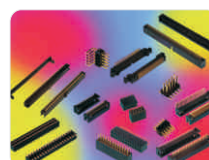
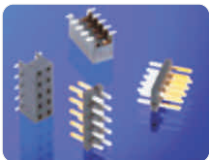


Amphenol FCI

FCI OEN CONNECTORS LTD.



ANNUAL REPORT 2015-16

FCI OEN CONNECTORS LTD.

THIRTYT FOURTH ANNUAL GENERAL MEETING

Venue : The Mercy Luxury Business Hotel
Ravipuram, M.G. Road
Kochi - 682 015

Date : Wednesday, 28th September 2016

Time : 3.00 p.m.

REGISTERED OFFICE

XXIX/2089, Tripunithura Road
Thykoodam, Cochin - 682 019, Kerala, India

FACTORY

Vettickal-Thiruvaniyoor Road
Mulanthuruthy,
Dist. Ernakulam - 682 314, Kerala

123/1, Kammanahalli
Begur Hobli, Bannerghatta Road
Bangalore - 560 076

FINANCIAL & TECHNICAL COLLABORATORS

FCI ASIA PTE LTD.
159 Kampong Ampat
#04-01/04 KA Place
Singapore - 368 328

REGISTRARS & SHARE TRANSFER AGENTS

Cameo Corporate Services Ltd.
Subramanian Building
No. 1, Club House Road
Chennai - 600 002

BOARD OF DIRECTORS

S N TALWAR
Chairman

P. GEORGE VARGHESE
Vice Chairman

K. V. SIVADAS

SUNIL K. ZACHARIAH

LIM GEK CHOO

RAJAMANI G.
Manager & Director

RICHARD ADAM NORWITT
(Appointed w.e.f. 24.08.2016)

CRAIG ANTHONY LAMPO
(Appointed w.e.f. 24.08.2016)

LAURENT PETIT
(Resigned w.e.f. 24.08.2016)

COMPANY SECRETARY

Vidyalakshmi B.

AUDIT COMMITTEE

S. N.Talwar
K. V. Sivasad
Sunil K. Zachariah

STATUTORY AUDITOR

Price Waterhouse Chartered Accountants LLP
Prestige Palladium Bayan, 8th Floor, 129-140
Greems Road, Chennai - 600 006

INTERNAL AUDITOR

Varma & Varma
Chartered Accountants
Vytila, Kochi - 682 019

COST AUDITOR

M/s. BBS & Associates
Cost Accountants
40/9704, 1st Floor, ST Reddiar & Sons (EKM)
Veekshanam Road, Kochi 682 035

LEGAL ADVISORS

Menon & Pai
I S Press Road, Cochin 682 018

BANKERS

ICICI Bank, M G Road, Ernakulam

HDFC Bank Ltd., Ravipuram, Ernakulam

Bank of India, M G Road, Ernakulam

FCI OEN CONNECTORS LTD.

FINANCIAL HIGHLIGHTS - 2011-2015

Rs. in million

	2011	2012	2013	2014	For the 15 months financial period ended 31.03.2016
Share Capital	63.06	63.06	63.06	63.06	63.06
Reserves & Surplus	2123.01	1501.49	1603.09	1,667.69	1,601.16
Shareholders' Funds	2186.08	1564.56	1666.15	1730.75	1,664.22
Debt	3.54	2.75	0.14	-	266.55
Debt Equity Ratio	0.002:1	0.00175:1	0.000082:1	-	4.23
Turnover	3596.52	2056.26	2,628.17	3,042.95	3,954.81
Materials Cost	2525.71	1620.17	2,078.35	2,394.40	2,931.00
Personnel Cost	384.01	234.25	275.81	358.17	561.71
Profit/(Loss) before tax	282.9	6.03	155.41	94.83	18.34
Profit/(Loss) after tax	248.76	38.49	101.60	64.59	(66.53)
Retained Earnings for the year	138.84	Nil	Nil	Nil	Nil
Earnings per Share (Rs.)	39.45	6.10	16.11	10.25	(10.55)
Dividend per Share (Rs.)	15	90.00	Nil	Nil	Nil
Book Value per Share (Rs.)	346.70	248.14	264.25	274.49	263.94

FCI OEN CONNECTORS TD.

Regd. Office: XXIX/2089, Tripunithura Road, Thykoodam, Cochin - 682 019

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the Company will be held at The Mercy Luxury Business Hotel, Ravipuram, M.G. Road, Kochi - 682 015 on Wednesday, 28th September 2016 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statement of the Company as at 31st March 2016 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. G Rajamani (DIN. 00877184), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Ms. Lim Gek Choo (DIN. 07163106), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint M/s. Deloitte Haskins and Sells, Chartered Accountants LLP (FRN 008072S), First Floor, Wilmont Park Business Centre, Warriam Road, Ernakulam - 682 016, as Auditors of the Company to hold office from the conclusion of this 34th Annual General Meeting (AGM) till the conclusion of the 39th Annual General Meeting to be held in 2021 (subject to ratification by the members at every AGM held after this AGM), on a remuneration as may be decided between the Audit Committee/ Board of Directors and the said Auditors.

SPECIAL BUSINESS

5. To Consider and if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution:
“Resolved that Mr. Richard Adam Norwitt (DIN: 02107531), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 24th August 2016 under Section 161(1) of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rules 2014, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Richard Adam Norwitt for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”
6. To Consider and if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution:
“Resolved that Mr. Craig Anthony Lampo (DIN: 07420643), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 24th August 2016 under Section 161(1) of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rules 2014, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Craig Anthony Lampo for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”
7. To Consider and if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution:
“Resolved that pursuant to the provisions of section 149(6), 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. P. George Varghese (DIN : 00317319), who is a Director on the Board of the Company and at the same time qualified to be appointed as an Independent Director be and is hereby appointed/ re-designated as Independent Director of the Company for a period of five years as specified in the Companies Act 2013, not liable to retire by rotation.

FCI OEN CONNECTORS LTD.

8. To Consider and if thought fit, to pass, with or without modification the following resolution as an SPECIAL RESOLUTION:

“Resolved that pursuant to the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Members in General Meeting and as recommended by the Nomination and Remuneration Committee, Mr. Rajamani G, be and he is hereby appointed as the Manager of the Company, for a period of 1 year, effective from 1st November 2015 on such terms and conditions set out in the draft agreement entered into by the Company of the one part and Mr. G Rajamani of the other part, broad terms and conditions of which are as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors, on recommendation received from the Nomination and remuneration Committee, be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the Central Government or such other competent authority.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Manager, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Manager Mr.G.Rajamani, the above remuneration by way of salary and allowances as specified in the draft agreement and subject to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act, and subject to the approval of the Central Government and such other authorities as may be necessary.

9. To consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, and as recommended by the Board of Directors of the Company and subject to the approval of the Registrar of Companies and also the approval of Shareholders in General Meeting, the articles of Article of Association of Company be amended by substituting the Clause 110 A as under:

- (a) Not less than 7 days notice of every Board Meeting of the Company shall be given in writing to every Director at his usual address in or outside India and the notice shall be send by hand delivery or by post or by electronic means. Notice in the case of a non-resident or a foreign Director must be given by email, cable, telex or telefax.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. G. Rajamani, Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form.

By Order of the Board

(Sd/-)

Vidyalakshmi B.
Company Secretary

Cochin
24.08.2016

NOTES:

- (a) The existing auditors M/s. Price Waterhouse Chartered Accountants LLP (FRN 012754N/N500016), 8th Floor, Prestige Palladium Bavan, 129-140, Greams Road, Chennai, intimated the company about their intention not to be reappointed as statutory auditors for the ensuing year. Company also received consent letter from M/s. Deloitte Haskins and Sells, Chartered Accountants LLP (FRN 008072S), First Floor, Wilmont Park Business Centre, Warriam Road, Ernakulam- 682016, as Auditors under section 141 of the Companies Act, 2013, for the appointment as statutory auditors of the Company to hold office from the conclusion of this 34th Annual General Meeting (AGM) till the conclusion of the 39th Annual General Meeting to be held in 2021 (subject to ratification of reappointment by the members at every AGM held after this AGM) of the Company.
- (b) A member entitled to attend the meeting and vote thereat is entitled to appoint one or more proxies to attend and vote on his behalf only on a poll. Such a proxy need not be a member of the Company. Proxy form duly completed must reach the Registered Office of the Company not later than 48 hours before the commencement of the meeting.
- (c) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business set out in Item No. 5, 6, 7 & 8 of the accompanying Notice is annexed hereto.
- (d) M/s. Cameo Corporate Services Limited, having office at Subramanian Building, No. 1, Club House Road, Chennai 600 002, is our share transfer agent for both physical and demat segment. Members are requested to send all their correspondence/queries to the above share transfer agent with a copy to the Company's registered office.
- (e) Pursuant to Section 205 of the Companies Act, 1956, all unclaimed/unpaid dividends upto the financial year ended 31st December 1995 have been transferred to the General Revenue Account of the Central Government.

Consequent upon the amendment of Section 205A of the Companies Act, 1956 and the introduction of Section 205C by the Companies (Amendment) Act 1999, the amount of dividend which remains unpaid or unclaimed for a period of 7 years from the date of its transfer to unpaid dividend account of the Company is required to be transferred to the Investor Education and Protection Fund, constituted by the Central Government. Accordingly, unpaid dividend upto the year ended 31st December 2007 have already been transferred.

Shareholders who have not yet encashed their dividend warrants for the subsequent years, are requested to make their claims to the Company without any delay.

- (f) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m to 5.00 p.m) on all working days except Saturdays and Sundays, upto and including the date of the Annual General Meeting of the Company.
- (g) The registers and their indices, except when they are closed under the provisions of this Act, and the copies of all the returns shall be open for inspection by any member, debenture-holder, other security holder or beneficial owner, during business hours (9.00 a.m to 5.00 p.m) on all working days except Saturdays and Sundays, without payment of any fees and by any other person on payment of such fees as may be prescribed.
- (h) The Annual Report duly circulated to the Members of the Company, is available on the Company's website at www.fcioen.in
- (i) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management & Administration) Amendment Rules, 2015, the Company is pleased to offer e-voting facility as an alternate to physical voting to all the Members of the Company. For this purpose, the Company is entering into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. E-voting is optional for the Members.

FCI OEN CONNECTORS LTD.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, the 25th day of September 2016 at 9.00 a.m. and ends on Tuesday, the 27th day of September 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The Company has fixed Wednesday, the 21st day of September 2016, as the cut-off date for determining voting right of shareholders entitled to participate in the e-voting process. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant FCI OEN Connectors Ltd. on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) The following person shall be responsible to address grievances concerned with facility for remote e-voting:
- Contact Name – Mr. Rakesh Dalvi, Designation - Deputy Manager, Address - 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001. Contact No.18002005533. Email id - helpdesk.evoting@cdslindia.com.

FCI OEN CONNECTORS LTD.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN NOTICE:

Item No. 5

The Board of Directors appointed Mr. Richard Adam Norwitt (DIN: 02107531), as Additional Director of the Company with effect from 24th August 2016. In terms of Section 161(1) of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rules 2014, Mr. Richard Adam Norwitt (DIN: 02107531), holds office as Director only upto the date of the forthcoming annual general meeting. The Company has received a notice in writing along with a deposit of Rs. 1 lakh from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Richard Adam Norwitt for the office of Director.

None of the Directors or other key-managerial personnel of the Company or their relatives except Mr. Richard Adam Norwitt (DIN: 02107531), is concerned or interested, financially or otherwise, in this Resolution.

There is no other information and facts to disclose that may enable members to understand the meaning, scope and implications of the said item of business and to take decision thereon. The above item of business to be transacted at the meeting of the Company does not relate to and affect any other Company/ entity.

The resolution as set out in Item No. 5 of this Notice is accordingly recommended for the approval by the members as Ordinary Resolution.

Item No. 6

The Board of Directors appointed Mr. Craig Anthony Lampo (DIN: 07420643), as Additional Director of the Company with effect from 24th August 2016. In terms of Section 161(1) of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rules 2014, Mr. Craig Anthony Lampo (DIN: 07420643), holds office as Director only upto the date of the forthcoming annual general meeting. The Company has received a notice in writing along with a deposit of Rs. 1 lakh from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Craig Anthony Lampo (DIN: 07420643), for the office of Director.

None of the Directors or other key-managerial personnel of the Company or their relatives except Mr. Craig Anthony Lampo (DIN: 07420643), is concerned or interested, financially or otherwise, in this Resolution.

There is no other information and facts to disclose that may enable members to understand the meaning, scope and implications of the said item of business and to take decision thereon. The above item of business to be transacted at the meeting of the Company does not relate to and affect any other Company/ entity.

The resolution as set out in Item No. 6 of this Notice is accordingly recommended for the approval by the members as Ordinary Resolution.

Item No. 7

The Companies Act, 2013 ("the Act") provides for appointment of Independent Director for a term upto 5 consecutive years.

Mr. P. George Varghese (DIN : 00317319) has been a Director of the Company since 1986. Since Mr. P George Varghese satisfies the criteria for Independent Director, it is proposed to re-designate him as Independent Director under Section 149 of the Act to hold office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the calendar year 2021, not liable to retire by rotation.

He is currently the Executive Director of Muthoot Institute of Technology & Science. He is the Vice Chairman of FCI OEN Connectors Ltd. and was the Managing Director of FCI OEN Connectors from 1986

to 2011. Graduate in Mechanical Engineering and MBA, Mr. Varghese is a Fellow Member of the All India Management Association. He has been on the Managing Committee of the Kerala Management Association, Indo American Chamber of Commerce, CII – Kerala, Electronic Component Industries Association etc.

The above mentioned Director is not disqualified from being appointed as Independent Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received declarations from him that he meets the criteria of Independence as prescribed under subsection (6) of Section 149 of the Act.

In the opinion of the Board, Mr. P. George Varghese fulfills the conditions for his appointment as Independent Director as specified in the Act and the Rules made there under. He is independent of the management.

Considering his vast experience, his presence on the Board will be of immense value to the Company.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Mr. P. George Varghese and his relatives are concerned or interested, financially or otherwise, in the respective resolution for the appointment.

There is no other information and facts to disclose that may enable members to understand the meaning, scope and implications of the said item of business and to take decision thereon. The above item of business to be transacted at the meeting of the Company does not relate to and affect any other Company/ entity.

The resolution as set out in Item No. 7 of this Notice is accordingly recommended for the approval by the members as Ordinary Resolution.

Item No. 8

Mr. G. Rajamani was appointed as Manager at the meeting of the Board of Directors held on 23rd September 2015 with effect from 1st November 2015, for a period of 1 year. Necessary agreement was entered into. As required under Section 190 of the Companies Act, 2013 (the Act), an abstract of the main terms and conditions of his appointment as the Manager of the Company, together with Memorandum of concern of interest, is given below:

1. **Period** : 1 years from 1st November 2015
2. **Duties & Responsibilities** : Mr. G Rajamani shall be responsible to perform the statutory role and function as a Manager pursuant to the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the superintendence and control of the Board of Directors. Mr. G Rajamani also shall have the responsibility as Finance Controller of the Company/ group Company.
3. Remuneration payable to Mr. G Rajamani, Manager
 - i) Basic fee Rs.108,000/- per month.
 - ii) Dearness Allowance Rs.19,000/- per month
 - iii) House Rent Allowance Rs.26,000/- per month.
 - iv) Special Allowance Rs.60,000/- per month.
 - v) Conveyance Allowance Rs.10,420/- per month.
 - vi) Medical Reimbursement - As per the rules of the Company, subject to a maximum of Rs.3,000/-per month.
 - vii) Leave Travel Concession - As per the rules of the Company, subject to a maximum of Rs.5,000/- per month.

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- viii) Personal Accident Insurance - As per the rules of the Company.
 - ix) Discretionary Management Bonus - As may be decided by the Board of Directors/Remuneration Committee at its discretion, subject to a maximum of 20% of Basic fee.
 - x) Leave and leave encashment - As per the rules of the Company.
 - xi) Reimbursement of Out of Pocket expenses - As per the rules of the Company, subject to a maximum of Rs.3,000/- per month.
4. Mr. Rajamani shall also be entitled for the following:
- (a) Contribution to Provident Fund, Superannuation Fund - As per the rules of the Company.
 - (b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 - (c) Subject to the Company's prevailing policies, provision of Company's car and its maintenance cost. However running cost has to be met by the Manager.
 - (d) Fees for membership renewal with ICAI.
 - (e) Telephone at residence - provided that personal calls will be borne by him.

The Board of Directors may from time to time vary the remuneration subject to a maximum of 20% in each year.

5. Other Conditions

Notwithstanding anything stated above the total consideration shall not exceed the limit laid down in Schedule V of the Companies Act, 2013.

Further, the contract with Mr. Rajamani also contain restrictive covenants such as (i) maintaining Secrecy of Confidential Information, (ii) Assignment to the Company of Inventions made, (iii) Non-Competition against the Company, (iv) Non-Solicitation of the Employees of the Company, etc..

Other particulars of Mr. G Rajamani are as follows:

Mr. G. Rajamani, aged 50 years, is a chartered accountant and has expertise in finance management. Mr. Rajamani is on the Board of Sakthi Paints Private Limited also. He has been working with FCI OEN since 2003.

The appointment of Mr. G Rajamani as Manager of the Company and payment of remuneration to him requires the approval of the members in General Meeting by Ordinary Resolution in accordance with sections 196 of the Companies Act, 2013, read with Schedule V thereto. The resolution set out in the notice at item No. 8 is intended for this purpose.

The copy of the Agreement entered into between the Company and Mr. G Rajamani detailing the terms and conditions of his appointment available for inspection between 11.00 a.m. to 1.00 p.m. on all working days (Monday to Friday) at the Registered Office of the Company before the Annual General Meeting.

Except Mr. G Rajamani, none of the directors, key managerial personnel of your Company and their relatives are considered to be concerned or interested, financial or otherwise, in this resolution.

There is no other information and facts to disclose that may enable members to understand the meaning, scope and implications of the said item of business and to take decision thereon. The above item of business to be transacted at the meeting of the Company does not relate to and affect any other Company/entity.

The Board recommends this resolution set out in item No. 8 for the approval by the Members as Special Resolution.

Remuneration payable by Companies having no profit or inadequate profit

In the event in any financial year during the tenure of the Manager, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Manager Mr.G.Rajamani, the above remuneration by way of salary and allowances as specified in the draft agreement and subject to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (the "Act").

1. General Information

Nature of Industry :

FCI OEN Connectors Ltd. is one of the country's major manufacturers and suppliers of professional grade connectors. The Financial Year 2015-16 was a year of uncertainty with many surprises for the global markets. During the year, the global economy continued its modest pace of growth witnessing a GDP growth of around 3%. India was amongst the few bright spots and is one of the fastest growing major economy with a GDP growth rate of 7.6% in the Financial Year 2015-16 (a five year high). The year gone by has been particularly tough for the manufacturing sector world over. The environment in the metals industry was challenging due to the weak demand and declining commodity prices. The continuous rebalancing of the Chinese economy has depressed the manufacturing sector, particularly related to metal products. Exports from other developing and developed countries have declined due to muted demand in China.

Particulars	Amount (Rs. in million)
Revenue from operations (net of duties and taxes)	4414.07
Profit Before Interest, Depreciation & Tax	162.87
Less Depreciation	141.47
Less Interest	3.05
Profit before Taxation	18.33
Less Provision for Taxation	84.87
Net Profit before appropriations	-66.53

The Company was incorporated on the 2nd day of June 1981. The company was a joint venture with FCI (earlier called Framatome Connectors France). Amphenol Corporation acquired FCI Asia Pte Ltd on 8th January 2016, further strengthening FCI as an international connector and cable assembly solutions manufacturer of Backplane Connectors, Power Solutions, Board/Wire to Board Connectors, Input/Output Connectors, Optical Interconnect, Cable Assemblies and Flex Connectors.

The financial results are summarised below for the fifteen months period ended 31st March, 2016:

2. Information about the appointee:

1) Back ground details

Mr. G. Rajamani is currently the Director and Finance Controller of FCI OEN Connectors Ltd. He is a Chartered Accountant and has expertise in finance management for more than 25 years. He is Senior Level Manager currently working as Group Finance Controller with extensive hands-on experience in financial management and business analysis, management assurance, treasury, structured financing and taxation, business leadership and working with Senior Management and Promoters.

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- 2) Past remuneration : Basic fee and allowances upto a maximum of Rs 1,00,000 per month for the financial year 2012-2013 and upto a maximum of Rs 2,70,000 per month for the financial year 2013-2014 was paid to the Manager as remuneration.
- 3) Recognition or award - Nil
- 4) Job profile and his suitability

Mr. G. Rajamani works independently as well as performs as team member and exercises a high degree of discretion, mature judgment, and tact in handling issues of a sensitive nature. He possess sound business acumen, effective leadership qualities and experience resulting in better financial performance and enhanced systems for higher performance of the team and ability to handle Profit and Loss responsibility.

Job Profile:

- a. Strategic Planning
 - b. Conceptualizing & Formulating detailed business models including conducting viability studies of new business growth opportunities.
 - c. Budgeting, MIS, Financial Planning
 - d. Treasury & Cash Management
 - e. Managing the entire Finance & Accounts function including managing Statutory/Internal/ Compliance/Audits
 - f. Direct & Indirect Tax Compliance.
 - g. Risk Management
 - h. Conceptualizing & Implementing Accounting policies
- 5) Remuneration proposed
 - (i) Basic fee and allowances upto a maximum of Rs.3,50,000 per month with authority to the Board or a Committee thereof to fix the salary and annual increments, which would be in line with the draft agreement
 - (ii) incentive remuneration, which is based on certain performance criteria to be laid down by the draft agreement.
 - (iii) benefits, perquisites and allowances as may be as may be determined by the Board from time to time.
 - 6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person-

The remuneration of the Manager was commensurate with the remuneration of personnel appointed at similar job profiles and the same is commensurate with the remuneration of Board level positions in similar sized domestic companies, taking into consideration the responsibilities shouldered by them.
 - 7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any- Nil

3. Other information:

Reasons of loss or inadequate profits - As stated above, there was a significant drop in export orders to China due to slow down which impacted the sales and profitability of the company for the year. The prolonged slowdown in the economic activity combined with metal price increases continued to impact the performance of the Company.

Steps taken or proposed to be taken for improvement- The company has added new product to reduce the impact of this drop and is seeking newer markets for its existing products to improve

FCI OEN CONNECTORS LTD.

the sales as well as profitability. The Company has taken various initiatives to maintain and improve its market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve volumes and reduce the costs. The results of these initiatives are likely to be felt in the coming years.

Expected increase in the productivity and profits in measurable terms. - The Company expects to increase the sales by around Rs.25 crore in 2016-17 (12 months) which will favourably help in improving the bottomline. Though the manufacturing Sector is witnessing a continued slowdown, in anticipation of revival of the overall economy in future, the aforesaid steps taken/to be taken by the Company are expected to improve the Company's performance and profitability.

ITEM NO. 9

To amend the Clause 110 A (b) of Article of Association of Company

The proposed new draft Articles of Association is being uploaded shortly on the Company's website at www.fcioen.in for perusal by the shareholders.

No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

There is no other information and facts to disclose that may enable members to understand the meaning, scope and implications of the said item of business and to take decision thereon. The above item of business to be transacted at the meeting of the Company does not relate to and affect any other Company/ entity.

The Board recommends this resolution set out in item No. 9 for the approval by the Members as Special Resolution.

By Order of the Board

(Sd/-)

Vidyalakshmi B.
Company Secretary

Cochin
24.08.2016

FCI OEN CONNECTORS LTD.

FCI OEN CONNECTORS LTD.

Regd. Office: XXIX/2089, Tripunithura Road, Thykoodam, Cochin - 682 019
Tel.: +91-484-4090700, Website: fcioen.in, CIN: U32104KL1981PLC003348

DIRECTORS' REPORT

We are pleased to submit below the annual report and accounts for the 15 months Financial Period ended 31st March 2016.

We are glad to inform that Amphenol Corporation has acquired 100% share of FCI from Bain Capital and we are now part of Amphenol Corporation, USA. Amphenol is a fortune 500 Company and is one of the largest designers, manufacturers and marketers of electrical, electronic and fiber optic connectors, interconnect systems, antennas, sensors and sensor based products and coaxial and high speed specialty cable. Amphenol has a diversified presence as a leader in high growth areas of the interconnect market including Automotive, Broadband communications, Commercial Aerospace, Industrial, Information Technology and Data Communications, Military, Mobile Devices and Mobile Networks.

FINANCIAL RESULTS

The financial results are summarised below:

	15 months ended 31.03.2016 (Rs. in million)	Year ended 31.12.2014 (Rs. in million)
Revenue from operations (net of duties and taxes)	4414.07	3515.65
Profit Before Interest, Depreciation & Tax	162.87	202.63
Less Depreciation	141.47	107.25
Less Interest	3.05	0.54
Profit before Taxation	18.33	94.83
Less Provision for Taxation	84.87	30.23
Net Profit before appropriations	-66.53	64.59
Accumulated balance in profit and loss as of end of the year	879.60	946.13

Domestic sales for the 15 months period ended March 31, 2016 was at Rs. 1572.57 million (Rs. 1017.84 million in the previous year). Export sales for the year was at Rs. 2,382.23 million (Rs. 2,025.11 million). Export entitlements increase to Rs 69.09 million from Rs 38.65 million. Scrap sales decreased to Rs. 390.18 million (Rs 434.05 million in the previous year). Net revenue thus increased by 898.42 million to Rs 4414.07 million in 2016. EBITDA reduced by 2.07 % to Rs 162.87 million. After providing depreciation PBT reduced to Rs 18.33 million. Earnings per share is Rs (10.55) (Rs. 10.25 in the previous year).

BUSINESS PERFORMANCE

Performance for the year 2015-2016 was satisfactory. We are glad to inform that the production of newly transferred product Standard Metral from China got stabilized in 2016. This has helped to a great extent in maintaining the operation at the same level of 2015 on a comparable basis even though we could see softness in other products due to slowness in Chinese market. Domestic sales showed a growth, mainly from new business / customers. Other income was better at Rs.69 mn (Rs.50 mn in 2014) mainly due to 15 months results for current year.

Raw material cost was lower compared to earlier years which helped to offset the impact of selling price reduction. Softening of Chinese market resulted in under utilization of capacity with all manufacturers which resulted in aggressive price reduction to gain available market. This had a serious impact on the bottomline. The initial cost of setting up the new facility for starting metral production had also impacted the profitability. We had to spend additional costs on travelling and training the manpower to ensure

smooth production of Metral. The long term wage agreement with unions was over in Feb.2015 and the provision for the new settlement had resulted in higher wage costs.

Due to the above factors Profit before tax dropped from Rs.95 million to Rs.18 million.

Provision for tax includes taxes relating to earlier years based on assessment orders against which the Company has gone for appeal. As a prudent measure, a provision has been created.

CURRENT YEAR

Communications Market

Our development of ruggedized Fiber-To-The-Antenna (FTTA) solutions in 2014 continued to support LTE/4G deployments during 2015 as well in the country and the recent successful soft launch of the project was a testimony of the reliability of our Fiber optic interconnect solution, through which the network was tested to its limits while maximum data was pumped through our cable assembly solution. We are proud to be associated with this ambitious and one of the largest LTE/4G projects in the world, which will bring a wide range of broadband services to users all across the country. We also continued to ride on the telecom wave in 2015 by engaging with new packet networking and optical transport equipment manufacturers that are expanding their presence in India. Our new futuristic and compact OCTIS™ Outdoor I/O system continued to be designers product of choice for the next generation radio platforms, including distributed antenna systems, which is the next upcoming wave in the Industry for the last mile connectivity.

Our foray into the last mile connectivity solutions like Fiber-to-the-home (FTTH) and Fiber Management Systems (FMS) solutions also has been well received by the Industry and we are excited to have a formal launch of these product lines shortly, reinforcing our vision of becoming leading interconnect solution provider in the HSIO segment in the country.

Industrial Market

We continued to enhance our leadership in the Industrial market not only with our BASICS product portfolio (board/wire-to-board connectors, terminal blocks and I/O connectors) but also with customized interconnect products to meet the demanding applications and requirements. The emerging Digital Grid market has opened up opportunities in many areas including substation automation, smart metering, UPS & Inverters etc. and we leveraged our strong product portfolio to increase our footprint at many customer places. We continue to be the preferred partner for many Industrial majors present in the country for all their interconnect needs. As a part of Amphenol Corporation now, we are leveraging the strong product portfolio of many Amphenol Industrial divisions worldwide, bringing proven innovative solutions to our Industrial customers across the country.

QUALITY

The Company's Board and Executive Management have a strong commitment towards quality. We believes quality is one of the key factors to be competitive in the industry. The Company's key focus is to retain quality while undertaking multiple initiatives to and improve productivity. Year 2015 was a good year with consistent quality result .

- Plant was recertified to ISO9001 : 2008 Std . Surveillance Audit based on ISO 14001 std & ISO / TS 16949 std was satisfactory.
- Oversea's Customer Audits ended positively.
- As part of improving Quality Culture among our subcontractors, Kaizen event was held at factory involving all major subcontractors. This helped to develop positive competition within subcontractors to develop quality mindset across.

SAFETY

Our work culture ensures safety, good health, development of capabilities, quality of life and overall well-being of our employees. All the new joiners are given training on Basic Safety, PPE, Basic Fire fighting, Chemical Spillage, EMS, Relevance of ISO 14001, Electrical Safety as a part of their induction program. In the year 2015-2016 our employee attended the:

FCI OEN CONNECTORS LTD.

- Attitude and Accident Prevention program conducted by National safety council Kerala.
- First Aid Training Programme in association with Indian Red Cross Society
- Electrical Overhead Travelling Crane and Material Hoist Safety
- Chemical Spillage & Safety
- Training on safe driving & fork lift operation

DIVIDEND

In view of the requirement of additional funds for expansion, the Board of Directors has decided not to recommend any dividend to the shareholders for the year.

RESERVES AND SURPLUS

No amount is transferred to reserves in the year 2015-2016.

FIXED DEPOSITS

The details relating to deposits, covered under Chapter V of the Act,-

- (a) accepted during the year; Nil
- (b) remained unpaid or unclaimed as at the end of the year; Nil
- (c) whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved -
 - (i) at the beginning of the year - Nil
 - (ii) maximum during the year - Nil
 - (iii) at the end of the year - Nil

The details of deposits which are not in compliance with the requirements of Chapter V of the Act; Nil

STATUTORY AUDITORS

The existing auditors M/s. Price Waterhouse Chartered Accounts LLP (FRN 012754N/N500016), Chennai, intimated the company about their intention not to be reappointed as statutory auditors for the year 2016-2017.

Audit Committee recommended and the Board approved the appointment of Deloitte Haskins & Sells (FRN 008072S) as statutory auditors to hold office from the conclusion of this 34th Annual General Meeting (AGM) till the conclusion of the 39th Annual General Meeting to be held in 2021 (subject to ratification of reappointment by the members at every AGM held after this AGM) of the Company, on a remuneration as may be agreed upon by the Audit Committee/Board of Directors and the Auditors.

Auditors' Report

Note on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' report does not contain any qualification, reservation or adverse remarks.

EXTRACT OF THE ANNUAL RETURN

The extract of the annual return in Form No. MGT – 9 is enclosed here with as (Annexure -1)

SECRETARIAL AUDITORS

M/s. SVJS & Associates, Company Secretaries, was appointed to conduct the secretarial audit of the Company for the year 2015-2016, as required under section 204 of the Companies Act, 2013 and Rules thereunder.

Secretarial Audit

The Secretarial Audit Report for the year 2015-2016 confirms that the company has complied with all the applicable provisions of Companies Act 2013 and the rules made thereunder and other applicable acts, rules, guidelines, standards etc and there were no instances of non compliance except the following qualification:

The Company has not filed Annual Return on Foreign Liabilities & Assets with Reserve Bank of India as on 31st March 2015.

Since the financial year end for our company was the calendar year then and filing of all the returns were done at the end of the financial year. The said return was not filed after 31st March 2015 but for the 15 months financial year 2015-2016 we have filed the Annual return on foreign Liabilities & Assets with Reserve Bank of India.

Secretarial Audit Report issued by M/s. SVJS & Associates, Company Secretaries, in Form MR-3 for the financial period 2015-2016 forms part to this report as (Annexure-2)

DIRECTOR'S APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of executive and independent Directors. On March 31st 2016 the Board consisted of 7 members two of whom were independent directors and Ms. Lim Gek Choo was appointed as the Women Director.

Mr. G.Rajamani and Ms.Lim Gek Choo, retire by rotation at the forthcoming Annual General Meeting and being eligible offer themselves for re-election.

The Board appointed Mr. G.Rajamani as Manager with effect from 1st November 2015. It is proposed to reappoint them at the next Annual General Meeting to be held on 28th September 2016.

DECLARATION BY INDEPENDENT DIRECTORS

The company has received necessary declarations from each independent directors under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The board met 4 times during the year on 24th March 2015, 18th June 2015, 23rd September 2015, 7th December 2015 and 16th March 2016.

AUDIT COMMITTEE

The primary objective of the Committee is to monitor and provide effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting.

The Audit Committee met thrice during the year on 24th March 2015 and 18th June 2015 and 7th December 2015. The committee consists of three directors S.N Talwar, K.V.Sivadas (Independent Director) and Sunil K Zachariah (Independent Director). The Board has not rejected any recommendations of the Audit Committee.

NOMINATION AND REMUNERATION COMMITTEE

The role of the Nomination and Remuneration Committee is to formulate criteria for determining qualifications, positive attributes and independence of a Director. To evaluate the performance of Independent Directors and the Board. To recommend to the Board appointment of Directors and persons who may be appointed in Senior Management Category and their removal and their remuneration.

The Nomination and Remuneration Committee consist of Mr. P. George Varghese, Mr. K.V.Sivadas (Independent Director) and Sunil K Zachariah (Independent Director).

The policy formulated by nomination and remuneration committee are enclosed as (Annexure-3)

FCI OEN CONNECTORS LTD.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The stake holder Committee consist of two Directors Mr. P George Varghese Chairman and Mr. G.Rajamani.

Attendance of Directors in Board Meeting and Committee Meeting are enclosed as (Annexure-4)

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

Company is committed to provide a harassment free environment, in which all have an opportunity to contribute all their highest potential. As a part of our commitment to providing a safe work environment, we never engage in or tolerate any form of harassment. Our employee attended a training program conducted by National Institute of Personnel Managers on the above topic and a Women's Self Defence Training program was conducted by Police officers at our factory.

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made thereunder, your Company has constituted Prevention of Sexual Harassment Committee. During the Financial Year, no Complaints with allegation of sexual harassment were filed with the company.

MANAGERIAL REMUNERATION:

Based on the recommendations of the Nomination and Remuneration Committee, the Board has approved the Remuneration Policy for manager of the Company. As part of the policy, the Company strives to ensure that:

- a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- b) relationship between remuneration and performance is clear and meets appropriate performance benchmarks;
- c) remuneration to Directors, KMP and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The company has not given any loan or guarantee or made any investments under Section 186.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The company has considered the entities having control over the company and the entities under Common Control and KMP as related party for the purpose of disclosure under the Accounting Standard 18 which appear as item No. 42, being Notes to accounts as appended to the accounts.

There have been no materially significant related party transactions between the Company and the Directors, the management, or the relatives except for those disclosed in the financial statements. All related party transactions that were entered into during the financial year were on arms' length basis and were in the ordinary course of business. Particulars of contacts or agreements with related parties referred to in sub-section (1) of Section 188 in Form No. AOC -2 is enclosed here with as Annexure 5

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

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

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR)

As per Section 135 of the Companies Act, 2013, all companies having a net worth of Rs 500 crore or more, or a turnover of Rs. 1000 crore or more or net profit of the company to be Rs 5 crore or more during the year are required to spend at least 2% of its average net profit for the immediately preceding 3 financial years on CSR activities. The initiatives undertaken by the Company on CSR activities during the year are set out in Annexure of this Report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules 2014. (Annexure 6)

The Policy and the report is available on the website in link: <http://www.fcioen.in/csr-policy.php>

RISK MANAGEMENT POLICY

Your company has an elaborated Risk Management procedure and adopted systematic approach to mitigate risk associated with accomplishment of objectives, operations, revenues and regulations. Your company believes that this would ensure mitigating risk proactively and help to achieve stated objectives. Many risks exist in a company's operating environment and they emerge on a regular basis. The Company's Risk Management processes focuses on ensuring that these risks are identified on a timely basis and addressed.

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

During the year, the Company faced significant challenges in its operations. The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) Conservation of energy:

- (i) the steps taken or impact on conservation of energy;
 - 1) Installed 800 CFM air blower
 - 2) LED lights
- (ii) the steps taken by the company for utilising alternate sources of energy; Nil
- (iii) the capital investment on energy conservation equipments; Rs. 14,00,750 INR

(B) Technology absorption:

- (i) the efforts made towards technology absorption;

The company introduced New product series OCTIS for outdoor connector application. For High speed commutations, we have commercialized the Millipacs 10G connector and started developing next Higher speed Millipacs 25G Connector. We have developed the Boltrack connector for Power over Ethernet applications. We have also developed customized connector solutions for many Indian and overseas customers. We have Started the R&D activities to introduce Silver capped plating to have a cost effective solution to the high cost precious metal plating for telecom applications.

FCI OEN CONNECTORS LTD.

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution;

Advanced tremendously in the efficiency of precious metal deposition on electric contacts for connectors. Many technologies have been indigenized for that.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

- (a) the details of technology imported : Technology for the manufacture of Circular connectors
- 2013 - Pulse plating Technology for improving the quality of Palladium Nickel Plating.
 - 2013 - Highly accurate Brush plating to apply precious metal on very restricted selective area with high accuracy and speed
 - 2014 - Auto titrator for accurate and speedier chemical analysis
 - 2015 - High Performance Liquid Chromatography analysis of additives in plating bath which was done outside India earlier
 - 2015 - Vision system for on line inspection that saves man power and improve product quality.
 - 2016 - Scanning Electron Microscope without using the costly liquid Nitrogen
- (b) the year of import : Year 2013-2016
- (c) whether the technology been fully absorbed: The Technology has been fully absorbed and project completed
- (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not applicable
- (e) the expenditure incurred on Research and Development. : Rs. 18,846,000

(C) Foreign exchange earnings and Outgo:

Particulars with regard to foreign exchange outgo and earning appear as item Nos. 35 & 37, being Notes to accounts as appended to the accounts.

APPRECIATION

Directors wish to place on record their appreciation of the continued support received from shareholders and Banks. The unstinted support of FCI has greatly contributed to the Company's performance and growth. Directors are also grateful to the Company's business partners and customers for their support and patronage.

Declaration Regarding Compliance by Board Members and Senior Management Personnel with the Code of Conduct-

This is to confirm that the Company has adopted the Code of Conduct for its employees, Managers and Whole-time Directors. The Code is available on the Company's website.

Company has in respect of the Financial Year ended 31 March, 2016, received from the senior management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

On behalf of the Board of Directors

(Sd/-)

(S.N. TALWAR)
Chairman

Cochin
24.08.2016

Form No. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

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

I. REGISTRATION & OTHER DETAILS:

i)	CIN	U32104KL1981PLC003348
ii)	Registration Date [DDMMYY]	02/06/1981
iii)	Name of the Company	FCI OEN CONNECTORS LTD.
iv)	Category/ Sub Category of the Company	Public Limited Company
v)	Address of the Registered Office and contact details	29/2089, Tripunithura Road, Thykoodam, Cochin - 682 019 Phone: 0484-2303027, Fax: 2301973
vi)	Whether listed Company	No
vii)	Name, Address and contact details of Registrar & Share Transfer Agent, if any	Cameo Corporate Services Ltd. Subramanian Building No. 1 Club House Road, CHENNAI - 600 002 Phone: 044 28460390 Fax: 044 28460129

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	Manufacturing	26109	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	Amphenol FCI Asia Pte Ltd.		Holding	97.79	Sec 2(46)

FCI OEN CONNECTORS LTD.

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

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters	0	0	0	0	0	0	0	0	0
(1) Indian	Nil	Nil	Nil		Nil	Nil	Nil	Nil	Nil
a) Individual/ HUF									
b) Central Govt	Nil	Nil	Nil		Nil	Nil	Nil	Nil	Nil
c) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A)1	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(2) Foreign									
a) NRIs - Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other – Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	6158196	7762	6165958	97.79	6158196	7762	6165958	97.79	Nil
d) banks/FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A)2	6158196	7762	6165958	97.79	6158196	7762	6165958	97.79	Nil
Total shareholding of Promoter (A) = (A)(1)+A(2)	6165196	7762	6165958	97.79	6158196	7762	6165958	97.79	Nil
B. Public Shareholding									
1. Institutions	Nil	Nil	Nil		Nil	Nil	Nil		
a) Mutual Funds	0	2159	2159	0.03	0	2159	2159	0.03	Nil
b) Banks / FI	1600	200	1800	0.03	1600	200	1800	0.03	Nil
c) Central Govt	Nil	Nil	Nil		Nil	Nil	Nil		
d) State Govt(s)	Nil	Nil	Nil		Nil	Nil	Nil		
e) Venture Capital Funds	Nil	Nil	Nil		Nil	Nil	Nil		
f) Insurance Companies	Nil	Nil	Nil		Nil	Nil	Nil		
g) FIs	Nil	Nil	Nil		Nil	Nil	Nil		
h) Foreign Venture Capital Funds	Nil	Nil	Nil		Nil	Nil	Nil		
i) Others (specify)	Nil	Nil	Nil		Nil	Nil	Nil		
Sub-total (B)(1):-	1600	2359	3959	0.06	1600	2359	3959	0.06	Nil
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	2932	330	3262	0.052	3304	330	3634	0.057	0.005
ii) Overseas	Nil	Nil	Nil		Nil	Nil	Nil	Nil	
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	67397	59041	126438	2.01	67944	57503	125447	1.99	0.02

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Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	Nil	Nil	Nil		Nil	Nil	Nil	Nil	
c) Others: Hindu Undivided Families	2083	Nil	2083	0.03	2377	Nil	2377	0.03	Nil
Non Resident Indians	1924	1615	3539	0.056	2249	1615	3834	0.06	0.004
Overseas Corporate Bodies	Nil	Nil	Nil		Nil	Nil	Nil		
Foreign Nationals	Nil	Nil	Nil		Nil	Nil	Nil		
Clearing Members	Nil	Nil	Nil		Nil	Nil	Nil		
Trusts	Nil	Nil	Nil		Nil	Nil	Nil		
Foreign Bodies - D R	Nil	Nil	Nil		Nil	Nil	Nil		
Sub-total(B)(2):-	74336	60986	135322	2.15	75874	59448	135322	2.15	Nil
Total Public Shareholding (B)=(B)(1)+(B)(2)	75936	63345	139281	2.21	77474	61807	139281	2.21	Nil
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil		Nil	Nil	Nil		
Grand Total (A+B+C)	6234132	71107	6305239	100	6235670	69569	6305239	100	Nil

ii. Shareholding of Promoter-

Name of Shareholders	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
Amphenol FCI Asia Pte Ltd.	6165958	97.79	Nil	6165958	97.79	Nil	Nil
Total	6165958	97.79	Nil	6165958	97.79	Nil	Nil

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

No Change in shareholding

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweatequity etc):				
	At the end of the year				

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

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	14862	0.23	0	0
	Date wise Increase / Decrease during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	14862	0.23	0	0

- v. Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	1	0.00001	1	0.00001
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the end of the year	1	0.00001	1	0.00001

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

Change in Indebtedness during the financial year				
* Addition	266,361,071			
* Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	266,361,071			
ii) Interest due but not paid	190,510			
iii) Interest accrued but not due				
Total (i+ii+iii)	266,551,581			

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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		G. Rajamani	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	49,86,447			49,86,447
	(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				
3	Sweat Equity				
4	Commission- as % of profit- others, specify...				
5	Others, please specify				
	Total (A)				
	Ceiling as per the Act				

B. Remuneration to other directors

SN	Particulars of Remuneration	Name of Directors		Total Amount (Rs.)
		K V Sivadas	Sunil K. Zachariah	
1	Independent Directors			
	Fee for attending board/committee meetings	30,000	60,000	90,000
	Commission			
	Others, please specify			
	Total (1)			
2	Other Non-Executive Directors	S T Talwar	P George Varghese	
	Fee for attending board/ committee meetings	90,000	70,000	160,000
	Commission			
	Others, please specify			
	Total (2)			
	Total (B)=(1+2)			
	Total Managerial Remuneration			
	Overall Ceiling as per the Act			

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

SN	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CS	CFO	
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				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	others, specify...				
5	Others, please specify				
	Total				

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority[RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	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

Form No. MR 3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2016**

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

To
The Members
FCI OEN Connectors Limited
XXIX/2089 Thykoodam, Tripunithura Road
Vyttila, Cochin, Ernakulam, Kerala - 682019

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. FCI OEN Connectors Limited [CIN: U32104KL1981PLC003348] (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 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 for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 and the Companies Act, 1956 (to the extent applicable) (the Act) and the rules made there under;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iii) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (iv) As informed to us, the following other laws are specifically applicable to the Company:
 1. The Factories Act, 1948;
 2. The Air (Prevention and Control of Pollution) Act, 1981;
 3. The Water (Prevention and Control of Pollution) Act, 1974;
 4. The Environment (Protection) Act, 1986;
 5. Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 1989;
 6. The Manufacture, Storage and Import of Hazardous Chemical Rules, 1989;
 7. E-waste (Management and Handling) Rules, 2011;
 8. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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

- (i) Secretarial Standards relating to Board (SS 1) and General Meetings (SS 2) issued by The Institute of Company Secretaries of India;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above and there were no instances of non compliance except the following:

1. We have noted certain deficiencies with regard to disclosures in the Directors' Report for the Financial Year ended 31st December 2014. The management represented that the same were rectified during the year 2015-16.
2. The Company has not filed Annual Return on Foreign Liabilities & Assets with Reserve Bank of India as on 31st March 2015.

We further report that

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

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

All decisions of the Board were unanimous and the same was captured and recorded as part of the minutes.

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

We further report that during the audit period there were no instances of:

- (i) Public / Right / Preferential issue of shares / debentures / sweat equity etc.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013.
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations.

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

To
The Members
FCI OEN Connectors Limited
XXIX/2089 Thykoodam,
Tripunithura Road, Vyttila,
Cochin, Ernakulam, Kerala - 682019

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

1. Maintenance of the Secretarial records is the responsibility of the management of the Company. Our responsibility as Secretarial Auditors is to express an opinion on these records, based on our audit.
2. During the audit, we have followed the practices and process as were appropriate, to obtain reasonable assurance about the correctness of the contents of the Secretarial records. We believe that the process and practices we followed provide a reasonable basis for our report.
3. The correctness and appropriateness of financial records and Books of Accounts of the Company have not been verified.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards etc. is the responsibility of management. Our examination was limited to the verification of the procedures and compliances on test basis.
6. While forming an opinion on compliance and issuing the Secretarial Audit Report, we have also taken into consideration the compliance related actions taken by the Company after 31st March 2016 but before issue of the Report.
7. We have considered actions carried out by the Company based on independent legal/ professional opinion as being in compliance with law, wherever there was scope for multiple interpretations.

Policy for Remuneration to Directors/KMP/Other Employees

Remuneration of Key Managerial Personnel Other than Managing Director/Whole-time Director/Manger

- a) The company shall ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the company successfully.
- b) It should be ensured that no director/KMP/ other employee are involved in deciding his or her own remuneration.
- c) The market rates/ quantum and structures of remuneration as applicable to the comparable organisations in the similar business spheres should be given due consideration.
- d) It is to be ensured that relationship of remuneration to the performance is clear & meets appropriate performance benchmarks. Performance benchmarks are laid down.
- e) Increase in remuneration should provide rewards for improved performance.
- f) Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short and long term performance objectives appropriate to the company's working and goals.
- g) Following criteria are also to be considered:-
 - a. Responsibilities and duties;
 - b. Time & efforts devoted;
 - c. Value addition;
 - d. Profitability of the Company & growth of its business;
 - e. Analyzing each and every position and skills for fixing the remuneration yardstick
 - f. Ensuring that remuneration structure is simple and that the cost to the company {CTC} is not shown inflated and, in comparison, the effective take home remuneration is not low.
 - g. Any other criteria as may be applicable.

Remuneration to Managing Director / Whole-time Directors/Managers:

- a) The Remuneration paid to Managing Director / Whole-time Directors/Managers, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) Consistent treatment of remuneration parameters across the organisation.
- c) Provisions of law with regard making payment of remuneration, as may be applicable, are complied.

Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013.
- b) All the remuneration of the Non- Executive / Independent Directors shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

Remuneration to Senior Management Personnel:

- a) The qualifications, experience, skills & expertise as required to effectively meet their areas of work, duties and responsibilities.
- b) Relevant industry experience.
- c) Ability to assume the responsibilities and duties of their posts effectually.
- d) Appropriate other qualification/experience to meet the objectives of the company.

Remuneration to Other employees:

Remuneration of employees refers to the annual compensation payable to the employees of the company. This comprises of two parts.

- a) Fixed Component
- b) A performance Linked variable Component, which is based on the extend of achievement of the individual's objectives and performance of the business unit.

The performance linked pay will be directly linked to the performance on individual components and over all performance of the business.

This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modifications on the policy as a recommended by the committee would be given for approval of the Board of Directors.

Annexure 4

Attendance of Directors in Meeting held during 2015-2016

Meeting Attendance	S.N. Talwar	P. George Varghese	K.V Sivadas	Sunil Zachariah	Lim Gek Choo	G. Rajamani
Board Meeting	6	6	2	4	1	6
Independent Directors			1	1		
Audit Committee	3		1	2		
Nomination and Remuneration Committee		1		1		
Stakeholder Relationship Committee		6				5
CSR Committee		6	3			6

Annexure 5

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.

Corporate Social Responsibility (CSR) Report

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. A brief outline of the Company's CSR policy

The Board of Directors adopted the CSR Policy which is available on the Company's website. Corporate Social Responsibility (CSR) is an effective way to build trust and strategic relationship with public and local bodies. It is primarily to support society by contributing to the socio-economic progress and to ensure co-operation in the neighborhood community. The objective of CSR initiative by FCI OEN is to impact the lives of the disadvantaged people residing near the factories and offices of the Company and engaging them in activities that improve their wellbeing.

FCI OEN is also dedicated to support initiatives for:

- 1) Protection of environment and ecological balance.
- 2) Education
- 3) Health
- 4) Livelihoods
- 5) Rural and Urban infrastructure

CSR Policy of FCI OEN :

<http://www.fcoen.com/csr-policy.php>

2. The Composition of the CSR Committee

The committee consists of 3 directors out of which one is Independent Director as given below:

Mr. P. George Varghese- Member

Mr. G. Rajamani – Member

Mr. K.V. Sivadas - (Independent Director)

	Particulars	Amount
1	Average net profit of the Company for the last three financial years.	102,681,215
2	Prescribed CSR expenditure (2% of the average net profit of the last three financial years)	2,053,624
3	Previous year CSR unspent balance (2014-2015)	16,47,182
4	Total amount spent for the financial year 2015-2016	228,091
5	CSR amount unspent	34,72,715

3. As Reasons for not spending 2% of the average net profit of the last three financial years:

Members are aware, the Company has taken up various social development initiatives in the past years which includes promoting education and infrastructure development in Government schools, midday meal scheme, access to drinking water in remote villages, treatment supports, skill development activities for differently abled, etc.

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Though the Company recognizes the need, however it could not fulfill the CSR spent as budgeted. The CSR committee has approved to partly finance the project of laying Rubberised tile in Chirdrens park of Government LP School in Thiruvaniyoor panchayath. The committee has also approved to project called Sabhalyam Housing Project Undertaken by the Kerala State Housing Board.

The Company has plans in scaling up the CSR activities in a structured and controlled manner to ensure maximum positive impact to the communities in the future.

4. Responsibility Statement by the Corporate Social Responsibility Committee:

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

Chairman of CSR Committee

(Sd/-)

P. George Varghese

FCI OEN CONNECTORS LTD.

INDEPENDENT AUDITORS' REPORT

To the Members of FCI OEN Connectors Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of FCI OEN Connectors Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the fifteen months period then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("The Act") with respect to the preparation of these financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

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

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2015', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March, 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March, 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i) The Company has disclosed the impact, if any, of pending litigations as at March, 31, 2016. on its financial position in its financial statements-Refer Note [23];
 - ii) The Company did not have any long-term contracts including derivative contracts as at March, 31, 2016.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March, 31, 2016.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants

(Sd/-)

Baskar Pannerselvam
Partner
Membership Number: 213126

Kochi
August 24, 2016

FCI OEN CONNECTORS LTD.

Annexure to Independent Auditors' Report

Referred to in paragraph 97 of the Independent Auditors' Report of even date to the members of FCI OEN Connectors Limited on the financial statements as of and for the fifteen months period ended December March 31, 201643.

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- ii. (a) The inventory [excluding stocks with third parties] has been physically verified by the Management during the period. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, having regard to the explanation that, except for certain items of inventory and fixed assets which are of proprietary nature for which suitable alternative sources do not exist, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified.
- vi. We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been specified under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete. We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been prescribed under clause (d) of sub-section (1) of Section 209 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund, income tax, sales tax, value added tax, excise duty and service tax though there has been a slight delay in few cases, and is regular in depositing

FCI OEN CONNECTORS LTD.

undisputed statutory dues, including investor education and protection fund, employees' state insurance, wealth tax, customs duty, and other material statutory dues, as applicable, with the appropriate authorities.

- b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of sales tax, customs duty, wealth tax and value added tax which have not been deposited on account of any dispute. The particulars of dues of income tax, service tax, duty of excise as at March 31, 2016 3 which have not been deposited on account of a dispute, are as follows:

Name of the Statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
The Income Tax Act, 1961	Income tax liability including interest and penalty, where applicable	122,321,200	Assessment Year: 2008-09	Commissioner of Income tax (Appeals)
		33,570,173	Assessment Year: 2010-11	Assessing Officer
		174,132,510	Assessment Year: 2011-12	Income tax Appellate Tribunal
		64,477,140	Assessment Year: 2012-13	Commissioner of Income tax (Appeals)
The Central Excise Act, 1944	Excise duty including interest and penalty, where applicable	6,428,446	Year: 2011-2012	Commissioner of Central Excise (Appeals)
		320,000	Year: 2005	Customs, Excise and Service Tax Appellate Tribunal
The Finance Act, 1994	Service Tax liability including interest and penalty, where applicable	6,896,982	Years: 2009 to 2013	Commissioner of Central Excise, Customs and Service Tax
		94,010	Years: 2010 and 2011	Commissioner of Central Excise (Appeals)
		2,917,911	Years: 2013 and 2014	Commissioner of Central Excise, Customs and Service Tax

- c) The amount required to be transferred to Investor Education and Protection Fund has been transferred within the stipulated time in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.
- viii. The Company has no accumulated losses as at the end of the financial period and it has not incurred any cash losses in the financial period ended on that date or in the immediately preceding financial year.
- ix. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution as at the balance sheet date.

FCI OEN CONNECTORS LTD.

- x. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of Clause 3(x) of the Order are not applicable to the Company.
- xi. The Company has not raised any term loans. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the company.
- xii. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the period, nor have we been informed of any such case by the Management.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants

(Sd/-)

Kochi
August 24, 2016

Baskar Pannerselvam
Partner
Membership Number: 213126

FCI OEN CONNECTORS LTD.**BALANCE SHEET AS AT MARCH 31, 2016**

(Amount in Rs.)

	Note	As at March 31, 2016	As at December 31, 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share capital	3	63,069,140	63,069,140
Reserves and surplus	4	1,601,159,036	1,667,685,535
		1,664,228,176	1,730,754,675
Non - Current Liabilities			
Long-term borrowings	5	1,632,760	6,088,819
Other long-term liabilities	6	5,403,712	2,714,610
Long-term provisions	7	16,347,474	8,520,631
		23,383,946	17,324,060
Current Liabilities			
Short-term borrowings	8	266,551,581	-
Trade payables	9	-	-
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues of creditors other than micro and small enterprises		598,997,632	558,576,046
Other current liabilities	10	170,617,070	89,798,469
Short-term provisions	11	13,223,721	-
		1,049,390,004	648,374,515
TOTAL		2,737,002,126	2,396,453,250
ASSETS			
Non-Current Assets			
Fixed assets	12		
Tangible assets		755,026,187	569,334,042
Intangible assets		8,769,265	-
Capital work-in-progress		45,040,950	23,232,766
		808,836,402	592,566,808
Non-current investments	13	200,000	200,000
Deferred tax asset (Net)	14	12,840,675	26,442,948
Long term loans and advances	15	46,799,733	99,328,735
Other non current assets	16	7,870,184	5,682,927
		876,546,994	724,221,418
Current Assets			
Inventories	17	637,867,108	468,196,079
Trade receivables	18	753,401,857	736,954,038
Cash and bank balances	19	114,281,029	161,277,511
Short term loans and advances	20	233,712,076	203,529,107
Other current assets	21	121,193,062	102,275,097
		1,860,455,132	1,672,231,832
TOTAL		2,737,002,126	2,396,453,250

The accompanying notes are an integral part of these financial statements.

In terms of our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants

Sd/-
Baskar Pannerselvam
Partner
Membership Number: 213126

Kochi, Date: 24-08-2016

For and on behalf of the Board of Directors

Sd/- S.N. Talwar Chairman	Sd/- G. Rajamani Manager & Director
Sd/- P George Varghese Vice Chairman	Sd/- Vidyalakshmi B Company Secretary

Kochi, Date: 24-08-2016

FCI OEN CONNECTORS LTD.

Statement of Profit and Loss for the period from January 01, 2015 to March 31, 2016

	Note	For the period January 01, 2015 to March 31, 2016 Rs.	Year ended December 31 2014 Rs.
Revenue			
Revenue from operations (gross)	24	4,559,457,598	3,605,657,407
Less: Excise duty		145,378,887	90,002,334
Revenue from operations (net)		4,414,078,711	3,515,655,073
Other income	25	68,884,314	49,744,377
Total Revenue		4,482,963,025	3,565,399,450
Expenses			
Cost of materials consumed	26	2,738,999,259	2,176,765,514
Purchase of stock-in-trade	36.3	281,537,497	220,622,533
Changes in value of inventories of finished goods, work in progress and stock-in-trade	27	(89,536,121)	(2,989,515)
Employee benefits expense	28	561,706,340	358,171,081
Finance costs	30	3,051,471	542,639
Depreciation and amortization expense	12	141,477,119	107,258,393
Other expenses	31	827,387,694	610,197,230
Total expenses		4,464,623,259	3,470,567,875
Profit before tax		18,339,766	94,831,575
Current tax (includes tax relating to earlier years Rs. 71,263,991/-)		76,754,141	28,278,492
MAT credit entitlement		(5,490,150)	-
Deferred tax (includes tax related to earlier years Rs 5,413,411/-)		13,602,273	1,955,235
		84,866,264	30,233,727
Profit for the period		(66,526,498)	64,597,848
Earnings per share (basic and diluted):	40	(10.55)	10.25
Nominal Value Per Share		Rs. 10	Rs. 10

The accompanying notes are an integral part of these financial statements.

In terms of our report of even date.

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

Chartered Accountants

Sd/-

Baskar Pannerselvam

Partner

Membership Number: 213126

Kochi, Date: 24-08-2016

For and on behalf of the Board of Directors

Sd/-

S.N. Talwar

Chairman

Sd/-

P George Varghese

Vice Chairman

Kochi, Date: 24-08-2016;

Sd/-

G. Rajamani

Manager & Director

Sd/-

Vidyalakshmi B

Company Secretary

FCI OEN CONNECTORS LTD.

Cash Flow Statement for the period from January 01, 2015 to March 31, 2016 (Amount in Rs.)

	For the period January 01, 2015 to March 31, 2016	Year ended December 31, 2014
I Cash Flow From Operating Activities		
Profit before tax	18,339,766	94,831,575
Add :		
Depreciation and amortization	141,477,119	107,258,393
Provision for doubtful debts (net)	563,632	162,808
Bad Debts (net)	196,936	83,975
Provision for doubtful receivable	-	2,059,444
Provision for gratuity	7,826,843	805,606
Unrealised exchange (gain)/ loss	4,347,616	(3,119,480)
Interest expense	3,051,471	542,639
Interest income	(2,023,625)	(2,022,322)
(Profit) on sale of fixed assets	(6,447,409)	-
Operating profit before working capital changes	167,332,349	200,602,638
Changes (Increase)/ Decrease in working capital:		
Trade receivables	(31,057,326)	74,274,855
Inventories	(169,671,029)	(65,267,305)
Short term Loans and advances	(23,397,299)	(77,090,909)
Long term Loans and advances	2,775,547	(2,913,058)
Other non-current assets	(4,233,496)	(3,636,688)
Other current assets	(18,596,573)	20,240,119
Other long-term liabilities	2,689,102	904,870
Other current liabilities	81,773,690	(24,925,141)
Trade payables	48,857,619	74,375,567
Cash generated from operations	56,472,585	196,564,948
Income tax paid (net of refunds)	(11,624,225)	(73,043,948)
Net cash from \ (used in) operating activities	44,848,360	123,521,000
II Cash Flow From Investing Activities		
Purchase of fixed assets	(361,287,428)	(69,804,656)
Proceeds from sale of fixed assets	5,212,014	-
Interest received	1,702,233	2,167,150
Fixed deposits with banks (net)	(2,947,169)	(1,208,077)
Net cash (used in) \ from investing activities	(357,320,350)	(68,845,583)
III Cash Flow From Financing Activities		
Repayment of Fixed deposits	-	(143,420)
Proceeds from short term borrowings	264,705,797	-
Repayment of Long Term Borrowings	(4,456,059)	-
Interest paid on fixed deposits and loans	(3,051,471)	(578,436)
Net cash (used in) financing activities	257,198,264	(721,856)
Net increase / (decrease) in cash and cash equivalents (I+II+III)	(55,273,723)	53,953,561
Cash and cash Equivalents at the beginning of the year	144,228,370	89,363,652
Effect of exchange differences on balances with banks in foreign currency	3,429,493	911,158
Cash and cash Equivalents at the end of the year	92,384,140	144,228,371
Cash and Cash Equivalents comprise of :	As at March 31, 2016	As at December 31, 2014
Cash on hand	191,073	248,922
Balances with banks	92,193,067	143,979,449
	92,384,140	144,228,371

Notes: (1) Other current liabilities & cash and cash equivalents exclude unclaimed dividend and balance in unpaid dividend bank account, respectively.

(2) The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard - 3 on the Cash Flow Statement.

In terms of our report of even date.

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

Chartered Accountants

Sd/-

Baskar Pannerselvam

Partner

Membership Number: 213126

Kochi, Date: 24-08-2016

For and on behalf of the Board of Directors

Sd/-

S.N. Talwar

Chairman

Sd/-

P George Varghese

Vice Chairman

Kochi, Date: 24-08-2016

Sd/-

G. Rajamani

Manager & Director

Sd/-

Vidyalakshmi B

Company Secretary

FCI OEN CONNECTORS LTD.

Notes forming part of the financial statements for the period from January 01, 2015 to March 31, 2016

1. General Information

FCI OEN Connectors Limited ("FCI OEN" or "The Company") was incorporated on the 2nd day of June 1981. The Company is engaged in the business of manufacture and sale of connectors. The Company is a subsidiary of Amphenol FCI Asia Pte Limited ("Formerly known as FCI Asia Pte Limited."), Singapore. The Company's manufacturing facilities are situated in Kochi in the state of Kerala and Bangalore in the state of Karnataka.

2. Summary of Significant Accounting Policies

2.1 Basis of preparation of financial statements

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by the Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply, in all material aspects, with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and the other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

2.2 Use of Estimates

The preparation of financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenue and expenses and disclosure of contingent liabilities as of the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon the management's evaluations of the relevant facts and circumstances as of the date of the financial statements. Future results could differ than these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/materialise.

2.3 Revenue recognition

Sale of goods: Sales are recognised when the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognised net of trade discounts, rebates, sales taxes and excise duties.

Export incentive is recognised when there is a reasonable assurance that the conditions are met and incentive will be received.

2.4 Other Income

Interest : Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Income from duty drawback is recognised on an accrual basis.

2.5 Tangible Assets

Tangible Assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Costs include all costs relating to acquisition and installation of tangible asset.

Cost of internally generated tangible assets include cost that is directly attributable to the construction of the asset including materials, labour and overhead.

Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.

Depreciation on tangible assets is provided on a pro-rata basis on the straight-line method over the estimated useful lives of the assets which are lower than the rates prescribed under Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets. The estimates of useful lives of the assets are based on a technical evaluation, have not undergone a change on account of transition to the Companies Act, 2013.

Asset	Useful life (years) as per company policy	Useful life (years) as per Schedule 2
Buildings	3-60 years	3-60 years
Office equipments (including computers)	4-20 years	3-5 years
Furniture and fixtures	15-30 years	10 years
Vehicles	11 years	8 years
Plant and machinery	5-20 years	15 years

All assets individually costing Rs. 5,000 or less are fully depreciated in the year of addition.

2.6 Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets are amortised on a straight-line basis over their estimated useful lives as per below:

Asset	Useful life (years)
Technical Know-how	7
Computer Software	4

Gains or losses arising from disposal of an intangible asset which are carried at cost are recognised in the Statement of Profit and Loss.

2.7 Impairment of assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purpose of assessing impairment, the recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. The smallest identifiable group of assets that generates cash flows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit (CGU). An asset or CGU whose carrying value exceeds its recoverable amount is considered impaired and is written down to its recoverable amount. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

2.8 Inventories

Inventories are stated at lower of cost and net realisable value. Cost is determined at standard cost which are adjusted for variances between standard cost and actual cost and comprises, where appropriate, the cost of material, labour and all applicable manufacturing overheads. 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.

2.9 Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

2.10 Foreign Currency transactions**Initial Recognition**

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Subsequent Recognition

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period.

Exchange differences on restatement of all monetary items are recognised in the Statement of Profit and Loss.

2.11 Current Tax and Deferred tax

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdiction.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets, if any.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

2.12 Employee benefits

(I) Short-term Employee Benefits

Short term employee benefits are recognized as an expense as per the Company's scheme, based on expected obligations on undiscounted basis.

(II) Post Retirement Benefits

Post Retirement Benefits comprise of Provident Fund, Superannuation and Gratuity which are accounted for as follows:

(a) Provident Fund

Contribution towards provident fund for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis. The Company's contributions are charged to Statement of Profit and Loss.

(b) Gratuity

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit method) by an independent actuary at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise. The Company's Gratuity Plan is administered by Life Insurance Corporation of India.

(c) Superannuation

This is a defined contribution plan. The Company contributes a sum equivalent to 15% of eligible employees salary to a Superannuation Fund administered by trustees and managed by a private insurance company. The Company has no further obligations for future superannuation benefits other than its annual contributions and recognises such contributions as an expense as and when due.

(III) Long term employee benefits

Compensated absence

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) by an independent actuary at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year which they arise

2.13 Provisions and Contingent liabilities

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that

arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is termed as a contingent liability.

When there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure as specified in Accounting Standard 29 - "Provisions, Contingent Liabilities and Contingent Assets" is made.

Contingent Assets are not recognised in the financial statements.

2.14 Leases

As a lessee:

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease. Initial direct costs are recognised as an expense in the Statement of Profit and Loss in the period in which they are incurred.

The Company leases certain tangible assets and such leases where the Company has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased asset and the present value of the minimum lease payments.

Each lease payment is apportioned between the finance charge and the reduction of the outstanding liability. The outstanding liability is included in short-term/long-term borrowings, as applicable. The finance charge is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

As a lessor:

The Company has leased certain tangible assets and such leases where the Company has substantially retained all the risks and rewards of ownership are classified as operating leases. Lease income on such operating leases are recognised in the Statement of Profit and Loss on a straight line basis over the lease term which is representative of the time pattern in which benefit derived from the use of the leased asset is diminished. Initial direct costs are recognised as an expense in the Statement of Profit and Loss in the period in which they are incurred.

2.15 Cash and Cash Equivalents

In the cash flow statement, cash and cash equivalents includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

2.16 Earnings Per Share

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

3. Share Capital

	As at March 31, 2016 Rs.	As at December 31, 2014 Rs.
Authorised:		
9,000,000 (31st December, 2014: 9,000,000) Equity Shares of Rs. 10 each	90,000,000	90,000,000
Issued:		
6,309,517 (31st December, 2014: 6,309,517) Equity Shares of Rs. 10 each fully paid up	63,095,170	63,095,170
Subscribed and paid up:		
6,305,239 (31st December, 2014: 6,305,239) Equity Shares of Rs. 10 each fully paid up	63,052,390	63,052,390
Add: Forfeited Shares	16,750	16,750
	63,069,140	63,069,140

3.1 Reconciliation of number of shares

	As at March 31, 2016		As at December 31, 2014	
	Number of Shares	Rs.	Number of Shares	Rs.
Balance as at the beginning of the period	6,305,239	63,052,390	6,305,239	63,052,390
Shares Issued during the period	-	-	-	-
Balance as at the end of the period	6,305,239	63,052,390	6,305,239	63,052,390

3.2 Rights, Preferences and Restrictions attached to the shares

The Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion of their shareholding.

3.3 Details of shares held by shareholders holding more than 5% of the aggregate shares in the company

	As at March 31, 2016		As at December 31, 2014	
	Number of shares	%	Number of shares	%
Equity Shares:				
Amphenol FCI Asia Pte Limited (formerly known as "FCI Asia Pte Limited")	6,165,958	97.79%	6,165,958	97.79%

3.4 Shares held by holding Company

	As at March 31, 2016		As at December 31, 2014	
	Number of shares	%	Number of shares	%
Equity Shares:				
Shares held by Amphenol FCI Asia Pte Limited (“formerly known as “FCI Asia Pte Limited”), the holding Company	6,165,958	61,659,580	6,165,958	61,659,580

3.5 Shares allotted as fully paid up pursuant to contract(s) without payment being received in cash (during 5 years immediately preceding the year ended March 31, 2016)

7,762 equity shares of Rs.10/- each were issued to FCI Asia Pte Ltd, Singapore towards purchase consideration of motorised vehicles division and global tooling centre pursuant to a Scheme of Demerger in the year 2010.

	As at March 31, 2016 Rs.	As at December 31, 2014 Rs.
4. Reserves and Surplus		
Capital Reserve		
Balance as at the beginning of the period	1,000,000	1,000,000
Less : Amount utilised during the period	-	-
Balance as at the end of the period	1,000,000	1,000,000
Securities Premium Account		
Balance as at the beginning of the period	290,181,421	290,181,421
Less : Amount utilised during the period	-	-
Balance as at the end of the period	290,181,421	290,181,421
General Reserve		
Balance as at the beginning of the period	430,377,319	430,377,319
Less : Amount utilised during the period	-	-
Balance as at the end of the period	430,377,319	430,377,319
Surplus in Statement of Profit and Loss		
Balance as at the beginning of the year	946,126,795	881,528,947
Add : Profit/(Loss) for the year	(66,526,498)	64,597,848
Balance as at the end of the year	879,600,296	946,126,795
	1,601,159,036	1,667,685,535
5. Long-term borrowings		
Secured :		
Long-term maturities of Finance Lease obligation [refer note 41]	1,632,760	6,088,819
	1,632,760	6,088,819

Note: Repayable in 32 instalments from the date of installation.

	As at March 31, 2016 Rs.	As at December 31, 2014 Rs.
6. Other long-term liabilities		
Rent payable	5,403,712	2,714,610
	<u>5,403,712</u>	<u>2,714,610</u>
7. Long-term provisions		
Provision for Gratuity	16,347,474	8,520,631
	<u>16,347,474</u>	<u>8,520,631</u>
8. Short-term borrowings		
Secured :		
Pre-shipment credit in foreign currency loan from banks are secured by hypothecation of inventories, book debts	266,551,581	-
	<u>266,551,581</u>	<u>-</u>
9. Trade Payables		
Total outstanding dues of micro and small enterprises (Refer note 33) and	-	-
Total outstanding dues of creditors other than micro and small enterprises	598,997,632	558,576,046
	<u>598,997,632</u>	<u>558,576,046</u>
10. Other Current Liabilities		
Current maturities of finance lease obligations (Refer Note 5 and 41)	3,615,105	3,133,201
Unclaimed dividend (Note a)	4,023,035	4,168,695
Advances received from customers	11,126,429	1,599,627
Employee benefits payable	91,488,800	22,773,118
Payable towards fixed assets	44,363,719	45,173,148
Statutory Dues including provident fund and tax deducted at source	15,999,982	12,950,680
	<u>170,617,070</u>	<u>89,798,469</u>
(a) There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the year end.		
11. Short-term provisions		
Provision for tax net of advance tax*	13,223,721	-
	<u>13,223,721</u>	<u>-</u>
*Net of Advance Tax	297,322,456	-

Note 12
Tangible Assets
 Notes forming part of the financial statements for the period from January 01, 2015 to March 31, 2016
 (Amount in Rupees)

Description	Gross Block			Depreciation			Net Block	
	As at January 1, 2015	Additions	Disposals	As at March 31, 2016	For the year	Disposals	As at March 31, 2016	As at December 31, 2014
Own Assets:								
Land- Freehold	8,629,858 (8,629,858)	- (-)	60,126.00 (-)	8,569,732 (8,629,858)	- (-)	- (-)	8,569,732 (-)	8,629,858
Buildings (Refer Note 1 below)	260,808,908 (260,125,654)	8,643,422 (683,254)	- (-)	269,452,330 (260,808,908)	10,583,309 (7,940,954)	- (-)	161,900,604 (96,968,417)	163,840,491
Plant and Machinery	1,734,730,234 (1,654,608,781)	307,694,909 (104,885,853)	331,933 (24,764,400)	2,042,093,210 (1,734,730,234)	123,476,446 (95,649,077)	331,933 (24,764,400)	568,093,244 (1,350,855,453)	383,874,781
Office Equipment	52,986,464 (49,368,428)	8,867,383 (3,618,036)	- (-)	61,853,847 (52,986,464)	3,737,536 (2,033,086)	- (-)	10,276,577 (47,839,734)	5,146,730
Furniture and Fixtures	23,275,265 (22,947,795)	- (327,470)	- (-)	23,275,265 (23,275,265)	1,155,196 (1,127,158)	- (-)	5,139,661 (16,980,408)	6,294,857
Vehicles	6,786,787 (6,786,787)	- (-)	- (-)	6,786,787 (6,786,787)	500,956 (508,118)	- (-)	1,046,369 (5,239,462)	1,547,325
Total	2,087,217,516 (2,002,467,303)	325,205,714 (109,514,613)	392,059 (24,764,400)	2,412,031,171 (2,087,217,516)	139,453,443 (107,258,393)	331,933 (24,764,400)	755,026,187 (1,517,883,474)	569,334,042
Previous year								

Intangible Assets

Description	Gross Block			Amortisation			Net Block	
	As at January 1, 2015	Additions	Disposals/ Adjustment	As at March 31, 2016	For the year	Disposals/ Adjustment	As at March 31, 2016	As at December 31, 2014
Technical Know-how	92,561,798 (92,561,798)	- (-)	- (-)	92,561,798 (92,561,798)	- (-)	- (-)	92,561,798 (92,561,798)	-
Software	8,227,120 (8,227,120)	10,792,941 (-)	- (-)	19,020,061 (8,227,120)	2,023,676 (-)	- (-)	8,769,265 (8,227,120)	-
Total	100,788,918 (100,788,918)	10,792,941 (-)	- (-)	111,581,859 (100,788,918)	2,023,676 (-)	- (-)	8,769,265 (100,788,918)	-
Previous Year								
Capital Work in Progress								
Current Year	2,188,006,434	335,998,655	392,059	2,523,613,030	141,477,119	331,933	808,836,402	592,566,808
Previous Year	(2,103,256,221)	(109,514,613)	(24,764,400)	(1,536,178,399)	(107,258,393)	(24,764,400)	(1,618,672,392)	

Amounts in bracket represents previous year figures.

Note: (1) Includes buildings or portion there of that have been given on operating lease to third parties.

	As at March 31, 2016 Rs.	As at December 31, 2014 Rs.
13. Non Current Investments		
Non-term and Non-trade (at cost)		
a) Quoted		
Equity shares of Rs. 10 each fully paid up Integrated Finance Company Limited	7000 -	7000 -
b) Unquoted		
Equity shares of Rs. 10 each fully paid up Kerala Enviro Infrastructure Limited	20000 <u>200,000</u>	20000 <u>200,000</u>
	<u>200,000</u>	<u>200,000</u>
Aggregate amount of quoted investments	-	-
Market value of quoted investments	-	-
Aggregate amount of unquoted investments	200,000	200,000
Aggregate provision for diminution in value of quoted investments	113,120	113,120
14. Deferred Tax Asset (Net)		
Difference in written down value of fixed assets between books and tax	2,463,739	22,959,106
Provision for doubtful debts/ receivable	-	901,094
Unabsorbed depreciation/loss	1,414,829	-
Expenses allowable on payment basis under the provisions of the Income Tax Act, 1961	8,962,107	2,582,748
	<u>12,840,675</u>	<u>26,442,948</u>
15. Long-term loans and Advances (Unsecured - Considered good)		
Capital advances	4,619,962	1,948,802
Security deposits	16,168,483	18,910,585
Taxes paid under protest to authorities**	26,011,288	26,044,732
Advance Tax and Tax Deducted at Source*	-	52,424,616
	<u>46,799,733</u>	<u>99,328,735</u>
* Net of provision for taxation	-	1,047,013,555
** Paid under protest in connection with Indirect Taxes such as Excise Duty, Service Tax, Sales Tax etc.		
16. Other Non-Current Assets (Unsecured- Considered good)		
Deposits with banks (with maturity period of more than twelve months)	-	2,046,239
Other receivables	7,870,184	3,636,688
	<u>7,870,184</u>	<u>5,682,927</u>

	As at March 31, 2016 Rs.	As at December 31, 2014 Rs.
17. Inventories		
Raw Material and Components*	324,834,053	251,413,804
Packing Material	12,798,743	8,226,727
Work in Progress	186,071,822	122,750,544
Finished Goods	68,021,521	61,831,105
Trading Goods**	36,375,847	16,351,420
Stores and Spares	9,765,122	7,622,479
	637,867,108	468,196,079
* Includes goods in transit	962,849	4,484,891
** Includes goods in transit	21,886,454	8,261,731
17.1 Details of inventory		
(i) Finished Goods		
Connectors	49,636,911	40,061,058
Accessories	10,300,618	2,673,637
Cable Assembly	8,083,992	19,096,410
	68,021,521	61,831,105
(ii) Work in progress		
Connectors	19,764,408	18,758,853
Piece parts	159,822,426	98,632,834
Tooling	6,484,988	5,358,857
	186,071,822	122,750,544
(iii) Traded goods		
Connectors	36,350,646	15,684,032
Cable Assembly	25,201	667,388
	36,375,847	16,351,420
18. Trade Receivables		
(Unsecured)		
Outstanding for a period exceeding 6 months from the date they are due for payment		
Considered good	15,934,542	5,430,054
Considered doubtful	1,297,732	734,100
	17,232,274	6,164,154
Less: Provision for doubtful debts	(1,297,732)	(734,100)
	15,934,542	5,430,054
Other debts		
Considered good	737,467,315	731,523,984
	737,467,315	731,523,984
	753,401,857	736,954,038

	As at March 31, 2016 Rs.	As at December 31, 2014 Rs.
19. Cash and Bank Balances		
Cash and Cash equivalents		
Cash on hand	191,073	248,922
Bank balances		
- In Current Account	52,740,758	32,638,908
- In Exchange Earners' Foreign Currency Account	39,452,309	111,340,541
	92,384,140	144,228,371
Other bank balances		
Deposits with maturity of more than 3 months but less than 12 months*	17,873,854	12,880,445
Unpaid dividend account	4,023,035	4,168,695
	114,281,029	161,277,511
* Includes as lien by bank against bank guarantees	15,817,614	12,870,445
20. Short-term loans and advances (Unsecured, considered good)		
Supplier Advances	6,002,661	5,165,421
Prepaid Expense	7,948,098	9,364,343
Employee Advances	618,444	540,960
Balances with Excise/ VAT authorities	210,077,864	188,139,031
MAT credit entitlements	5,490,150	-
Other receivables	3,574,859	319,352
	233,712,076	203,529,107
21. Other Current Assets (Unsecured considered good, unless otherwise stated)		
Interest accrued on bank deposits	692,477	371,085
Rebate and duty drawback receivable		
- Considered good	120,500,585	101,904,012
- Considered doubtful	-	2,059,444
	121,193,062	104,334,541
Less: Provision for doubtful receivables	-	(2,059,444)
	121,193,062	102,275,097

	As at March 31, 2016 Rs.	As at December 31, 2014 Rs.
22. Capital and Other Commitments		
a) Capital Commitments		
Estimated amount of Contracts remaining to be executed on capital account and not provided for (net of advances)	24,317,942	11,439,882

b) Other Commitments

In respect of capital goods imported at concessional rate of duty under the Export Promotion Capital Goods Scheme, the Company has an export obligation of Rs 395,571,957/- (2014 - Rs 994,071,365/-), which is required to be met at different dates, before March 31, 2022. In the event of non- fulfillment of the export obligation, the Company will be liable to refund the availment of concessional customs duties and penalties, as applicable. However, the Company is confident of meeting its export obligation on or before the applicable due date.

23. Contingent Liabilities

Claims against the company not acknowledged as debt

Income tax matters	439,935,137	164,742,668
Excise and service tax matters	414,010	414,010
Sales Tax matters	4,448,638	4,448,638
	444,797,785	169,605,316

Future cash flows in respect of above, if any, is determinable only on receipt of judgement/decisions pending with relevant authorities.

	For the period January 01, 2015 to March 31, 2016 Rs.	Year ended December 31 2014 Rs.
24. Revenue		
Sale of products (notes (a) and (b))		
Finished goods	3,696,755,404	2,748,804,472
Traded Goods	378,563,492	358,568,902
Other Operating Revenue		
Scrap sales	415,051,336	459,633,596
Export Entitlements	69,087,366	38,650,437
	4,559,457,598	3,605,657,407
Less: Excise Duty on sales of Finished Goods	107,640,913	57,293,100
Less: Excise Duty on sales of Traded Goods	12,871,902	7,126,382
Less: Excise Duty on Scrap Sales	24,866,072	25,582,852
	145,378,887	90,002,334
	4,414,078,711	3,515,655,073

	For the period January 01, 2015 to March 31, 2016 Rs.	Year ended December 31 2014 Rs.
(a) Details of Sale of Finished Goods (net of excise duty)		
Connectors	2,801,611,627	2,242,484,885
Accessories	675,291,152	76,586,636
Cable Assembly	79,746,827	330,013,039
Tools	32,464,885	42,426,812
	3,589,114,491	2,691,511,372
(b) Details of Sale of Traded Goods (net of excise duty)		
Connectors	337,097,016	314,222,473
Cable Assembly	28,594,574	37,220,047
	365,691,590	351,442,520
25. Other Income		
Interest Income on deposits	2,023,625	2,022,322
Net Profit on sale of fixed assets	6,447,409	-
Rental income	48,682,396	37,846,290
Management fee Income	8,657,364	7,670,077
Miscellaneous income	3,073,520	2,205,688
	68,884,314	49,744,377
26. Cost of Materials Consumed		
Raw Materials and Components Consumed		
Opening inventory	251,413,804	190,303,550
Add: Purchases	2,812,419,508	2,237,875,768
	3,063,833,312	2,428,179,318
Less: Inventory at the end of the year	324,834,053	251,413,804
	2,738,999,259	2,176,765,514
27. Changes in value of inventories of finished goods, work in progress and stock-in-trade		
(Increase)/Decrease in stocks		
Stock at the end of year:		
Finished goods	68,021,521	61,831,105
Work in progress	186,071,822	122,750,544
Stock-in-trade	36,375,847	16,351,420
	290,469,190	200,933,069
Stock at the beginning of year:		
Finished goods	61,831,105	22,915,564
Work in progress	122,750,544	164,033,227
Stock-in-trade	16,351,420	10,994,763
	200,933,069	197,943,554
	(89,536,121)	(2,989,515)

	For the period January 01, 2015 to March 31, 2016 Rs.	Year ended December 31 2014 Rs.
28. Employee benefits expense		
Salaries, wages and bonus	468,106,545	293,749,440
Contribution to provident and other funds	56,743,136	39,925,201
Staff welfare expenses	36,856,659	24,496,440
	561,706,340	358,171,081
(a) Defined contribution plans		
Provident fund	23,414,378	16,840,319
Employee State Insurance	5,169,570	4,094,726
Superannuation fund	1,801,296	1,506,874
National Pension Scheme	1,221,700	594,602
	31,606,944	23,036,521
(b) Defined benefit plans		
Gratuity	17,828,411	10,805,834
(c) Compensated absences	7,307,781	6,082,846
29. The disclosures required as per Accounting Standard 15 - Employee Benefits (Revised 2005), are as under:		
Brief description of the Defined Benefit Plan: In accordance with the Company's gratuity scheme (a defined benefit plan), eligible employees are entitled to gratuity benefit (at one half month's eligible salary for each completed year of service subject to ceilings) on retirement/death/incapacitation /termination etc. Also, refer accounting policy above relating to Gratuity. The details relating to Gratuity, (Funded Scheme) is set out below.		
Disclosures for defined benefit plans based on actuarial reports:		Amount in (Rs.)
Particulars	31 March 2016	31 December 2014
(i) Reconciliation of opening and closing balances of the present value of defined benefit obligation:		
Opening present value of defined benefit obligation	64,455,988	54,854,247
Current service cost	5,533,083	3,658,121
Interest cost	6,268,326	4,855,686
Benefits paid	(3,545,449)	(5,285,140)
Actuarial loss	11,468,246	6,373,074
Closing present value of defined benefit obligation	84,180,194	64,455,988
(ii) Change in Fair Value of Plan Assets:		
Opening fair value of plan assets	55,935,357	47,139,222
Expected return on plan assets	6,840,770	4,578,451
Contributions	10,001,568	10,000,228
Benefits Paid	(3,545,449)	(5,285,140)
Transfer out cost/ (credit)	-	-
Actuarial (loss) / gain on plan assets	(1,399,526)	(497,404)
Closing fair value of Plan Assets	67,832,720	55,935,357

(iii) Actual return on plan assets	5,441,244	4,081,047
(iv) Amounts recognised in Balance Sheet		
Present value of defined benefit obligation as at year end	84,180,194	64,455,988
Fair Value of Plan assets at the end of the year	(67,832,720)	(55,935,357)
Net (asset)/ liability recognised	16,347,474	8,520,631
Recognised under:		
Long Term Provision (Refer Note 7)	16,347,474	8,520,631
(v) Expenses recognised in the Statement of Profit and Loss:		
Current service cost	5,533,083	3,658,121
Interest cost	6,268,326	4,855,686
Expected return on plan assets	(6,840,770)	(4,578,451)
Net actuarial loss recognised in the year	12,867,772	6,870,478
Total expense (Included in Note 27– ‘Employee Benefit Expenses’)	17,828,411	10,805,834
(vi) Principal actuarial assumptions used:		
Discount rate (per annum)	7.80%	8.00%
Expected rate of return on plan (per annum)	9.25%	9.25%
Salary Escalation rate (per annum)	5.00%	5.00%
Attrition Rate (per annum)	5.00%	5.00%
(vii) Expected employer’s contribution for the next year	10,000,000	-

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

(viii) Asset information

The Plan Asset for the funded gratuity plan is administered by Life Insurance Corporation of India (‘LIC’) as per the Investment Pattern stipulated for Pension and Group Schemes Fund by Insurance Regulatory and Development Authority regulations.

Particulars	March 31, 2016	December 31, 2014	December 31, 2013	December 31, 2012	December 31, 2011
(ix) Other information					
Gratuity (Funded Plan)					
Present value of defined benefit obligation as at year end	(84,180,194)	(64,455,988)	(54,854,247)	(49,019,706)	(43,609,174)
Fair Value of Plan assets at the end of the year	67,832,720	55,935,357	47,139,222	39,255,789	28,763,971
Surplus/ (deficit)	(16,347,474)	(8,520,631)	(7,715,025)	(9,763,917)	(14,845,203)
Experience adjustments on plan liabilities - gain/ (loss)	(10,338,432)	(1,144,953)	(4,198,328)	(1,512,737)	(9,029,754)
Experience adjustments on plan assets - gain/ (loss)	(1,399,526)	(494,704)	174,457	2,034,780	5,516,658

	For the period January 01, 2015 to March 31, 2016	Rs.	Year ended December 31 2014	Rs.
30. Finance Cost				
Interest on				
Fixed deposits	-		1,474	
Borrowings	3,051,471		-	
Others	-		541,165	
	3,051,471		542,639	
31. Other Expenses				
Consumption of Stores and Spares	69,540,616		49,930,476	
Excise Duty*	1,034,935		4,933,670	
Power and fuel	95,783,204		68,837,182	
Rent	19,432,729		16,642,603	
Repairs and Maintenance				
- Buildings	13,520,938		7,401,679	
- Plant and machinery	8,379,327		6,830,359	
- Others	4,843,704		4,693,814	
Rates and taxes	19,565,831		9,880,722	
Insurance	5,745,989		5,242,587	
Travelling and Conveyance	23,126,500		13,035,399	
Communication expenses	8,379,907		6,197,799	
Trademark and knowhow fees	162,079,985		118,035,498	
Management fees	196,530,411		139,075,473	
Selling expenses	1,402,040		1,038,511	
Packaging and carriage outwards	131,093,139		88,568,532	
Expenditure towards Corporate Social Responsibility activities (Refer Note: 43)	237,091		390,375	
Loss on sale of Investments	-		-	
Directors Sitting Fees	250,000		140,000	
Payment to Auditors:				
- As Auditors:				
- For Statutory Audit	1,000,000		960,000	
- For Audit of Group Reporting Package	750,000		825,000	
- For Other Audit Services	1,375,000		-	
- Certification	-		40,000	
- Reimbursement of expenses	93,860		86,500	
Provision for doubtful debts	563,632		162,808	
Bad debts	196,936	104,295		
Less: Bad debts written off against provision for doubtful debts	-	196,936	(20,320)	83,975
Provision for doubtful receivable	-		2,059,444	
Exchange Loss (Net)	7,671,377		20,007,109	
Miscellaneous expenses	54,790,544		45,097,715	
	827,387,694		610,197,230	

* Represents excise duty related to the difference between the closing stock and opening stock

32. The independent review for assessing compliance with Transfer Pricing Rules Issued by the Central Board of Direct Taxes for the period April 1, 2015 to March 31, 2016 under the provisions of the Income Tax Act, 1961 is yet to commence. However, on the basis of self assessment of the operations during the year and the review by an independent accountant upto March 31, 2015, the Management does not expect any significant deviation from the requirements of the aforesaid Transfer Pricing Rules.
33. As at March 31, 2016, there are no dues (including interest) payable to Micro and Small Enterprises as defined under the Micro Small and Medium Enterprises Development Act, 2006. This information has been determined to the extent such parties have been identified on the basis of the information available with the Company.

	For the period January 01, 2015 to March 31, 2016 Rs.	Year ended December 31 2014 Rs.
34. CIF value of imports		
Raw materials	1,161,010,391	1,057,035,165
Components	623,504,203	331,354,241
Capital goods	118,415,247	45,835,903
Machinery, spares, tools, consumables	300,765,237	145,582,247
Traded goods	293,967,607	228,422,074
	<u>2,497,662,685</u>	<u>1,808,229,630</u>
35. Expenditure in foreign currency		
Travelling expenses	6,650,368	2,326,755
Trademark and knowhow fees	162,079,985	118,035,498
Management fees	196,530,410	139,075,473
Quality audit/ inspection expenses	14,019,128	9,363,026
Others	4,540,580	7,228,083
	<u>383,820,471</u>	<u>276,028,835</u>
36. Details of consumption and purchases		
36.1 Details of raw materials and components consumed		
Gold potassium cyanide	278,150,860	283,570,341
Palladium salt	357,011,504	352,882,460
Non Ferrous Materials - Brass, Phosphorous Bronze	619,360,612	598,758,051
Ferrous Materials	5,419,948	3,303,815
Moulding Materials	191,765,440	155,092,574
Chemicals	66,082,828	51,410,623
Components	998,774,073	564,454,549
Others	222,433,994	167,293,101
	<u>2,738,999,259</u>	<u>2,176,765,514</u>

36.2 Details of imported and indigenous raw materials & stores and spares consumed

	For the period January 01, 2015 to March 31, 2016		Year Ended December 31 2014	
	Rs.	%	Rs.	%
Raw Materials				
Imported	1,801,793,339	66%	1,354,465,698	62%
Indigenous	937,205,920	34%	822,299,816	38%
	2,738,999,259	100%	2,176,765,514	100%
Stores and Spares consumed				
Imported	27,964,716	40%	20,375,311	41%
Indigenous	41,575,900	60%	29,555,165	59%
	69,540,616	100%	49,930,476	100%

	For the period January 01, 2015 to March 31, 2016 Rs.	Year ended December 31 2014 Rs.
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36.3 Purchases of traded goods

Connectors	255,526,590	187,336,481
Cable Assembly	26,010,907	33,286,052
	281,537,497	220,622,533

37. Earnings in foreign currency

Revenue from export on FOB Basis*	2,997,968,386	2,548,252,142
Management fee income	8,657,364	7,670,077
	3,006,625,750	2,555,922,219

*includes sales to SEZ units aggregating Rs. 421,364,446 (Previous Year: Rs 305,966,936)

38. Unhedged foreign currency exposure

Particulars of unhedged foreign currency exposures as at the reporting date

	As at March 31, 2016		As at December 31, 2014	
	In foreign currency	Rs.	In foreign currency	Rs.
Trade payables (in USD)	6,434,302	426,395,081	5,047,635	318,960,186
Trade payables (in EURO)	148,556	11,204,214	229,763	17,627,224
Trade payables (in GBP)	3,777	359,428	755	74,338
Trade payables (in JPY)	1,254,780	738,399	498,935	263,567
Trade payables (in SGD)	103,210	5,072,269	545,687	26,070,829
Trade payables (in CHF)	27,737	1,911,261	23,502	1,499,530
Trade receivables (in USD)	6,961,999	461,365,060	6,755,681	426,891,612
Trade receivables (in EURO)	463,169	34,932,581	1,237,883	94,969,111
Trade receivables (in GBP)	7,186	683,837	4,928	485,431

39. Segment Reporting

The Company has considered the business segment as the primary reporting segment on the basis that the risk and returns of the Company is primarily determined by the nature of products and services viz, manufacturing and sale of connectors, accessories and cable assembly. Consequently, the geographical segment has been considered as a secondary segment.

Secondary segmental reporting

- a) Revenues from external customers by location of customers
(Revenue disclosed is net of excise duty)

	Period ended January 1, 2015 to March 31, 2016 Rs.	Year ended December 31 2014 Rs.
India	1,768,387,405	1,234,719,430
Europe	716,901,120	511,884,628
Asia Pacific	1,591,089,294	1,428,647,965
Americas	268,613,525	301,752,613
	<u>4,344,991,344</u>	<u>3,477,004,635</u>

- b) Carrying amount of segment assets by location of assets
(excluding Deferred Tax asset and advance income tax)

India	2,297,390,439	1,859,449,231
Europe	115,318,376	121,901,675
Asia Pacific	272,716,129	284,751,248
Americas	38,736,507	51,483,532
	<u>2,724,161,451</u>	<u>2,317,585,686</u>

40. Earnings per share :

Net profit attributable to equity shareholders (Rs.)	(66,526,498)	64,597,848
Weighted average number of equity shares outstanding	6,305,239	6,305,239
Earnings per share (basic and diluted):	(10.55)	10.25
Nominal Value Per Share (Rs.)	10	10

41. Leases

- (i) Operating Lease

As a lessee:

The Company has taken certain premises on cancellable lease arrangements. The lease range for a period between 11 months and 10 years and renewable for further period on mutually agreeable terms. Lease payments recognised in the Statement of Profit and Loss during the period is Rs 19,432,729. (December 31, 2014: Rs. 16,642,603).

As a lessor:

The Company has given certain assets - buildings and plant and machinery on cancellable lease arrangements. The lease range for a period between 11 months and 7 years and renewable for further period on mutually agreeable terms. Lease rentals income recognised in the Statement of Profit and Loss during the period is Rs. 47,861,540 (December 31, 2014: Rs. 37,846,290).

(ii) Finance Lease

As a lessee:

The Company has taken a machinery on finance lease. The lease agreement is for a period of 32 months.

The minimum lease payments and present value of minimum lease payments are as follows:

	Minimum lease payments		Present value of minimum lease payments	
	For the period January 01 2015 to March 31, 2016 Rs.	Year ended December 31 2014 Rs.	For the period January 01 2015 to March 31, 2016 Rs.	Year ended December 31 2014 Rs.
Not later than one year	4,032,000	4,032,000	3,615,105	3,133,201
Later than one year and not later than five years	1,680,000	6,720,000	1,632,760	6,088,819
Later than five years	-	-	-	-
Total	5,712,000	10,752,000	5,247,865	9,222,020
Less: Finance Charge	(464,135)	(1,529,980)		
Present value of minimum lease payments	5,247,865	9,222,020		
<u>Disclosed under:</u>				
Long-term borrowings (Refer note 5)			1,632,760	6,088,819
Other current liabilities (Refer note 9)			3,615,105	3,133,201
Total			5,247,865	9,222,020

42. Related Party Disclosures (pursuant to Accounting Standard 18)

a) Names of Related Parties and Nature of Relationship

i) Entities having control over the Company

Ultimate Holding Company	Amphenol Corporation (w.e.f. January 08, 2016) FIDJI France SAS (till January 07, 2016)
Holding Company	Amphenol FCI Asia Pte Limited (formerly known as "FCI Asia Pte Limited")

ii) Entities under common control

FCI SA (till January 07, 2016)
FCI International (till January 07, 2016)
FCI France SA (till January 07, 2016)
FCI Deutschland GMBH
FCI 's-Hertogenbosch BV
FCI Besancon SA
FCI USA LLC

FCI Connectors Shanghai Ltd
FCI Connectors Malaysia SDN BHD
FCI Taiwan Ltd
FCI GBS India Private Limited
FCI PRC Limited
FCI Nantong Limited
FCI Connectors Donguan Limited
FCI Japan KK
FCI Connectors Korea Ltd
Amphenol FCI Connectors Singapore Pte Ltd

iii) Key Management Personnel G.Rajamani, Manager and Director

42. Related Party Transactions (Contd...)

(Amounts in Rs.)

b) Details of Transactions / Balances	For the period from January 01, 2015 to March 31, 2016			Year ended December 31, 2014		
	Entities having Control over the Company*	Entities under common control*	Key Management Personnel	Entities having Control over the Company*	Entities under common control*	Key Management Personnel
Purchases of goods	23,812,454	354,700,858	-	13,688,842	188,967,777	
FCI Besancon SA		34,818,062			27,650,910	
FCI USA LLC		7,864,124			5,037,817	
FCI PRC Limited		260,090,035			140,149,518	
FCI Connectors Dongguan Ltd		11,355,480			434,280	
FCI Nantong Limited		6,014,638			5,642,783	
FCI Japan KK		1,879,757			2,380,999	
Amphenol FCI Asia Pte Ltd	23,812,454	-		13,688,842		
FCI Taiwan Ltd		32,678,762			7,650,556	
FCI Connectors Korea Ltd		-			20,914	
Sale of goods	181,801,000	1,930,779,115	-	110,461,607	1,695,153,401	
FCI Besancon SA		1,363,035			1,023,002	
FCI USA LLC		267,102,000			301,702,450	
FCI Deutschland GMBH		518,641,000			383,252,645	
FCI PRC Limited		895,860,828			790,241,343	
Amphenol FCI Asia Pte Ltd	181,801,000			110,461,607		
FCI Japan KK		163,049,811			162,897,086	
FCI Nantong Limited		10,637,433			4,377,777	
FCI Taiwan Ltd		26,296,000			21,198,668	
FCI Connectors Dongguan Ltd		11,435,750			2,216,946	
FCI Connectors Korea Ltd		36,393,258			28,243,484	
Purchase of fixed assets		73,050,802	-		954,213	
FCI Connectors Dongguan Ltd		73,050,802				
FCI Besancon SA		-			459,532	
FCI USA LLC		-			494,681	
Services rendered		2,719,975			2,205,688	
FCI GBS India Private Ltd		2,719,975			2,205,688	
Services received	80,867	7,428,741		1,076,539	11,090,724	
Amphenol FCI Asia Pte Ltd	80,867			1,076,539		
FCI USA LLC		3,195,997			5,165,670	
FCI PRC Limited		133,763			423,621	
FCI Taiwan Ltd		9,570				
FCI Japan KK		4,089,411			5,372,595	
FCI Connectors Korea Ltd		-			128,838	
Rent Received		6,377,323			5,046,756	
FCI GBS India Private Ltd		6,377,323			5,046,756	
Expense reimbursements paid	137,249	11,079,241		231,179	3,494,716	
FCI PRC Limited		248,907			219,105	
FCI Nantong Limited		146,259			59,587	
FCI Connectors Dongguan Ltd					990,471	
Amphenol FCI Asia Pte Ltd	137,249			231,179		
FCI USA LLC		1,085,243			65,576	
FCI Deutschland GMBH		1,226,699			122,758	

42. Related Party Transactions (Contd...)

(Amounts in Rs.)

b) Details of Transactions / Balances	For the period from January 01, 2015 to March 31, 2016			Year ended December 31, 2014		
	Entities having Control over the Company*	Entities under common control*	Key Management Personnel	Entities having Control over the Company*	Entities under common control*	Key Management Personnel
FCI Connectors Korea Ltd FCI Japan KK FCI GBS India Private Ltd		8,372,133			55,251 1,789,860 192,108	
Expense reimbursements received Amphenol FCI Asia Pte Ltd FCI Besancon SA FCI USA LLC FCI Taiwan Ltd FCI Deutschland GMBH	-	265,281		319,389 319,389	2,047,573 766,275 449,759 831,539	
Trademark and knowhow fees Amphenol FCI Asia Pte Ltd FCI International	159,162,988 159,162,988	2,916,997 2,916,997		115,628,592 115,628,592	2,406,906 2,406,906	
Management fees Expenses Amphenol FCI Asia Pte Ltd	196,530,411 196,530,411			139,075,473 139,075,473		
Management fees income Amphenol FCI Asia Pte Ltd	8,657,364 8,657,364			7,670,077 7,670,077		
Remuneration G Rajamani			4,986,447 4,986,447			3,194,760 3,194,760
Amounts outstanding as on balance sheet date						
Amounts receivable FCI Taiwan Limited FCI PRC Limited FCI USA LLC Amphenol FCI Asia Pte Ltd FCI Besancon SA FCI Deutschland GMBH FCI Connectors Donguan Ltd FCI Japan KK FCI Connectors Korea Ltd FCI Nantong Limited	29,883,148 29,883,148	292,259,995 4,603,705 133,150,636 37,301,225 131,284 72,035,669 881,427 35,260,437 5,621,503 3,274,109		17,908,088 17,908,088	273,331,248 2,424,089 133,159,527 51,783,169 738,161 52,774,293 90,333 29,793,053 1,766,422 802,201	
Amount Payable FCI Besancon SA FCI USA LLC Amphenol FCI Asia Pte Ltd FCI PRC Limited FCI Taiwan Limited FCI Nantong Limited FCI Japan KK FCI Connectors Donguan Ltd FCI Deutschland GMBH FCI GBS India Private Ltd FCI International	189,660,076 189,660,076	111,048,863 4,650,974 356,567 44,398,155 5,926,336 1,364,110 559,795 42,614,313 11,178,613 - -		72,488,721 72,488,721	37,549,884 4,883,967 3,303,146 21,793,217 1,934,259 1,869,440 2,560,880 92,239 192,108 920,628	

*Amounts have been disclosed based on the related party relationship status as at Balance Sheet date.

43. Expenditure towards Corporate Social Responsibility activities

In accordance with the provisions of Companies Act, 2013, the Company is required to contribute an aggregate amount of Rs 4,100,181/- until March 31, 2016 towards CSR expenditure against which the actual expenditure incurred until date is Rs 627,466/-

44. Previous year figures

- (a) During the period the company has changed its financial year as period ending on March 31st every year. Accordingly, the current period figures are for fifteen month ended March 31st 2016 and hence are not comparable with previous year figures that are twelve months ended December 31st, 2014.
- (b) The previous year figures have been regrouped/ re-arranged to conform with current period's classification.

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016
Chartered Accountants

Sd/-
Baskar Pannerselvam
Partner
Membership Number: 213126

Kochi, Date: 24-08-2016

For and on behalf of the Board of Directors

Sd/- Sd/-
S.N. Talwar G. Rajamani
Chairman Manager & Director

Sd/- Sd/-
P George Varghese Vidyalakshmi B
Vice Chairman Company Secretary

Kochi, Date: 24-08-2016

FCI OEN CONNECTORS LTD.

Regd. Office: XXIX/2089, Tripunithura Road, Thykoodam, Cochin - 682 019
Tel.: +91-484-4090700, Website: fcioen.in, CIN: U32104KL1981PLC003348

ATTENDANCE CARD

ANNUAL GENERAL MEETING

Wednesday, 28th September 2016 at 3.00 p.m.

Regd. Folio

DP ID No.

Client ID No.

I, hereby record my presence at the Annual General Meeting at The Mercy Luxury Business Hotel, Ravipuram, M.G. Road, Kochi - 682 015 on Wednesday, 28th September 2016 at 3.00 p.m.

Members'/Proxy's Signature

FCI OEN CONNECTORS LTD.

Regd. Office: XXIX/2089, Tripunithura Road, Thykoodam, Cochin - 682 019
Tel.: +91-484-4090700, Website: fcioen.in, CIN: U32104KL1981PLC003348

Form No. MGT-11

FORM OF PROXY

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

Venue of the meeting : The Mercy Luxury Business Hotel, Ravipuram, M.G. Road, Kochi - 682 015

Day, Date & Time : Wednesday, 28th September 2016 at 3.00 p.m.

Name of the Member(s)

Registered Address

Email ID

Folio No. / DP CL ID*

I/We, being the Member(s) of shares of the above named Company, hereby appoint.

- | | |
|------------|----------------|
| 1. Name | E-mail ID: |
| Address: | |
| Signature: | or failing him |
| 2. Name | E-mail ID: |
| Address: | |
| Signature: | or failing him |
| 3. Name | E-mail ID: |
| Address: | |
| Signature: | |

as my/our Proxy to attend vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company to be held on the 28th day of September 2016 at 3.00 pm and at any adjournment thereof) in respect of such resolutions as are indicated below;

Resolution No.:	Resolutions Proposed
	Ordinary Business
1.	Adoption of Financial Statements, Reports of the Board of Directors & Auditors
2.	Re-election of Director - Mr. G Rajamani (DIN. 00877184),
3.	Re-election of Director - Ms. Lim Gek Choo (DIN. 07163106)
4.	Appointment of Auditors
	Special Business
5.	Appointment of Director – Mr. Richard Adam Norwitt (DIN: 02107531)
6.	Appointment of Director – Mr. Craig Anthony Lampo (DIN: 07420643)
7.	Appointment of Independent Director – Mr. P. George Varghese (DIN : 00317319)
8.	Appointment of Mr. Rajamani G. as Manager
9.	Alteration of Articles of Association of the Company

Signature(s) of Shareholder(s)

Affix one
rupee
revenue
stamp

Signature of Proxy Holder(s)

Signed this _____ day of _____ 2016.

Notes:

1. The form should be signed across the stamp as per specimen signature registered with the Company
2. This form of proxy in order to be effective should be duly completed deposited at the Registered office of the company not less than forty eight hours before the commencement of the Meeting.
3. A Proxy need not be a member of the Company.

Amphenol FCI

FCI OEN CONNECTORS LTD.