product to

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

the customers; control of a product refers to the ability to direct the use of, and obtain substantially all of the remaining benefits from, that asset. The majority of revenue earned by the Company is derived from the satisfaction of a single performance obligation for each contract which is the sale of products.

Sales are measured at the fair value of consideration received or receivable. The amounts of rebates/incentives based on attainment of sales targets is estimated and accrued on each of the underlying sales transactions recognised. Returns and customer discounts, as described above, are recognized in the period in which the underlying sales are recognized. The amount of sales returns is calculated on the basis of management's best estimate of the amount of product that will ultimately be returned by customers. The amount recognized for returns is estimated on the basis of past experience of sales returns.

Revenue from service contracts are recognized when the services are completed as per the terms of the agreement and when no significant uncertainty as to its determination or realisation exists.

Revenue from turnkey contracts, which are generally time bound fixed price contracts, are recognised over the life of the contract using percentage completion method, with contract costs determining the degree of completion.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Property, Plant and Equipment

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in Statement of profit and loss.

Depreciable amount for assets is the cost of asset less its estimated residual value. Depreciation on tangible assets is provided on the Straight-Line Method (SLM) method as per useful life provided in Schedule II of the Companies Act 2013.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Investment property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16 requirements for cost model.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

Intangible assets

Acquired Intangible Assets - Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses (if any). Amortisation

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses. Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in statement of profit and loss when the asset is derecognised.

Inventories

Inventories are valued at the lower of weighted average cost and the net realizable value. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads. Raw materials, components, consumables and packing material are valued at weighted average cost. Stock-in-trade are valued at lower of weighted average cost and net realizable value.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Operating segments

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker (CODM) in deciding how to allocate resources and assessing performance. The Company's CODM is Managing Director. Refer note 27 for detailed segment presentation.

Financial Instruments

Financial assets and financial liabilities

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instruments.

Initial recognition and measurement

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in statement of profit and loss.

Subsequent measurement

Financial assets at amortised cost

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

Financial Assets at fair value through other comprehensive Income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within business model whose objective is achieved by both collecting contractual cash flows on

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it measured at amortised cost or fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in the statement of profit and loss.

Impairment of Trade receivables

For trade receivables or any contractual right to receive cash or another financial asset that results from transactions that are within the scope of Ind AS 115 (Revenue) the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in statement of profit and loss if such gain or loss would have otherwise been recognised in statement of profit and loss on disposal of that financial asset.

Financial liabilities

Financial liabilities are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Offsetting financial asset and financial liability

The company offsets a financial asset and a financial liability when the Company :

- (a) currently has a legally enforceable right to set off the recognised amounts and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in statement of profit and loss.

Foreign Currency transactions and translations

The functional currency of the Company is Indian Rupee (Rs.).

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss in the year in which it arises.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

Employee Benefits

Defined Contribution Plan

The Company's contribution to provident fund are considered as defined contribution plans and are recognised as an expense when employees have rendered service entitling them to the contributions.

Defined Benefit Plan

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each reporting period. Remeasurement, comprising actuarial gains and losses is recognised in other comprehensive income in the period in which they occur.

Short-term employee benefits

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

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

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(b) in case of non-accumulating compensated absences, when the absences occur.

Other Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled.

Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Where the Company is lessee

The Company's lease asset classes primarily consist of leases for Land and building. The Company assesses, whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract involves—

(a) the use of an identified asset,

(b) the right to obtain substantially all the economic benefits from use of the identified asset, and

(c) the right to direct the use of the identified asset.

The Company at the inception of the lease contract recognizes a Right-of-Use (RoU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term) and low-value assets.

The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease plus any initial direct costs, less any lease incentives received. Subsequently, the right-of-use assets is measured at cost less any accumulated depreciation

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

and accumulated impairment losses, if any. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use assets.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

Lease payments have been classified as cash used in Financing activities.

Where the Company is lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Contracts in which all the risks and rewards of the lease are substantially transferred to the lessee are classified as a finance lease. All other leases are classified as operating leases.

Leases, for which the Company is an intermediate lessor, it accounts for the head-lease and sub-lease as two separate contracts. The sub-lease is classified as a finance lease or an operating lease by reference to the RoU asset arising from the head-lease.

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

Income Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

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

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the period

Current and deferred tax are recognised in Statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Provisions and Contingent Liabilities

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired. Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Earnings per share

Basic earnings per share are computed by dividing profit and loss attributable to equity shareholders of the company by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

Operating Cycle

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

3. Use of estimates and judgements

In the application of the Company's accounting policies, which are described in note 2, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Litigations

The Company is a party to certain direct tax and indirect tax disputes. Uncertain tax items for which a provision is made relate principally to the interpretation of tax legislation applicable to arrangements entered into by the Company. Due to the uncertainty associated with such tax items, it is possible that, on conclusion of open tax matters at a future date, the final outcome may differ significantly.

Impairment of Trade receivables

The recognition of impairment loss allowance on trade receivables are based on assumptions about risk of default and expected loss rates. The Company uses judgements in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Provision for Inventory

Obsolete, slow moving and defective inventories are identified from time to time and, where necessary, a provision is made for such inventories. The factors that the Company considers in determining the allowance for obsolete, slow moving and defective inventory include ageing of inventory, estimated shelf life and estimated usage, to the extent each of these factors impact the Company's business and markets. The Company considers all these factors and adjusts the inventory provision to reflect its actual experience on a periodic basis.

Estimation uncertainty relating to the global health pandemic on COVID-19

COVID-19 is the infectious disease caused by the most recently discovered coronavirus, SARS-CoV-2. In March 2020, the WHO declared COVID-19 a pandemic. The Company has adopted measures to curb the spread of infection in order to protect the health of our employees and ensure business continuity with minimal disruption. In assessing the recoverability of receivables, other financial assets, the Company has considered internal and external information up to the date of approval of these financial statements. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

4.1 Property, Plant and Equipment

(Amount in Rs. Lakhs)

Particulars	Plant & Machinery	Furniture & Fixtures*	Office Equipment*	Computers	Total
Gross carrying amount					
At April 1, 2018	64.53	1.61	10.50	13.17	89.81
Additions	5.90	-	2.82	35.78	44.50
Deletions	0.18	-	0.27	1.38	1.83
At March 31, 2019	70.25	1.61	13.05	47.57	132.48
Accumulated depreciation					
At April 1, 2018	24.17	1.23	5.07	6.17	36.64
Charge for the year	11.28	0.06	2.56	9.35	23.25
Deletions	0.18	-	0.26	1.38	1.82
At Mar 31, 2019	35.27	1.29	7.37	14.14	58.07
Net carrying amount					
At March 31, 2019	34.98	0.32	5.68	33.43	74.41
At March 31, 2018	40.36	0.38	5.43	6.99	53.17
Gross carrying amount					
At April 1, 2019	70.25	1.61	13.05	47.57	132.48
Additions	-	-	11.47	8.41	19.88
Deletions	-	-	-	-	-
At March 31, 2020	70.25	1.61	24.52	55.98	152.36
Accumulated depreciation					
At April 1, 2019	35.27	1.29	7.37	14.14	58.07
Charge for the year	10.03	0.05	4.20	17.34	31.62
Deletions	-	-	-	-	-
At March 31, 2020	45.30	1.34	11.57	31.48	89.69
Net carrying amount					
At March 31, 2020	24.95	0.27	12.95	24.50	62.67

* The company has let out its premises along with certain assets on an operating lease basis, details of which are as below-

(Amount in Rs. Lakhs)

Particulars	Office equipment	Furniture & Fixtures	Total
Gross Carrying Amount as on March 31, 2019	0.31	0.51	0.82
Accumulated Depreciation as on March 31, 2019	0.31	0.51	0.82
Charge for the year	-	-	-
Net carrying amount as on March 31, 2020	-	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020
4.2 Investment property

(Amount in Rs. Lakhs)

	Land	Building	Total
Gross carrying amount			
At April 1, 2018	172.98	157.40	330.38
Additions	-	-	-
Deletions	-	-	-
Adjustments / Reclass	-	-	-
At March 31, 2019	172.98	157.40	330.38
Accumulated depreciation			
At April 1, 2018	-	18.65	18.65
Charge for the year	-	9.33	9.33
Deletions	-	-	-
Adjustments / Reclass	-	-	-
At March 31, 2019	-	27.98	27.98
Net carrying amount			
At March 31, 2019	172.98	129.42	302.40
At March 31, 2018	172.98	138.75	311.73
Gross carrying amount			
At April 1, 2019	172.98	157.40	330.38
Additions	-	-	-
Deletions	-	-	-
Adjustments / Reclass	-	-	-
At March 31, 2020	172.98	157.40	330.38
Accumulated depreciation			
At April 1, 2019	-	27.98	27.98
Charge for the year	-	9.33	9.33
Deletions	-	-	-
Adjustments / Reclass	-	-	-
At March 31, 2020	-	37.31	37.31
Net carrying amount			
At March 31, 2020	172.98	120.09	293.07

4.2 (a) Amount recognized in profit or loss for investment property

(Amount in Rs. Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Rental income	11.76	134.41
Direct operating expenses from investment property that generated rental income	7.22	7.05
Profit from investment property before depreciation	4.54	127.36
Depreciation	9.33	9.33
Profit from investment property	(4.79)	118.03

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

4.2 (b) Fair value of investment property

- (a) As at March 31, 2020, the fair value of the land was estimated as ranging from Rs. 3,918 lakhs to Rs. 4,266 lakhs (As at March 31, 2019 ranging from 4,267 lakhs to Rs. 4,354 lakhs)
- (b) As at March 31, 2020, the fair value of the building was estimated as ranging from Rs. 452 lakhs to Rs. 502 lakhs (As at March 31, 2019 ranging from Rs. 463 lakhs to Rs. 515 lakhs)
- (c) These fair value estimates are based on independent valuations.

4.3 Right of use assets

(Amount in Rs. Lakhs)

Particulars	Buildings	Total
Gross carrying amount		
At April 1, 2018	-	-
Additions	-	-
Deletions	-	-
At March 31, 2019	-	-
Accumulated depreciation		
At April 1, 2018	-	-
Charge for the year	-	-
Deletions	-	-
At March 31, 2019	-	-
Gross carrying amount		
At March 31, 2019	-	-
At March 31, 2018	-	-
Gross carrying amount		
At April 1, 2019	-	-
Impact of adoption of Ind AS 116 (Refer Note 36)	112.77	112.77
Additions	-	-
Deletions	-	-
At March 31, 2020	112.77	112.77
Accumulated depreciation		
At April 1, 2019	-	-
Impact of adoption of Ind AS 116 (Refer Note 36)	42.29	42.29
Charge for the year	56.38	56.38
Deletions	-	-
At March 31, 2020	98.67	98.67
Net carrying amount		
At March 31, 2020	14.10	14.10
At March 31, 2019	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

	As at March 31, 2020 (Rs. Lakhs)	As at March 31, 2019 (Rs. Lakhs)
5 Other Financial Assets		
Non-current		
Security deposits	51.84	49.53
Total	51.84	49.53
Current		
Interest accrued on fixed deposits	6.46	3.34
Total	6.46	3.34

	As at March 31, 2020 (Rs. Lakhs)	As at March 31, 2019 (Rs. Lakhs)
6 Deferred tax asset (net)		
Deferred tax asset on		
Difference between book balance and tax balance of property, plant & equipment	14.44	7.24
Provision for doubtful trade receivables / advances	19.99	26.13
Provision for compensated absences, gratuity and other employee benefits	21.91	14.56
Disallowance u/s 40(a)(ia)	11.06	22.05
Deferred Rent	-	0.43
Deferred tax liability on		
Lease liabilities less lease assets	(0.53)	-
Total	66.87	70.41

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

		As at March 31, 2020 (Rs. Lakhs)	As at March 31, 2019 (Rs. Lakhs)
7	Other Assets		
	Non-current		
	Advance income-tax (Refer note below)	145.66	89.51
	Balances with statutory / government authorities (Considered good)	273.25	343.45
	Balances with statutory / government authorities (Considered doubtful)	43.26	55.58
	Less: Provision for doubtful advances	(43.26)	(55.58)
	Total	418.91	432.96
	Current		
	Prepaid expenses	17.87	19.49
	Prepaid Rent	-	0.81
	Other advances	0.10	0.10
	Balances with statutory / government authorities (Considered good)	90.08	129.92
	Total	108.05	150.32
		As at March 31, 2020 (Rs. Lakhs)	As at March 31, 2019 (Rs. Lakhs)
	Note:		
	Advance tax and TDS	1,362.13	1,050.01
	Less: Provision for tax	(1,216.47)	(960.50)
		145.66	89.51

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

		As at March 31, 2020 (Rs. Lakhs)	As at March 31, 2019 (Rs. Lakhs)
8	Inventories (valued at lower of cost and net realizable value)		
	Raw materials, components, consumables and packing materials	80.74	164.63
	Work-in-progress	1.51	3.85
	Finished goods	267.40	216.80
	Stock-in-trade [Includes in-transit Rs. 0.06 lakhs (March 31, 2019 : Rs.44.13 lakhs)]	444.83	450.10
		794.48	835.38

The cost of inventories recognised as an expense includes Rs. 0.86 lakhs (during 2018-19: Rs. 3.54 lakhs) in respect of write-downs of inventory to net realisable value.

		As at March 31, 2020 (Rs. Lakhs)	As at March 31, 2019 (Rs. Lakhs)
9	Trade receivables		
	Current		
	Considered good (Unsecured)	1,316.47	1,490.73
	Which have significant increase in Credit Risk	36.16	38.35
		1,352.63	1,529.08
	Allowance for doubtful trade receivables	(36.16)	(38.35)
	Total	1,316.47	1,490.73

		As at March 31, 2020 (Rs. Lakhs)	As at March 31, 2019 (Rs. Lakhs)
10	Cash and Bank balances		
	Balances with banks:		
	– In current accounts / (book overdraft)	461.44	8.44
	– In Demand Deposits	1,900.00	2,260.00
	Other bank balances		
	– Earmarked balance with banks (Unpaid dividend)	0.76	1.86
		2,362.20	2,270.30
	Amounts that qualify as Cash and Cash equivalents under Ind AS 7 “Statement of Cash flows”	2,361.44	2,268.44

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

	As at March 31, 2020 (Rs. Lakhs)	As at March 31, 2019 (Rs. Lakhs)
11 SHARE CAPITAL		
Authorised		
10,000,000 (March 31, 2019: 10,000,000) equity shares of Rs. 10 each	1,000.00	1,000.00
Issued, subscribed and fully paid-up		
4,600,000 (March 31, 2019: 4,600,000) equity shares of Rs.10 each fully paid up	460.00	460.00
Total issued, subscribed and fully paid-up share capital	460.00	460.00

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

	March 31, 2020		March 31, 2019	
	No.	Rs.Lakhs	No.	Rs. Lakhs
At the beginning of the year	4,600,000	460.00	4,600,000	460.00
Outstanding at the end of the year	4,600,000	460.00	4,600,000	460.00

(b) **Terms/ rights attached to equity shares**

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

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

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

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

	March 31, 2020 (Rs. Lakhs)	March 31, 2019 (Rs. Lakhs)
CommScope Connectivity LLC 3,104,360 (March 31, 2019: 3,104,360) equity shares of Rs.10 each fully paid up	310.44	310.44
CommScope Technologies LLC 208,677 (March 31, 2019: 208,677) equity shares of Rs.10 each fully paid up	20.87	20.87

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(d) Details of shareholders holding more than 5% shares in the Company

	March 31, 2020		March 31, 2019	
	No.	% holding	No.	% holding
Equity shares of Rs.10 each fully paid CommScope Connectivity LLC	3,104,360	67.49%	3,104,360	67.49%

		As at March 31, 2020 (Rs. Lakhs)	As at March 31, 2019 (Rs. Lakhs)
12	Other equity		
	A) General reserve	776.39	776.39
	B) Surplus in the Statement of Profit and Loss		
	Balance as per last financial statements	2634.14	3,375.50
	Profit for the year	379.74	586.33
	Add / (less): Gain / (loss) on Remeasurements of defined benefit plans (net of tax)	(7.29)	3.24
	Add / (less): Impact of adoption of Ind AS116 (Refer Note 36)	(3.69)	-
	Less: Appropriations		
	Payment of dividend on equity shares	184.00	184.00
	Dividend distribution tax on above	37.82	37.82
	Payment of Interim dividend on equity shares	-	920.00
	Dividend distribution tax on above	-	189.11
	Total appropriations	221.82	1,330.93
	Net surplus in the Statement of Profit and Loss	2,781.08	2,634.14
	Total other equity (A + B)	3,557.47	3,410.53

		As at March 31, 2020 (Rs. Lakhs)	As at March 31, 2019 (Rs. Lakhs)
13	Other financial liabilities		
	Current		
	Rental deposit	-	78.50
	Unpaid dividends	0.77	1.86
	Total	0.77	80.36

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

		As at March 31, 2020 (Rs. Lakhs)	As at March 31, 2019 (Rs. Lakhs)
14	Provisions		
	Employee benefits (Long term)		
	Provision for compensated absences	17.59	15.04
	Others (Long term)		
	Provision for taxation (net)(refer note below)	35.60	65.92
	Employee benefits (Short term)		
	Provision for compensated absences	3.54	2.56
		<u>56.73</u>	<u>83.52</u>
	Current	3.54	2.56
	Non-current	53.19	80.96
	Total	<u>56.73</u>	<u>83.52</u>
	Note:		
	Provision for tax	100.85	1,148.07
	Less: Advance tax and TDS	(65.25)	(1,082.15)
		<u>35.60</u>	<u>65.92</u>
		As at	As at
		March 31, 2020	March 31, 2019
		(Rs. Lakhs)	(Rs. Lakhs)
15	Trade payables		
	(i) Total outstanding dues of micro enterprises and small enterprises (Refer note 34)	53.33	82.41
	(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	1,293.34	1,468.54
		<u>1,346.67</u>	<u>1,550.95</u>
16	Current tax liability (Net)		
	Current tax payable	-	287.00
	Less: Advance tax and TDS	-	(245.48)
		<u>-</u>	<u>41.52</u>
17	Other liabilities		
	Current		
	Advance from customers	1.11	12.63
	Deferred rent	-	1.55
	Gratuity payable (Refer note 30)	50.62	34.16
	Statutory liabilities	6.09	4.57
	Total	<u>57.82</u>	<u>52.91</u>

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

	For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
18 Revenue from operations		
Sale of products		
Finished Goods	783.68	2,188.75
Traded Goods	6,967.10	6,301.74
	<u>7,750.78</u>	<u>8,490.49</u>
Other operating revenue		
Scrap Sales	57.24	69.92
Freight recovered	4.97	1.80
Revenue from operations	<u><u>7,812.99</u></u>	<u><u>8,562.21</u></u>

	For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
Detail of products sold		
Finished goods sold		
Telecom products/connectors, accessories	529.77	1,841.23
Tools	32.55	99.31
Patch cords	221.36	248.21
	<u>783.68</u>	<u>2,188.75</u>
Traded goods sold		
Cables	4,769.78	3,954.03
Connector and patch cords	2,041.12	2,259.05
Others	156.20	88.66
	<u>6,967.10</u>	<u>6,301.74</u>

Disaggregate revenue information

The table below presents disaggregated revenues from contracts with customers for the year ended March 31, 2020 by nature of products sold. The Company believe that this disaggregation best depicts how the nature, amount, timing and uncertainty of revenues and cash flows are affected by industry, market and other economic factors.

	For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
Telecommunication	768.07	1,166.67
IT - Networking	7,044.92	7,395.54
Total	<u><u>7,812.99</u></u>	<u><u>8,562.21</u></u>

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

Trade receivables and Contract Balances

The company classifies the right to consideration in exchange for deliverables as a trade receivable. A receivable is a right to consideration that is unconditional upon passage of time. Revenue for revenue contracts are recognized at a point in time when the Company transfers control over the product to the customer.

Trade receivable are presented net of impairment in the Balance Sheet.

		For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
19	Other income		
	Interest income:		
	- On bank deposits	110.18	150.67
	- On Income tax refund	2.32	1.46
	Rent	11.76	140.01
	Credit balances written back	-	0.04
	Miscellaneous income	0.31	-
	Reversal of provision for doubtful receivables/advances	14.51	-
	Net foreign exchange gain	-	13.58
		<u>139.08</u>	<u>305.76</u>

		For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
20	Cost of raw materials, components, packing materials and services consumed		
	Inventory at the beginning of the year	164.63	322.29
	Add: Purchases	572.29	1,446.74
		<u>736.92</u>	<u>1,769.03</u>
	Less: inventory at the end of the year	80.74	164.63
	Total	<u>656.18</u>	<u>1,604.40</u>
	Details of Inventory		
	Raw materials, components, consumables and packing materials:		
	PCB Assy-CAT6	52.59	75.75
	Special Alloy	201.63	283.12
	Contacts	85.34	100.86
	UTP Info Outlets	15.40	350.65
	Others	301.22	794.02
		<u>656.18</u>	<u>1,604.40</u>

		For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
21	Details of purchase of traded goods		
	Cables	4,173.78	3,730.18
	Connector and Patch Cords	538.65	591.88
	Others	1,097.07	1,191.45
		<u>5,809.50</u>	<u>5,513.51</u>

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

	For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
22 (Increase)/ decrease in inventories of finished goods, work-in-progress and traded goods		
Inventories at the end of the year		
Traded goods	444.83	450.10
Work-in-progress	1.51	3.85
Finished goods	267.40	216.80
	<u>713.74</u>	<u>670.75</u>
Inventories at the beginning of the year		
Traded goods	450.11	365.06
Work-in-progress	3.85	7.97
Finished goods	216.80	174.51
	<u>670.76</u>	<u>547.54</u>
Total	<u>(42.98)</u>	<u>(123.21)</u>

	For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
23 Employee benefit expense		
Salaries, wages and bonus	322.19	308.39
Contribution to provident and other funds (Refer note 30)	34.56	21.75
Staff welfare expenses	8.18	6.67
	<u>364.93</u>	<u>336.81</u>

	For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
24 Finance cost		
Interest expense on		
- Lease liabilities	3.52	-
- Other taxes	2.22	-
	<u>5.74</u>	<u>-</u>

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

		For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
25	Depreciation and amortization expense		
	Depreciation of property, plant and equipment (refer note 4.1)	31.62	23.25
	Depreciation of investment property (refer note 4.2)	9.33	9.33
	Depreciation on Right-of-use assets	56.38	-
		<u>97.33</u>	<u>32.58</u>

		For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
26	Other expenses		
	Power and fuel	12.76	6.58
	Repairs and maintenance		
	Plant and machinery	9.76	20.90
	Buildings	2.41	1.06
	Others	62.66	65.63
	Rent	20.66	80.91
	Rates and taxes	55.52	21.93
	Insurance	10.73	9.50
	Professional and consultancy charges	94.91	90.65
	Expenditure on Corporate Social Responsibility (Refer Note 35)	14.00	12.00
	Remuneration to auditors (refer details below)	21.23	23.95
	Telephone and communication	10.78	11.46
	Advertisement and sales promotion	5.31	30.60
	Travelling and conveyance	23.22	27.68
	Foreign exchange fluctuation (net)	5.40	-
	Freight outwards	122.04	126.14
	Cost Allocation Charges	-	30.43
	Provision for doubtful advances	-	13.73
	Provision for doubtful trade receivables	-	12.45
	Bad trade receivables written off	2.41	0.77
	Loss on property, plant & equipment sold/discarded(net)	-	0.01
	Director Sitting Fees	12.70	12.95
	Security Services	29.87	16.60
	Miscellaneous expenses	23.58	20.13
		<u>539.95</u>	<u>636.06</u>

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

	For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
Remuneration to auditors		
For Audit (including fees for limited reviews)	19.00	19.00
For Taxation matters *	1.32	2.75
Reimbursement of expenses	0.91	2.20
	21.23	23.95
* Includes amount paid to affiliates of the audit firm net of reversal of Rs. 1.68 lakhs (PY year: Rs. 0.25 lakhs)		

27. Current Tax and Deferred Tax
Income Tax recognised in Statement of profit and loss

Particulars	For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
Current Tax: In respect of current year	135.69	277.06
Deferred Tax: In respect of current year	6.00	4.43
Total income tax expense recognised in the Statement of profit and loss	141.69	281.49

Movement in deferred tax balances

Particulars	For the year ended March 31, 2020			
	Opening Balance (Rs. Lakhs)	Recognised in Profit and Loss (Rs. Lakhs)	Recognised in Other Comprehensive Income (Rs. Lakhs)	Closing Balance (Rs. Lakhs)
<u>Tax effect of items constituting deferred tax liabilities</u> Property, Plant and Equipment	7.24	7.20	-	14.44
	7.24	7.20	-	14.44
<u>Tax effect of items constituting deferred tax assets</u> Employee Benefits and other provisions	63.18	(13.20)	2.45	52.43
	63.18	(13.20)	2.45	52.43
Net Deferred Tax Asset / (Liabilities)	70.42	(6.00)	2.45	66.87

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

Particulars	For the year ended March 31, 2019			
	Opening Balance (Rs. Lakhs)	Recognised in Profit and Loss (Rs. Lakhs)	Recognised in Other Comprehensive Income (Rs. Lakhs)	Closing Balance (Rs. Lakhs)
<u>Tax effect of items constituting deferred tax liabilities</u>				
Property, Plant and Equipment	17.83	(10.59)	-	7.24
	17.83	(10.59)	-	7.24
<u>Tax effect of items constituting deferred tax assets</u>				
Employee Benefits and other provisions	58.27	6.16	(1.25)	63.18
	58.27	6.16	(1.25)	63.18
Net Deferred Tax Asset / (Liabilities)	76.10	(4.43)	(1.25)	70.42

The reconciliation between the income tax expense and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

Particulars	For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
Profit before tax	521.42	867.82
Enacted income tax rate in India	25.168%	27.820%
Computed expected tax expense	131.23	241.43
Effect on account of non-deductible expenses under income tax	3.56	4.76
Tax rate differential	1.87	3.99
Tax related to earlier years	3.99	30.06
Others	1.04	1.26
Income tax expense recognised in Statement of profit and loss	141.69	281.49

28. Segment Information
(i) Products and services from which reportable segments derive their revenues

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker (CODM) in deciding how to allocate resources and assessing performance. The Company's CODM is Managing Director.

Information reported to the CODM for the purposes of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided in respect of the 'Telecommunication' and 'IT - Networking'.

Specifically, the Company's reportable segments under Ind AS 108 are as follows:

Telecommunication: Manufacturing and trading of Telecom products.

IT - Networking: Manufacturing and trading of IT-Networking products.

Aggregation criteria is not applied for any segment reported to the CODM.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(ii) Segment revenues and results

The following is an analysis of the Company's revenue and results by reportable segment.

(Amount in Rs. Lakhs)

	For the year ended March 31, 2020				For the year ended March 31, 2019			
	Telecommunication	IT - Networking	Unallocable	Total	Telecommunication	IT - Networking	Unallocable	Total
Inter-Segmental revenue	-	-	-	-	-	-	-	-
Revenue from external customers	768.07	7,044.92	-	7,812.99	1,166.67	7,395.54	-	8,562.21
Total segment revenue	768.07	7,044.92	-	7,812.99	1,166.67	7,395.54	-	8,562.21
Segment results-EBITDA (Earnings before interest, taxes, depreciation and amortization)	52.32	442.18	124.25	618.75	84.08	524.18	292.14	900.40
Finance costs	-	-	-	-	-	-	-	-
Depreciation and amortization expense	9.52	87.81	-	97.33	4.43	28.15	-	32.58
Profit before income tax	42.80	354.38	124.25	521.42	79.65	496.03	292.14	867.82

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

(iii) Segment assets and liabilities (Amount in Rs. Lakhs)

	As at March 31, 2020				As at March 31, 2019			
	Telecommunication	IT - Networking	Unallocable	Total	Telecommunication	IT - Networking	Unallocable	Total
Segment assets				2,913.93				
Segment assets	467.93	2,446.00	-	2,913.93	503.25	2,742.97	-	3,246.22
Unallocable assets								
Deferred tax assets (net)			66.87	66.87			70.42	70.42
Advance income-tax (Net)			145.66	145.66			89.51	89.51
Cash and bank balances			2,362.20	2,362.20			2,270.30	2,270.30
Interest accrued on fixed deposits			6.46	6.46			3.34	3.34
Total assets	467.93	2,446.00	2,581.19	5,495.12	503.25	2,742.97	2,433.57	5,679.79
Segment liabilities								
Segment liabilities								
Unallocable liabilities								
Rental deposit								
Provision for taxation (net)								
Unpaid dividends								
Current tax liability (Net)								
Total liabilities	141.95	1,299.33	36.37	1,477.65	221.14	1,400.33	187.80	1,809.27

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**(iv) Revenue from major products and services****(Amount in Rs. Lakhs)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Telecom products/connectors, accessories	529.77	1,841.23
Tools	32.55	99.31
Cables	4,769.78	3,954.03
Connector and patch cords	2,262.48	2,507.26

(v) Geographical information

The geographical segments individually contributing 10 percent or more of the Company's revenues and segment assets are shown separately in the table below. Segment revenues has been disclosed based on geographical location of the customers. Segment assets has been disclosed based on the geographical location of the respective assets.

Revenue from external customers**(Amount in Rs. Lakhs)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
From India	7,812.99	8,558.63
From Other countries	-	3.58
	7,812.99	8,562.21

Non current assets**(Amount in Rs. Lakhs)**

Particulars	As at March 31, 2020	As at March 31, 2019
In India	907.46	929.71
In Other countries	-	-
	907.46	929.71

(vi) Information about major customers**(Amount in Rs. Lakhs)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Revenue from top four customers (four customers for the year ended March 31, 2019)	6,669.04	7,586.84

No other single customer contributed 10% or more to Company's revenues for both 2019-20 and 2018-19.

29. Earnings per share**Basic / Diluted earnings per equity share**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Nominal value of equity share (Rs.)	10	10
Profit for the year (Rs. Lakhs) - (A)	379.73	586.33
Weighted average number of shares outstanding (B)	4,600,000	4,600,000
Basic and Diluted earnings per share (Rs.) - (A/B)	8.26	12.75

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

30. Employee benefit plans

Defined contribution plans

The Company makes Provident fund and Superannuation fund which are defined contribution plans, for qualifying employees. Under the said schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognises the amount paid / payable to such funds in the Statement of Profit and Loss. The contributions made by the Company towards these schemes are as follows:

Particulars	For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
Employer's contribution to Provident fund	11.05	9.70
Employer's contribution to Superannuation and NPS fund	16.80	4.37

Defined benefit plans

The Company offers gratuity, a defined employee benefit scheme to its employees. Following are the risks associated with the plan:

A. Actuarial Risk:

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption then the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption then the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

B. Investment Risk:

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

C. Liquidity Risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cash flows.

D. Market Risk:

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date..

E. Legislative Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

No other post-retirement benefits are provided to these employees.

The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

Disclosure of Defined Benefit Cost for the year ended March 31, 2020 and year ended March 31, 2019

Components of Employer Expense

Particulars	For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
Current service cost	4.15	5.07
Past service cost and loss/(gain) on curtailments and settlement Past service cost - plan amendments	-	-
Service cost	4.15	5.07
Net interest on net defined benefit liability / (asset)	2.56	2.61
Total included in 'Employee Benefit Expense'	6.71	7.68
Expenses deducted from the fund	-	-
Total Charge to Statement of Profit & Loss	6.71	7.68

Other Comprehensive Income (OCI)

Particulars	For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
Opening amount recognized in OCI outside profit and loss account	6.23	10.71
Actuarial (gain)/loss due to experience adjustments	1.55	(14.43)
Actuarial (gain)/loss due to change in financial assumptions	7.56	9.34
Actuarial (gain)/loss due to change in demographic assumptions	-	0.98
Actuarial (gain)/loss arising during period	9.11	(4.11)
Actual return on plan assets less interest on plan assets	0.63	(0.38)
Actuarial (gains)/ losses recognized in OCI	15.97	6.23

Key Assumptions

Particulars	For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
Discount Rate	6.75%	7.75%
Salary growth rate	10.00%	9.00%

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

Net Balance Sheet position

Particulars	As at March 31, 2020 (Rs. Lakhs)	As at March 31, 2019 (Rs. Lakhs)
Defined benefit obligation (DBO)	(120.75)	(100.19)
Fair value of plan assets (FVA)	70.13	66.03
Funded status [surplus/(deficit)]	(50.62)	(34.16)
Net defined benefit asset/ (liability)	(50.62)	(34.16)

Reconciliation of Net Balance Sheet Position

Particulars	For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
Opening net defined asset/(liability)	(34.16)	(33.68)
Charge to Statement of Profit & Loss	(6.71)	(7.68)
Amount recognised in OCI	(9.75)	4.49
	(50.62)	(36.88)
Employer contributions	-	2.72
Net defined benefit asset/ (liability) at end of current period	(50.62)	(34.16)

Disclosure of Defined Benefit Cost for the year ended March 31, 2020 and year ended March 31, 2019 Change in Defined Benefit Obligation (DBO)

Particulars	For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
Opening of DBO	100.19	92.35
Current service cost	4.15	5.07
Interest cost on the DBO	7.30	6.88
Past service cost - plan amendments	-	-
Remeasurements due to:		
Actuarial (gain)/loss due to experience adjustments	1.55	(14.43)
Actuarial (gain)/loss due to change in financial assumptions	7.56	9.34
Actuarial (gain)/loss due to change in demographic assumptions	-	0.98
Benefits paid directly by the Company	-	-
DBO at end of current period	120.75	100.19

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**Change in Fair Value of Assets**

Particulars	For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
Opening fair value of plan assets	66.03	58.67
Interest income on plan assets	4.73	4.26
Employer contributions	-	2.72
Remeasurement due to Actual return on plan asset less interest on plan assets	(0.63)	0.38
Benefits paid	-	-
Fair Value of assets at the end of current period	70.13	66.03

Plan Asset Information

Particulars	As at March 31, 2020 (Rs. Lakhs)	As at March 31, 2019 (Rs. Lakhs)
Insurer managed funds (Unquoted)	70.13	66.03
Total	70.13	66.03

Current and Non Current Liability portion

Particulars	As at March 31, 2020 (Rs. Lakhs)	As at March 31, 2019 (Rs. Lakhs)
Current Asset / (Liability)	(50.62)	(34.16)
Non Current Asset/ (Liability)	-	-
Net Asset/(Liability)	(50.62)	(34.16)

Sensitivity Analysis

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarizes the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points.

	For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
Discount Rate		
Impact of increase in 50 bps on DBO	(4.24%)	(4.53%)
Impact of decrease in 50 bps on DBO	4.50%	4.83%
Salary escalation rate		
Impact of increase in 50 bps on DBO	2.65%	3.88%
Impact of decrease in 50 bps on DBO	(2.91%)	(3.72%)

These sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analysis.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

31. Financial Instruments

Capital management

The Company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders. The capital structure of the company consists of equity only. The management of the company reviews the capital structure of the company on a semi-annual basis. The Company is not subject to any externally imposed capital requirements.

Categories of financial instruments

Particulars	As at March 31, 2020 (Rs. Lakhs)	As at March 31, 2019 (Rs. Lakhs)
Financial assets		
Measured at fair value through profit or loss (FVTPL)	-	-
Measured at fair value through Other Comprehensive Income (FVTOCI)	-	-
Measured at amortised cost		
(a) Cash and bank balances	2,362.20	2,270.30
(b) Other financial assets (including trade receivables)	1,374.77	1,543.60
Financial liabilities		
Measured at fair value through profit or loss (FVTPL)	-	-
Measured at fair value through Other Comprehensive Income (FVTOCI)	-	-
Measured at amortised cost		
(a) Other financial liabilities (including trade payables)	1,363.10	1631.31

Financial risk management objectives

The Company's risk management is carried out by Treasury department under policies laid down by the management. The Company's activities expose it to market risk (which includes currency risk only), credit risk and liquidity risk. Treasury department monitors the risk exposures on a periodical basis and reports to the Board of directors on the risks that it monitors and policies implemented to mitigate risk exposures.

Foreign currency risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise.

The carrying amounts of the Company's foreign currency denominated monetary liabilities (Trade payables) and Assets (Trade receivables) at the end of the reporting period are as follows.

Currency	Trade receivables	
	As at March 31, 2020 (Rs. Lakhs)	As at March 31, 2019 (Rs. Lakhs)
USD	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

Currency	Trade payables	
	As at March 31, 2020 (Rs. Lakhs)	As at March 31, 2019 (Rs. Lakhs)
USD	140.77	14.99
Euro	-	0.07

Foreign currency sensitivity analysis

The Company is exposed to the currencies USD and Euro on account of outstanding trade payables.

The following table details the Company's sensitivity to a 5% increase and decrease in INR against the USD and Euro. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A negative number below indicates a decrease in profit or equity where the INR weakens 5% against the relevant currency. For a 5% strengthening of the INR against the relevant currency, there would be a comparable impact on the profit or equity, and the balances below would be positive.

Particulars	As at March 31, 2020 (Rs. Lakhs)	As at March 31, 2019 (Rs. Lakhs)
Impact on profit or loss for the year	(7.04)	(0.75)
Impact on total equity as at the end of the reporting period	(7.04)	(0.75)

Interest rate risk

The company has not availed any loan from bank or any other parties. Hence company is not exposed to interest rate risk.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. Credit exposure is controlled by counterparty limits. Ongoing credit evaluation is performed on the financial condition of accounts receivable. The Company monitors its trade receivables on case to case basis based on the ageing of the days the receivables are due. The concentration of credit risk is with two major customers constituting 63% of trade receivables. This credit risk did not exceed 30% of gross monetary assets at any time during the year. The company does not hold any collaterals to cover its risk associated with trade receivables.

Credit risk also arises from cash and cash equivalents, financial instruments and deposits with banks and financial institutions. The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

Reconciliation of loss allowances provision - Trade receivables

Particulars	Amount (Rs. Lakhs)
Loss allowance on March 31, 2019	38.35
Change in loss allowance	(2.19)
Loss allowance on March 31, 2020	36.16

Liquidity risk

Liquidity risk is the risk that the company could be unable to meet its short term financial demands.

Liquidity analysis for non derivative financial liabilities-

The following table details the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The table have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company is required to pay.

March 31, 2020

Due within (years)

Financial Liabilities	Less than 1 year Rs. Lakhs	More than 1 year Rs. Lakhs	Total Rs. Lakhs	Carrying amount Rs. Lakhs
Trade payables	1,346.67	-	1,346.67	1,346.67
Other financial liability (Non interest bearing)	0.77	-	0.77	0.77
Lease liabilities	15.66	-	15.66	15.66
Total	1,363.10	-	1,363.10	1,363.10

March 31, 2019

Due within (years)

Financial Liabilities	Less than 1 year Rs. Lakhs	More than 1 year Rs. Lakhs	Total Rs. Lakhs	Carrying amount Rs. Lakhs
Trade payables	1,550.95	-	1,550.95	1,550.95
Other financial liability (Non interest bearing)	80.36	-	80.36	80.36
Total	1,631.31	-	1,631.31	1,631.31

The management considers that the carrying amount of financial assets and financial liabilities recognised in these financial statements approximate their fair values.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

32. Related Party Disclosures

Names of related parties and related party relationship

i) Key managerial personnel (KMP)

Mr. J N Mylaraiah, Managing Director

Mr. S Devarajan

Mrs. Revathy Ashok

Mr. Ravi Bosco Rebello

ii) Related parties where control exists

Holding Company	CommScope Connectivity LLC
Ultimate Holding Company	CommScope Holding Company, Inc.

iii) Related Parties with whom transactions have taken place during the year

Fellow Subsidiaries	<p>CommScope Technologies LLC</p> <p>CommScope Connectivity (Wuxi) Co, Ltd. (CommScope Wuxi)</p> <p>CommScope Connectivity (India) Pvt Ltd (CommScope Connectivity India) (formerly known as TE Connectivity Global Shared Services India Pvt Ltd)</p> <p>CommScope EMEA Ltd.</p> <p>CommScope Solutions Singapore</p> <p>CommScope Solutions India Pvt Ltd.</p> <p>Andrew Telecommunications India Pvt Ltd. (Andrew Telecommunications)</p>
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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

Transactions with related parties

(Amount in Rs. Lakhs)

Nature of Transactions	Fellow Subsidiaries		KMP / Relatives of KMP	
	For the year ended 31-Mar-20	For the year ended 31-Mar-19	For the year ended 31-Mar-20	For the year ended 31-Mar-19
Sale of products				
CommScope Connectivity India	436.50	1,452.50	-	-
Purchase of goods / services				
CommScope Technologies LLC	-	636.76	-	-
CommScope Connectivity India	697.62	1,653.12	-	-
CommScope EMEA Ltd	-	39.64	-	-
CommScope Solutions Singapore	-	14.56	-	-
CommScope Solutions India Pvt Ltd.	0.07	0.76	-	-
Andrew Telecommunications	3,298.55	2,076.30	-	-
Cost Allocation charges				
CommScope Solutions Singapore	-	30.43	-	-
Sales Commission				
CommScope Connectivity India	60.37	114.86	-	-
Managerial Remuneration				
Mr. Mylaraiah	-	-	70.19	70.19
Sitting Fees Paid				
Mr. S Devarajan	-	-	6.50	6.65
Mrs. Revathy Ashok	-	-	6.20	6.30

Balances with related parties

(Amount in Rs. Lakhs)

	Fellow Subsidiaries	
	As at 31-Mar-20	As at 31-Mar-19
Balance of trade receivables		
CommScope Connectivity India	-	-
Balance of trade payables		
CommScope Technologies LLC	7.09	6.23
CommScope Connectivity India	213.23	40.18
Andrew Telecommunications	575.27	634.90

The remuneration of directors and other members of key management personnel during the year was as follows:

Particulars	For the year ended March 31, 2020 (Rs. Lakhs)	For the year ended March 31, 2019 (Rs. Lakhs)
Short-term benefits	63.60	63.60
Post-employment benefits	6.59	6.59
Other long-term benefits	-	-
Share-based payments	-	-
Termination benefits	-	-
Total	70.19	70.19

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

1. No amounts in respect of related parties have been written off / back or provided for during the year.
2. Related party relationships have been identified by the Management and relied upon by the auditors.
3. The above amounts exclude reimbursement of expenses paid to / received from related parties.

33. Contingent Liabilities-Claims against the company not acknowledged as debt

Particulars	As at March 31, 2020 (Rs. Lakhs)	As at March 31, 2019 (Rs. Lakhs)
Central sales tax demands contested by the Company	166.86	344.83
Income Tax demands contested by the Company	360.08	364.67
Customs duty, excise duty & service tax demand contested by the Company	214.73	214.73
TOTAL	741.67	924.23

34. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

Particulars	As at March 31, 2020 (Rs. Lakhs)	As at March 31, 2019 (Rs. Lakhs)
(a) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year. Principal amount due to micro and small enterprises: Interest due on above:	53.33 -	82.41 0.01
(b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	2.01	8.58
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	15.06	13.05
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

35. Corporate Social Responsibility

The Company has incurred below expenses towards CSR activities as per section 135 of the companies Act, 2013 and is included in other expenses.

- a. Gross amount required to be spent by the Company during the year Rs 13.81 Lakhs.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

b. Amount spent during the year on:

(Amount in Rs. Lakhs)

Particulars	For the year ended March 31, 2020		
	Paid in cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	Nil	Nil	Nil
(ii) On purpose other than (i) above	14.00	-	14.00

36. New accounting standards adopted by the Company: Ind AS 116 - Leases

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date of initial application.

Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended March 31, 2019.

On transition, the adoption of the new standard resulted in recognition of 'Right-of-Use' asset of Rs. 112.77 lakhs, related accumulated depreciation amounting to Rs. 42.29 lakhs and a lease liability of Rs.74.17 lakhs and Rs.3.69 (debit) in retained earnings as at April 1, 2019. The effect of this adoption is insignificant on the profit before tax, profit for the period and earnings per share.

Reconciliation of operating lease commitments as at March 31, 2019 with the lease liabilities recognised in the balance sheet as at April 1, 2019

Operating lease commitments as at March 31, 2019	95.37
Discounted using the incremental borrowing rate as at April 1, 2019	90.99
Recognition exemption for short term leases	(16.82)
Lease liabilities recognised as at April 1, 2019	74.17

37. The Board of Directors of the Company have recommended a dividend of Rs. 2 per share for the year 2019-20, subject to the approval of the shareholders.

38. Previous period comparatives

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

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

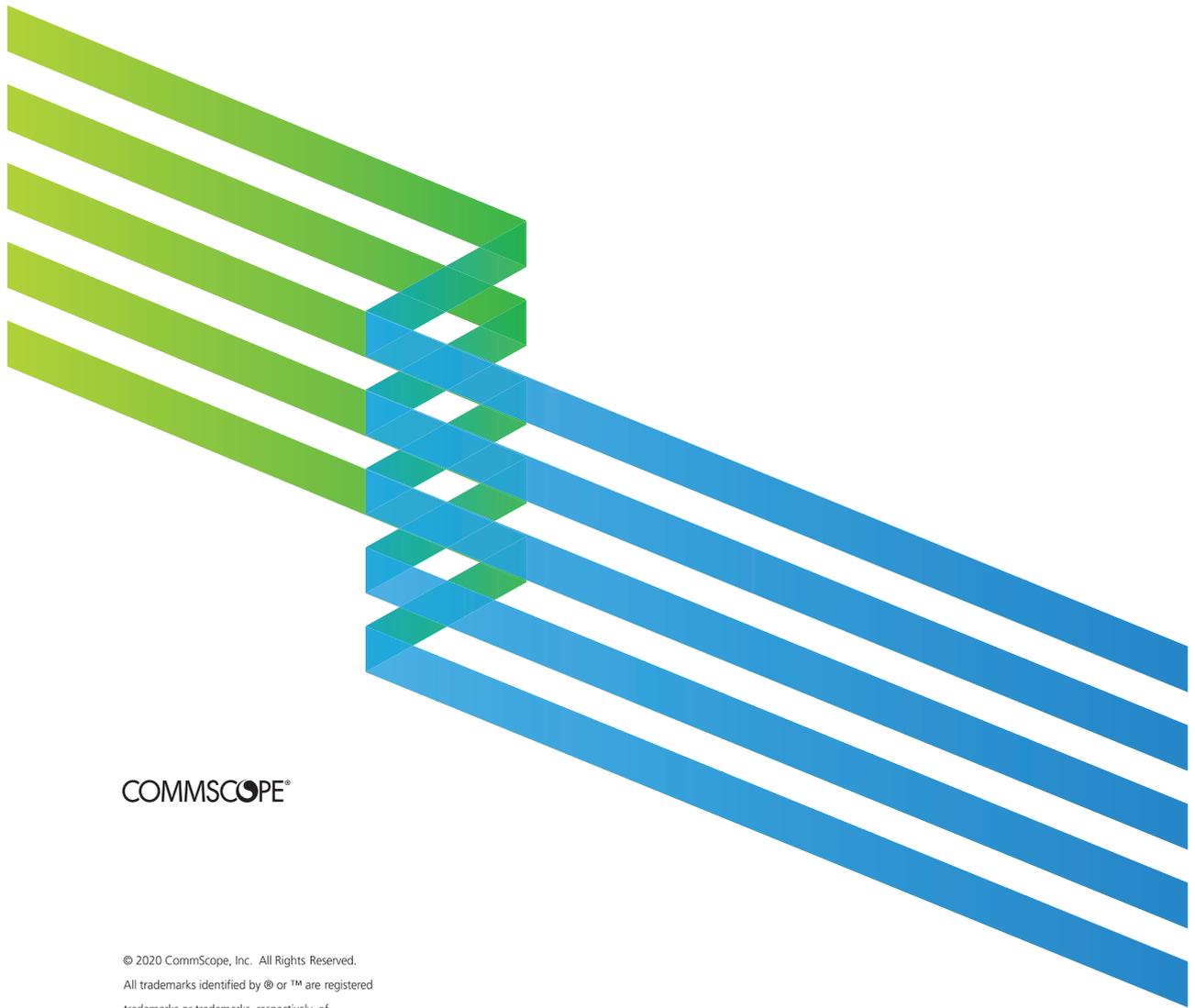
S.Devarajan
Chairman and Director

Mylaraiah J.N
Managing Director

Rakesh Bhanushali
Chief Financial Officer

R. Ganesh
Company Secretary

Place: Bangalore
Date : May 20, 2020



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