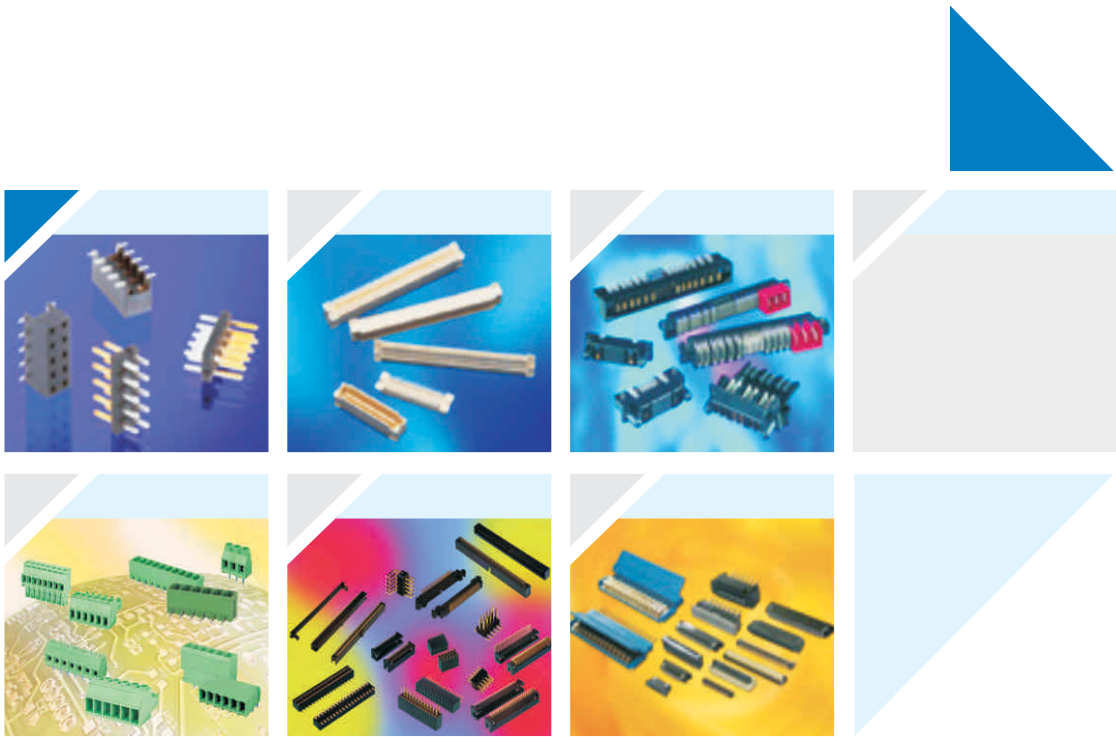


# Amphenol FCI

## FCI OEN CONNECTORS LTD.



**ANNUAL REPORT 2016-17**



# **FCI OEN CONNECTORS LTD.**

## **THIRTY FIFTH ANNUAL GENERAL MEETING**

Venue : Hotel Livanta  
Petta Junction, Kochi - 682 038

Date : Tuesday, 26<sup>th</sup> September 2017

Time : 3.00 p.m.

## **REGISTERED OFFICE**

XXIX/2089, Tripunithura Road  
Thykooodam, 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**

**Amphenol 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**

**RICHARD ADAM NORWITT**  
Chairman

**CRAIG ANTHONY LAMPO**

**LIM GEK CHOO**

**RAJAMANI G.**

**K.V. SIVADAS**

**P. GEORGE VARGHESE**

**S.N. TALWAR**

(Resigned w.e.f. 07.11.2016)

**SUNIL K. ZACHARIAH**

(Resigned w.e.f. 07.11.2016)

## **COMPANY SECRETARY**

Vidyalakshmi B.

## **AUDIT COMMITTEE**

P. George Varghese  
K. V. Sivasdas  
G. Rajamani

## **STATUTORY AUDITOR**

**Deloitte Haskins & Sells**  
(Firm Registration No. 008072S)  
Chartered Accountants  
Wilmont Park Business Centre  
1<sup>st</sup> Floor, Warriam Road  
KOCHI 682 016

## **INTERNAL AUDITOR**

Varma & Varma  
Chartered Accountants  
Vytila, Kochi - 682 019

## **COST AUDITOR**

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

## **LEGAL ADVISORS**

**Menon & Pai**  
IS Press Road, Cochin - 682 018

## **BANKERS**

**ICICI Bank**, MG Road, Ernakulam  
**HDFC Bank Ltd.**, Ravipuram, Ernakulam  
**Bank of India**, MG Road, Ernakulam

## FCI OEN CONNECTORS LTD.

### FINANCIAL HIGHLIGHTS - 2011-2017

Rs. in million

	2012	2013	2014	For the 15 months financial period ended 31.03.2016	Financial Year 2016-17
Share Capital	63.06	63.06	63.06	63.06	63.06
Reserves & Surplus	1501.49	1603.09	1,667.69	1,601.16	1,805.99
Shareholders' Funds	1564.56	1666.15	1,730.75	1,664.22	1,869.05
Debt	2.75	0.14	-	266.55	-
Debt Equity Ratio	0.00175:1	0.000082:1	-	4.23	-
Turnover	2056.26	2,628.17	3,042.95	3,954.81	3,788.17
Materials Cost	1620.17	2,078.35	2,394.40	2,931.00	2,677.22
Personnel Cost	234.25	275.81	358.17	561.71	497.62
Profit/(Loss) before tax	6.03	155.41	94.83	18.34	298.68
Profit/(Loss) after tax	38.49	101.60	64.60	(66.53)	204.83
Retained Earnings for the year	Nil	Nil	Nil	Nil	Nil
Earnings per Share (Rs.)	6.10	16.11	10.25	(10.55)	32.49
Dividend per Share (Rs.)	90.00	Nil	Nil	Nil	Nil
Book Value per Share (Rs.)	248.14	264.25	274.49	263.94	296.43

**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 Fifth Annual General Meeting of the Company will be held at Hotel Livanta, Petta Junction, Poonithura, Cochin - 682 038 on Tuesday, 26<sup>th</sup> September 2017 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 31<sup>st</sup> March 2017 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Richard Adam Norwitt (DIN. 02107531), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Craig Anthony Lampo (DIN. 07420643), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. Deloitte Haskins and Sells, Chartered Accountants LLP (FRN 008072S), First Floor, Wilmont Park Business Centre, Warriam Road, Ernakulam- 682016, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting 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 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. G. Rajamani, be and he is hereby appointed as the Manager of the Company, for a period of 3 years, effective from 6<sup>th</sup> December 2016 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.

By Order of the Board

(Sd/-)

Vidyalakshmi B.  
Company Secretary

Cochin  
18.08.2017

**NOTES:**

- (a) 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.
- (b) 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 of the accompanying Notice is annexed hereto.
- (c) 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.

## **FCI OEN CONNECTORS LTD.**

- (d) Pursuant to Section 205 of the Companies Act, 1956, all unclaimed/unpaid dividends upto the financial year ended 31<sup>st</sup> 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 31<sup>st</sup> 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.

- (e) 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.
- (f) 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, debentureholder, 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.
- (g) The Annual Report duly circulated to the Members of the Company, is available on the Company's website at [www.fcioen.in](http://www.fcioen.in)
- (h) 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 has entered 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.

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

- (i) The voting period begins on Saturday, the 23<sup>rd</sup> day of September 2017 at 9.00 a.m. and ends on Monday, the 25<sup>th</sup> day of September 2017 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 Tuesday, the 19<sup>th</sup> day of September 2017, 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) In terms of the provisions of the Companies (Management and Administration) Rules, 2014 with respect to the voting through electronic means, the Company is also offering the facility for voting by way of physical ballot/ polling paper. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the AGM through polling papers/ ballot papers for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM. Company will send AGM Notice to those persons, who have acquired shares and become members of the Company after dispatch of notice till the cut-off date (19<sup>th</sup> September 2017).
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
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"> <li>● 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).</li> </ul>

(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.

(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.

## **FCI OEN CONNECTORS LTD.**

- (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 30<sup>th</sup> 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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details 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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com).

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

#### **Item No. 5**

Mr. G. Rajamani was appointed as Manager at the meeting of the Board of Directors held on 6<sup>th</sup> December 2016 for a period of 3 years. Necessary agreement was entered into between the parties. 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 : 3 years from 6<sup>th</sup> December 2016
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  
Mr. G. Rajamani shall be entitled for a monthly payment of Rs. 257,000/- and Medical



## **FCI OEN CONNECTORS LTD.**

Reimbursement, Leave Travel Concession, Leave and leave encashment & Personal Accident Insurance, as per the rules of the Company. He shall also be eligible for the following benefits:

- (a) Contribution to Provident Fund, Superannuation Fund
- (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.
- (f) Reimbursement of Out of Pocket expenses as per the rules of the Company, subject to a maximum of Rs.3,000/- per month.

The Board of Directors/Remuneration Committee 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 agreement with Mr. G. 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 51 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. 5 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, 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 Board recommends this resolution set out in item No. 5 for the approval by the Members as Ordinary Resolution.

By Order of the Board

(Sd/-)

Vidyalakshmi B.  
Company Secretary

Cochin  
18.08.2017

## **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 Financial Year ended 31<sup>st</sup> March 2017.

#### **FINANCIAL RESULTS**

The financial results are summarised below:

	Year ended 31.03.2017 (Rs. in million)	15 months ended 31.03.2016 (Rs. in million)
Revenue from operations (net of duties and taxes)	4,225.30	4,414.07
Profit Before Interest, Depreciation & Tax	442.49	162.87
Less Depreciation	138.78	141.47
Less Interest	5.04	3.05
Profit before Taxation	298.68	18.33
Less Provision for Taxation	93.85	84.87
Net Profit before appropriations	204.83	-66.53
Accumulated balance in profit and loss as of end of the year	1,084.43	879.60

Domestic sales for the Financial Year 2016-17 was at Rs. 1390.29 million (Rs. 1572.57 million in the previous period). Export sales for the year was at Rs. 2397.86 million (Rs. 2382.23 million). Export entitlements for the year is Rs 65.87 million (Rs 69.09 million in the previous period). Scrap sales was Rs. 391.26 million (Rs. 415.05 million in the previous period). Net revenue from operations for the year 2016-17 is Rs 4225.29 million (Rs 4414.08 million in the previous period). EBITDA increased by Rs. 279.62 million compared to previous period. After providing depreciation PBT increased to Rs.298.68 million. Earnings per share is Rs 32.49(Rs. (10.55) in the previous period).

#### **BUSINESS PERFORMANCE**

Performance for the year 2016-17 was satisfactory. The volumes for Millipacs 10G picked up significantly during the year and the production of Standard Metral which was transferred from China in 2016 was stabilised. Cable assembly division had a good growth during the year adding new products and new customers and has lead to improvement in sales as well as profitability during the current year. Domestic sales also showed a growth, mainly from new business / customers even though driven by cable assembly business. Other income was at Rs.49 million (Rs.69 million in 15 months ended March, 2016).

Raw material cost started going up during the year driven by growth in automotive industry. This was partially offset by strengthening of Indian rupee against US\$. Softening of Chinese market resulted in under utilization of capacity with all manufacturers which resulted in aggressive price reduction to gain available market.

Profit for the financial year under review was better at Rs.299 million as against Rs.18 million of last year.

#### **CURRENT YEAR**

Sales continued to show an increasing trend, both in domestic and export market in the mobile networks (Power to Antenna and Fiber to Antenna), IT and Data Communication networking equipments.

## Communications Market

The focus on developing new products continued to provide support in the tough market. New products in fiber optics was well received in the domestic market as well as in the global market. We continue to focus on adding new products in this segment. With the excellent customer support and the global brand of Amphenol, we could maintain growth in segments like cable assembly and connectors in the domestic as well as export market.

## Industrial Market

Our leadership in the Industrial market has enhanced 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 the strong product portfolio as being leveraged 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.

## Financial Year 2017-18

Sales for the first four months of the year 2017 was Rs 1400.22 million. The Company is focused on launching new products for the global market which is expected to hit by 2017 last quarter.

Budgeted Sales for the year 2017-2018 is estimated at Rs 4780 million at an operating income of 9 %. Cost reduction initiatives continue to be the focus area of the Company in order to be competitive in the market place. Cable assembly division has been doing good during the last few years and to meet the increasing demand for customised products, from new customers the company has taken a factory space on lease adjacent to the existing manufacturing unit in Bangalore, which is expected to be fully operational by the end of financial year 2017-18.

## QUALITY

The Company's Board and Executive Management have a strong commitment towards quality. Quality is the attributing factor for keeping us competitive in market. Year 2016 -2017 was a good year with consistent quality results.

- Plant Recertified to ISO/TS 16949 and new Plant-2 covered under the ISO9001 Quality Management System
- Many Customer Audits were conducted during this period and results were satisfactory.
- Year 2016-17 witnessed the implementation of State of Art Measurement System :
  - Automated Vision System for dimensional Measurement
  - On line Vision System for critical dimensional measurement for 100% parts
- In Product design improvement of heritage products, quality was highly emphasized to make it most robust for different application requirement.

## 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, Basic Fire fighting, Chemical Spillage, EMS, Relevance of ISO 14001, Electrical Safety as a part of their induction program. In the year 2016-2017 our employees attended training programmes on :

- Electrical Safety, Safe lifting & Material handling
- Fire fighting using fire extinguishers, fire pumps & hoses
- Chemical Spillage & Safety

## **FCI OEN CONNECTORS LTD.**

- Safe driving & fork lift operation
- Safe lift operation procedures & emergency management
- Off site emergency plan

### **TRANSFER TO IEPF**

During the FY 2016-17 no amount has become due for transfer to the Investor Education and Protection Fund, hence no transfer was made to IEPF during 2016-2017.

### **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 2016-2017.

### **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 - **No default in repaying the deposits.**
  - (i) at the beginning of the year;
  - (ii) maximum during the year;
  - (iii) at the end of the year;

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

### **FRAUDS REPORTED BY AUDITORS**

The details of Frauds (if any) reported by auditors under section 143 (12): **Nil**

### **KEY CHANGES DURING THE YEAR 2016-17**

The Company has completed first financial year under Amphenol Corporation which had acquired 100% share of FCI from Bain Capital and the company is now part of Amphenol ICC. Company being a part of Amphenol ICC, has gone through an exciting phase due to revolutionary changes in technology, the introduction of innovative products and the challenges of global competition. Technological improvements and competitively cost effectiveness are main drivers for demand of your company's products in India and abroad. The growing customer base and the increased penetration in communication, information technology and consumer durables segment shall provide enough scope for the growth. Cost reduction initiatives continue to be the focus area of the Company in order to be competitive in the market place

### **COMPOSITION OF BOARD**

1. Mr. Richard Adam Norwitt was appointed as Director and Chairman of Board and Mr. Craig Anthony Lampo was appointed as directors in the FY 2016-17.
2. Mr. Laurent Petit, Mr. S.N. Talwar and Mr. Sunil K Zachariah resigned from the Board during the financial year 2016-17.

Hence the Board consist of 6 directors, Mr. Richard Adam Norwitt (Director & Chairman), Mr. Craig Anthony Lampo, Mr. G. Rajamani (Directors), Ms Lim GeK Choo (Woman Director), Mr. P. George Varghese and Mr. K.V Sivadas (Independent Directors). The board of directors has submitted the disclosure of interest in Form MBP-1 and Form DIR 8 under Section 164(2) on 1<sup>st</sup> April 2017 and none

of the directors has incurred any disqualification or vacated office pursuant to the provision of Companies Act, 2013 or any other law for the time being in force.

**STATUTORY AUDITORS**

The existing auditors M/s. Deloitte Haskins & Sells (FRN 008072S) has intimated their intention to be reappointed as statutory auditors for the year 2017-2018.

Audit Committee recommended and the Board ratified the appointment of Deloitte Haskins & Sells (FRN 008072S) as statutory auditors to hold office from the conclusion of this 35<sup>th</sup> Annual General Meeting (AGM) until the conclusion of the 36<sup>th</sup> Annual General Meeting to be held for the financial year 2017-18 on such remuneration as may be agreed upon by the Audit Committee/Board of Directors and the Auditors.

**AUDITORS' REPORT**

Notes 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 2016-2017, as required under section 204 of the Companies Act, 2013 and Rules thereunder.

**Secretarial Audit Report**

The Secretarial Audit Report for the year 2016-17 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.

Secretarial Audit Report issued by M/s. SVJS & Associates, Company Secretaries, in Form MR-3 for the financial year 2016-17 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 31<sup>st</sup> March 2017 the Board consisted of 6 members, two of whom were independent directors and Ms. Lim Gek Choo is there on the Board as Women Director.

Mr. Richard Adam Norwitt and Mr. Craig Anthony Lampo, retire by rotation at the forthcoming Annual General Meeting and being eligible offer themselves for re-election.

It is proposed to reappoint them at the next Annual General Meeting to be held on 26<sup>th</sup> September 2017. The Board appointed Mr. G. Rajamani as Manager with effect from 6<sup>th</sup> December 2016.

**DECLARATION BY INDEPENDENT DIRECTORS**

The company has received necessary declarations from each independent director 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 13<sup>th</sup> June 2016, 24<sup>th</sup> August 2016, 6<sup>th</sup> December 2016 and 24<sup>th</sup> March 2017. Attendance of Directors in Meetings held during Financial Year 2016-17 forms part of this report as Annexure-3

**AUDIT COMMITTEE**

The primary objective of the Committee is to monitor and provide effective supervision of the

## **FCI OEN CONNECTORS LTD.**

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 Financial Year on 24<sup>th</sup> August 2016, 12<sup>th</sup> December 2016 and 24<sup>th</sup> March 2017. The committee consists of three directors viz. Mr. P. George Varghese, Mr. K.V. Sivasdas (Independent Directors) and Mr. G. Rajamani (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. Sivasdas, (Independent Directors) and Mr. G. Rajamani, (Director).

### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

The stakeholder Committee consists of two Directors, Mr. P George Varghese Independent Director and Mr. G. Rajamani (Director).

Attendance of Directors in Committee Meetings are enclosed as Annexure-3

### **PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

Company is committed to provide a harassment free environment, by which all employees have an opportunity to contribute all their highest potential. As a part of our commitment to provide a safe work environment, we never engage in or tolerate any form of harassment. During the year 2016-17 a few of our female employees attended a training program on Women empowerment conducted by Ms. Smitha Mohan, certified Trainer from Junior Chamber International, who conducts trainings across Kerala under JCI panel.

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made thereunder, the Company has reconstituted Prevention of Sexual Harassment Committee on 12<sup>th</sup> June 2016. 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 arm's length basis and were in the ordinary course of business. Particulars of contracts or agreements with related parties referred to in sub-section (1) of Section 188 in Form No. AOC-2 is attached herewith as Annexure 4.

**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 Rs. 5 crore or more during the Financial 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 5 of this Report in the format prescribed in the Companies (Corporate social Responsibility Policy) Rules 2014.

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

**RISK MANAGEMENT POLICY**

The company has a Risk Management policy and has adopted systematic approach to mitigate risk. The risk management activities involve identification of risks, prioritizing the risk, development of risk management plans and the review of risk management efforts. Many risks exist in a company's operating environment and they emerge on a regular basis. All projects, irrespective of the value, are assessed on risk perspective. 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) Replaced 130 numbers of fluorescent lamps with LED lamps in IT floor, Tool room, V Molding, Barrel Plating, Plant 2 and ETP which helped to conserve power upto 4020 KWH/month.

## **FCI OEN CONNECTORS LTD.**

- 2) On Saturdays on account of 5 days working for office staff the Central Air Conditioner is switched off in plant-1 and ceiling fans are provided for Sub-con and packing area which are functional on Saturdays which helped to conserve power upto 2426 KWH/month.
  - 3) The 7TR centralized AC for Conference room, reception and Metrology lab in Plant 2 was replaced with centralized AC only for Metrology Lab and separate 2 TR AC installed in reception and conference room to be used as and when required. This initiative has led to conserve power upto 2426 KWH/month
- (ii) the steps taken by the company for utilising alternate sources of energy: Nil
- (iii) the capital investment on energy conservation equipments; Rs. 308,880/-

### **(B) Technology absorption:**

- (i) The efforts made towards technology absorption;

The company introduced New product series OCTIS for input/output outdoor connector applications and Verio for input/output indoor applications for High Speed commutations. During the year 2016-2017 we commercialized the Millipacs 10G connector and introduced next High speed Millipacs 25G Connector and also developed Boltrack connector for Power over Ethernet (POE) applications. We also developed customized connector solutions for many Indian and overseas customers including Barrier Terminal Blocks, Tamper proof connectors for voting machine high secured data applications and also battery connectors for same applications, 6Pol hermetically sealed connectors using glass insulators for energy meter applications. Further we have developed outdoor Fan Connectors mainly for Mobile Phone Radio Tower Equipment cooling Applications, Introduced 6Pol SMT headers for Automotive multimedia application. We also Introduced Connector application tooling for many AICC products.

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

During the year 2016-17 we have advanced tremendously in the efficiency of precious metal deposition on electric contacts for connectors. Many technologies have been indigenized to archive the goal of cost reduction and in-house developments.

- (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.
- 2017 - Introduced Low Pressure Moulding for Connector Potting Applications.
- 2017 - Introduced Dual Injection Moulded Components for High Speed Connector

(b) The year of import : Year 2013-2017.

(c) Whether the technology been fully absorbed: The Technology has been fully absorbed and projects completed except dual injection moulding technology indigenization.

(d) If not fully absorbed, areas where absorption has not taken place, and the reasons there of: High Cost of the machine and less familiarity of the process and toolings technology which is on learning phase from the overseas suppliers.



## **FCI OEN CONNECTORS LTD.**

The expenditure incurred on Research and Development : Rs. 16,847,775/-

### **(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 AICC 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<sup>st</sup> March, 2017, 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

Cochin  
18.08.2017

(Sd/-)  
(P. George Varghese)  
Chairman

(Sd/-)  
(G. Rajamani)  
Director

**Form No. MGT 9****EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2017**

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management &amp; 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-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual / HUF	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Central Govt.	Nil	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
<b>Sub-Total (A)1</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>(2) Foreign</b>									
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
<b>Sub-Total (A)2</b>	<b>6158196</b>	<b>7762</b>	<b>6165958</b>	<b>97.79</b>	<b>6158196</b>	<b>7762</b>	<b>6165958</b>	<b>97.79</b>	<b>Nil</b>
<b>Total shareholding of Promoter (A) = (A)(1)+A(2)</b>	<b>6158196</b>	<b>7762</b>	<b>6165958</b>	<b>97.79</b>	<b>6158196</b>	<b>7762</b>	<b>6165958</b>	<b>97.79</b>	<b>Nil</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
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	Nil	Nil	Nil
d) State Govt.(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-Total (B)(1):-</b>	<b>1600</b>	<b>2359</b>	<b>3959</b>	<b>0.06</b>	<b>1600</b>	<b>2359</b>	<b>3959</b>	<b>0.06</b>	<b>Nil</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	3304	330	3634	0.057	3304	330	3634	0.057	Nil
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	67944	57503	125447	1.99	68326	57453	125779	1.99	Nil

## FCI OEN CONNECTORS LTD.

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% 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	Nil	Nil
c) Others: Hindu Undivided Families	2377	Nil	2377	0.03	2045	Nil	2045	0.03	Nil
Non Resident Indians	2249	1615	3864	0.056	2249	1615	3864	0.06	Nil
Overseas Corporate Bodies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Foreign Nationals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Clearing Members	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Trusts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Foreign Bodies - D R	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-Total (B)(2):-</b>	<b>75874</b>	<b>59448</b>	<b>135322</b>	<b>2.15</b>	<b>75924</b>	<b>59398</b>	<b>135322</b>	<b>2.15</b>	<b>Nil</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>77474</b>	<b>61807</b>	<b>139281</b>	<b>2.21</b>	<b>77524</b>	<b>61757</b>	<b>139281</b>	<b>2.21</b>	<b>Nil</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Grand Total (A+B+C)</b>	<b>6235670</b>	<b>69569</b>	<b>6305239</b>	<b>100</b>	<b>6235720</b>	<b>69519</b>	<b>6305239</b>	<b>100</b>	<b>Nil</b>

### 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
<b>Total</b>	<b>6165958</b>	<b>97.79</b>	<b>Nil</b>	<b>6165958</b>	<b>97.79</b>	<b>Nil</b>	<b>Nil</b>

### 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				

## FCI OEN CONNECTORS LTD.

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

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (01-04-2016)		Cumulative Shareholding during the year		Shareholding at the end of the year (31-03-2017)	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1. RAJNEESH KAPUR	3400	0.05	0	0	3400	0.05
2. PERCIVAL FELIX PINTO	1968	0.03	0	0	1968	0.03
3. BANK OF INDIA	1500	0.02	0	0	1500	0.02
4. HITESH JHAVERI	1500	0.02	0	0	1500	0.02
5. C D RAJENDRAN	1250	0.02	0	0	1250	0.02
6. PRAFULCHAND GULABCHAND KARANIA	1200	0.02	0	0	1200	0.02
7. AJAY MAHASUKHLAL SHAH	1044	0.02	0	0	1044	0.02
8. KAMAL N. DHABHAR	1000	0.02	0	0	1000	0.02
9. PREMLATA PARAKH	1000	0.02	0	0	1000	0.02
10. SHEELA ASHWIN CHINIWALLA	1000	0.02	0	0	1000	0.02

v. Shareholding of Directors and Key Managerial Personnel:

Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Shareholding at the end of the year	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1. G. Rajamani	1	0.00001	0		1	0.00001
2. George Varghese P	10	0.0001	0		10	0.0001

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	266,361,071			266,361,071
ii) Interest due but not paid	190,510			190,510
iii) Interest accrued but not due	0			0
<b>Total (i+ii+iii)</b>	<b>266,551,581</b>			<b>266,551,581</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	0			0
* Reduction	266,551,581			266,551,581
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0			0
ii) Interest due but not paid	0			0
iii) Interest accrued but not due	0			0
<b>Total (i+ii+iii)</b>				

## FCI OEN CONNECTORS LTD.

### 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	4,292,403			4,292,403
	(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				
	<b>Total (A)</b>	<b>4,292,403</b>			<b>4,292,403</b>
	<b>Ceiling as per the Act</b>				<b>22,531,378</b>

#### B. Remuneration to other directors

SN	Particulars of Remuneration	Name of Directors			Total Amount (Rs.)
		K.V. Sivadas	Sunil K. Zachariah	P. George Varghese	
1	Independent Directors				
	Fee for attending board/committee meetings	60,000	30,000	30,000	120,000
	Commission	0	0	0	
	Others, please specify	0	0	0	
	<b>Total (1)</b>				<b>120,000</b>
2	Other Non-Executive Directors	S.N. Talwar	P. George Varghese		
	Fee for attending board/ committee meetings	30,000	20,000		50,000
	Commission				
	Others, please specify				
	<b>Total (2)</b>				<b>50,000</b>
	<b>Total (B)=(1+2)</b>				<b>170,000</b>
	<b>Total Managerial Remuneration</b>				<b>170,000</b>
	<b>Overall Ceiling as per the Act</b>	-			-

## FCI OEN CONNECTORS LTD.

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

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				
	<b>Total</b>				

### 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)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

On behalf of the Board of Directors

Cochin  
18.08.2017

(Sd/-)  
(P. George Varghese)  
Chairman

(Sd/-)  
(G. Rajamani)  
Director

**Form No. MR 3**

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31.03.2017**

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2017 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 31<sup>st</sup> March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 and (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.

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.

**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.

**For SVJS & Associates**  
Company Secretaries

**CS Sivakumar P.**  
Managing Partner  
CP No: 2210, FCS: 3050

Kochi  
18.08.2017

## **FCI OEN CONNECTORS LTD.**

**Annexure-A**

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 31<sup>st</sup> 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.

Kochi  
18.08.2017

**For SVJS & Associates**  
Company Secretaries  
**CS Sivakumar P.**  
Managing Partner  
CP No: 2210, FCS: 3050

**Attendance of Directors in Meeting held during 2016-2017**

Meeting Attendance	S.N. Talwar	P. George Varghese	K.V. Sivadas	Sunil Zachariah	Lim Gek Choo	G. Rajamani	Richard Adam Norwitt	Craig Antony Lampo
Board Meeting	2	3	3	2	1	3	1	1
Independent Directors	0	2	2	1	0	0	0	0
Audit Committee	1	2	3	1	0	2	0	0
Nomination and Remuneration Committee	0	2	1	1	0	0	0	0
Stakeholder Relationship Committee	0	3	0	0	0	3	0	0
CSR Committee	0	6	6	0	0	6	0	0

On behalf of the Board of Directors

Cochin  
18.08.2017

(Sd/-)  
(P. George Varghese)  
Chairman

(Sd/-)  
(G. Rajamani)  
Director

**Form No. AOC-2**

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

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

**1. Details of Contracts or arrangements or transactions not at arm's length basis**

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
a	b	c	d	e	f	g	h
Nil							

## FCI OEN CONNECTORS LTD.

### 2. Details of material contracts or arrangements at arm's length

Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any:
a	b	c	d	e	f
FCI Besancon SA	Based on P O/S O		34,211,574		Nil
FCI USA LLC	Based on P O/S O/Directions		321,188,855		Nil
FCI PRC Limited	Based on P O/S O/Directions		994,556,343		Nil
FCI Connectors Dongguan Limited	Based on P O/S O/Directions		69,323,096		Nil
FCI Nantong Limited	Based on P O/S O/Directions		42,330,768		Nil
FCI Japan KK	Based on P O/S O/Directions		122,893,858		Nil
Amphenol FCI Asia Pte Limited	Based on P O/S O/Directions		500,810,359		Nil
FCI Taiwan Ltd	Based on P O/S O		27,364,605		Nil
FCI Connectors Korea Ltd	Based on S O/Directions		77,154,925		Nil
Anytek technology Corpn Ltd	Based on P O		20,643,075		Nil
FCI Connector Malaysia Sdn Bhd	Based on P O		8,911,677		Nil
Amphenol Interconnect India Pvt. Ltd	Based on P O		2,062,061		Nil
Amphenol (Changzhou)	Based on P O		1,725,795		Nil
Amphenol Canada Corpn	Based on P O		851,059		Nil
Amphenol Alden Products Co.	Based on P O		4,891,257		Nil
Amphenol Benelux B V	Based on P O		45,939		Nil
Amphenol-Tuchel Electronics	Based on P O		292,035		Nil
Amphenol East Asia Ltd.	Based on P O		22,080		Nil
Amphenol East Asia Technology (Shenzen) Co. Ltd.	Based on P O		2,635,903		Nil
FCI Deutschland GMBH	Based on S O/P O/Directions		525,930,638		Nil
FCI GBS India Private Limited	Based on Directions		8,617,862		Nil
G Rajamani	Based on agreement		4,292,403		Nil

On behalf of the Board of Directors

Cochin  
18.08.2017

(Sd/-)  
(P. George Varghese)  
Chairman

(Sd/-)  
(G. Rajamani)  
Director

**Corporate Social Responsibility (CSR)**

[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. Focus areas of CSR activities are health, drinking water, education, shelter, capacity building, Child empowerment, social infrastructure development. It is primarily to support society by contributing to the socio-economic progress and to have a positive impact on the lives of the people below poverty line residing near the factories and offices of the Company.

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 development

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 two are Independent Director as given below:

Mr. P. George Varghese - Independent Director (Chairman)

Mr. G. Rajamani – Director

Mr. K.V.Sivadas - Independent Director

	<b>Particulars</b>	<b>Amount</b>
1	Average net profit of the Company for the last three financial years.	96,110,683
2	Prescribed CSR expenditure (2% of the average net profit of the last three financial years)	1,922,214
3	Previous years CSR unspent balance (2015-2016)	3,472,715
4	Total amount spent for the financial year 2016-2017	1,567,205
5	CSR amount unspent during the financial year 2016-2017	355,009

## FCI OEN CONNECTORS LTD.

No.	CSR Projects or Activities Details	Sector in which the Initiatives were covered	Amount Outlay (Rs)	Amount spent directly or through implementing agency
1	Laying of Rubberized Tile in Children's Park at Govt L.P. School, Kanniattunirappu, Thiruvaniyur Panchayath	Promoting education - School infrastructure Development	178500	Directly
2	Sabhalyam Housing Project for people below Poverty Line for constructing home for the homeless in Chottanikkara Panchayath	Promoting Rural Development - Home for homeless families	600000	Implementing Agency
3	Thirty rain coats to Police officials of Chottaanikkara and Piravom police stations	Promoting Public safety	22470	Directly
4	Mid-day meals to 40 Poor students admitted in KG section of Govt UP school Karikkod, Mulanthuruthy	Poverty and malnutrition Eradication	35000	Implementing Agency
5	Computer lab modification at St. George HS, Vennikkulam, Thiruvaniyoor Panchayath	Promoting education - School infrastructure Development	10000	Directly
6	Customs Cadet Corps (Corpus created exclusively for promoting nationalism and welfare of society amongst govt. school children) - Emphasising on disciplined lifestyle and service to nation ideology amongst the school children.	Promoting education & feeling of nationalism and Welfare of society	400000	Implementing Agency
7	Vettickal Street Light extension Project in Thiruvaniyoor Panchayath	Promoting Social Development & prevention of road accidents	63735	Implementing Agency
8	Solar-powered Micro grid for Napoklu Madikeri District, Karnataka - lighting BPL household using Solar energy and employment opportunity for wiring and semi skilled workmen.	Renewal energy projects for providing electricity to household BPL.	100000	Implementing Agency
9	Girls High School Thiruvankulam, High-Tech Classroom Project, Chottanikkara Panchayath	Promoting Education and infrastructure development	25000	Directly
10	Street Light Project at Chottanikkara Grama Panchayath - Ward 6 - Street Light Project	Promoting Social Development & prevention of road accidents	132500	Implementing Agency
	<b>Total</b>		<b>1567205</b>	

**3. 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 for uplifting the people below the poverty line and around 80% of the CSR budget has been spent during the financial year 2016-2017. During the financial year 2016-2017 company has contributed towards “Sabhalyam Housing Project” for construction of house and “Eat the Sun Project” for providing solar energy enabled lights to households below the poverty Line. Along with construction of house, drinking water supply also was proposed under the Sabhalyam Housing Project which is still in the formulation and approval stage. The CSR unspent amount was planned against the expenditure for drinking water facility and the same shall be utilized in the financial year 2017-2018.

The company has provided support to various Government school towards computerization and infrastructure development, midday meal scheme, skill development activities for nourishing a better future generation. Your Company commits to contribute to the society through initiatives that have positive impact on society at large, especially the community in the neighborhood of its operations by improving the quality of life of the people. Though the Company could not fulfill the CSR spent as budgeted, the Company has plans in scaling up the CSR activities in a structured and controlled manner to ensure maximum positive impact on society at large.

**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.

On behalf of the Board of Directors

Cochin  
18.08.2017

(Sd/-)	(Sd/-)
(P. George Varghese)	(G. Rajamani)
Chairman of CSR Committee	Director

# **FCI OEN CONNECTORS LTD.**

## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF FCI OEN CONNECTORS LIMITED**

#### **Report on the Financial Statements**

We have audited the accompanying financial statements of **FCI OEN CONNECTORS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act.

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

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

#### **Opinion**

In our opinion and to the best of our information 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, 2017, and its profit and its cash flows for the year ended on that date.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report, to the extent applicable that:



## **FCI OEN CONNECTORS LTD.**

- (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 prescribed under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors as on March 31, 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion, and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
    - iv. The Company has provided requisite disclosures in the financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated November 8, 2016 of the Ministry of Finance, during the period from November 8, 2016 to December 30, 2016. Based on audit procedures performed and the representations provided to us by the management we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the management.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For DELOITTE HASKINS & SELLS**

Chartered Accountants  
(Firm's Registration No. 008072S)

**C.R. Rajagopal**

Partner

(Membership No. 23418)

KOCHI  
18<sup>th</sup> August 2017

**ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

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

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

We have audited the internal financial controls over financial reporting of **FCI OEN CONNECTORS LIMITED** (“the Company”) as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

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

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

**Meaning of Internal Financial Controls Over Financial Reporting**

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

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**For DELOITTE HASKINS & SELLS**

Chartered Accountants

(Firm's Registration No. 008072S)

**C.R. Rajagopal**

Partner

(Membership No. 23418)

KOCHI

18<sup>th</sup> August 2017

**ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT**

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

- (i) (a) The Company has maintained records showing particulars of fixed assets, although quantitative details and description of some of the assets are yet to be updated.
- (b) The Company has a program of verification of fixed assets to cover all the items in a phased manner 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 program, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date
- (ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.
- (iv) The Company has not granted any loans, made investments or provided guarantees and hence reporting under clause (iv) of the Order is not applicable.
- (v) According to the information and explanations given to us, the company has not accepted deposits falling under the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules made thereunder and hence reporting under clause (v) of the Order is not applicable.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it to the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees’ State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2017 for a period of more than six months from the date they became payable.
  - (c) Details of dues of Income Tax, Excise Duty and Service Tax which have not been deposited as on March 31, 2017 on account of disputes are given below:

## FCI OEN CONNECTORS LTD.

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount relates	Amount Involved (Rs.)
Income Tax Act, 1961	Income Tax, Interest and Penalty	Assessing Officer	2009-10	33,195,520
		High Court of Kerala	2010-11	65,84,830
		Commissioner of Income Tax (Appeals)	2011-12	64,477,140
Central Excise Act, 1944	Excise Duty, Interest and Penalty	Commissioner of Central Excise (Appeals)	Various years	61,06,640
		Customs, Excise and Service Tax Appellate Tribunal	Various years	11,042,646
		Customs, Excise and Service Tax Appellate Tribunal	2005	320,000
Finance Act, 1994	Service Tax, Interest and Penalty	Commissioner of Central Excise, Customs and Service Tax	2009 to 2013	6,896,982
		Commissioner of Central Excise (Appeals)	2010 to 2011	86,780
		Commissioner of Central Excise, Customs and Service Tax	2013 to 2014	2,917,911

- (viii) In our opinion, and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks and financial institutions. The Company has not issued any debentures.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the Order is not applicable.
- (x) To the best of our knowledge, and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For DELOITTE HASKINS & SELLS**  
Chartered Accountants  
(Firm's Registration No. 008072S)  
**C.R. Rajagopal**  
Partner  
(Membership No. 23418)

KOCHI  
18<sup>th</sup> August 2017

**FCI OEN CONNECTORS LTD.****BALANCE SHEET AS AT MARCH 31, 2017**

(Amount in Rs.)

	Note	As at March 31, 2017	As at March 31, 2016
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share capital	3	63,069,140	63,069,140
Reserves and surplus	4	1,805,989,747	1,601,159,036
		<b>1,869,058,887</b>	<b>1,664,228,176</b>
<b>Non-Current Liabilities</b>			
Long-term borrowings	5	-	1,632,760
Other long-term liabilities	6	6,145,161	5,403,712
		<b>6,145,161</b>	<b>7,036,472</b>
<b>Current Liabilities</b>			
Short-term borrowings	7	-	266,551,581
Trade payables	8		
Total outstanding dues of micro enterprises and small enterprises			
Total outstanding dues of creditors other than micro enterprises and small enterprises		995,734,015	643,315,836
Other current liabilities	9	156,621,516	142,600,825
Short-term provisions	10	21,470,252	13,223,721
		<b>1,173,825,783</b>	<b>1,065,691,963</b>
<b>TOTAL</b>		<b>3,049,029,831</b>	<b>2,736,956,611</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed assets	11		
Tangible assets		847,204,864	755,026,187
Intangible assets		6,071,030	8,769,265
Capital work-in-progress		13,651,098	45,040,950
		<b>866,926,992</b>	<b>808,836,402</b>
Non-current investments	12	200,000	200,000
Deferred tax asset (Net)	13	16,701,071	12,840,675
Long term loans and advances	14	60,706,987	46,799,733
Other non current assets	15	11,843,382	7,870,184
		<b>956,378,432</b>	<b>876,546,994</b>
<b>Current Assets</b>			
Inventories	16	732,577,294	637,867,108
Trade receivables	17	883,171,463	753,401,857
Cash and bank balances	18	226,784,403	114,281,029
Short term loans and advances	19	135,060,440	233,666,561
Other current assets	20	115,057,799	121,193,062
		<b>2,092,651,399</b>	<b>1,860,409,617</b>
<b>TOTAL</b>		<b>3,049,029,831</b>	<b>2,736,956,611</b>

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

In terms of our report attached

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

**For DELOITTE HASKINS & SELLS**

Chartered Accountants

Sd/-

**P George Varghese**

Vice Chairman (DIN: 00317319)

Sd/-

**G. Rajamani** (Financial Controller)

Manager & Director (DIN: 00877184)

Sd/-

**C.R. Rajagopal**

Partner

Sd/-

**K.V. Sivadas**

Director (DIN: 00306727)

Sd/-

**Vidyalakshmi B**

Company Secretary

Kochi

August 18, 2017

Kochi

August 18, 2017

**FCI OEN CONNECTORS LTD.****Statement of Profit and Loss for the year ended March 31, 2017** (Amount in Rs.)

	Note	Year ended March 31, 2017	For the period January 01, 2015 to March 31, 2016
<b>Revenue</b>			
Revenue from operations (gross)	21	4,354,879,484	4,559,457,598
Less: Excise duty		129,581,777	145,378,887
Revenue from operations (net)		<b>4,225,297,707</b>	<b>4,414,078,711</b>
Other income	22	66,396,108	68,884,314
<b>Total Revenue</b>		<b>4,291,693,815</b>	<b>4,482,963,025</b>
<b>Expenses</b>			
Cost of materials consumed	23	2,424,163,511	2,738,999,259
Purchase of stock-in-trade	35.3	217,238,152	281,537,497
Changes in value of inventories of finished goods, work in progress and stock-in-trade	24	35,818,681	(89,536,121)
Employee benefits expense	25	497,621,191	561,706,340
Finance costs	26	5,036,181	3,051,471
Depreciation and amortization expense	11	138,778,471	141,477,119
Other expenses	27	674,357,812	827,387,694
<b>Total Expenses</b>		<b>3,993,013,999</b>	<b>4,464,623,259</b>
<b>Profit before tax</b>		<b>298,679,816</b>	<b>18,339,766</b>
Current tax (includes tax relating to earlier years Rs Nil (Rs 71,263,991/-))		92,219,351	76,754,141
MAT credit entitlement		5,490,150	(5,490,150)
Deferred tax (includes tax related to earlier years Rs Nil (Rs 5,413,411/-))		(3,860,396)	13,602,273
		93,849,105	84,866,264
<b>Profit for the year</b>		<b>204,830,711</b>	<b>(66,526,498)</b>
Earnings per share (basic and diluted):	39	32.49	(10.55)
Nominal Value Per Share		Rs. 10	Rs. 10

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

In terms of our report attached

**For DELOITTE HASKINS & SELLS**  
Chartered Accountants

Sd/-  
**C.R. Rajagopal**  
Partner

Kochi  
August 18, 2017

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

Sd/-  
**P George Varghese**  
Vice Chairman (DIN: 00317319)

Sd/-  
**K.V. Sivas**  
Director (DIN: 00306727)

Kochi  
August 18, 2017

Sd/-  
**G. Rajamani** (Financial Controller)  
Manager & Director (DIN: 00877184)

Sd/-  
**Vidyalakshmi B**  
Company Secretary

**FCI OEN CONNECTORS LTD.****Cash Flow Statement for the year ended March 31, 2017**

(Amount in Rs.)

	For the year ended March 31, 2017	For the period January 01, 2015 to March 31, 2016
<b>I Cash Flow From Operating Activities</b>		
Profit before tax	298,679,816	18,339,766
<b>Add:</b>		
Depreciation and amortization	138,778,471	141,477,119
Provision for doubtful trade receivables (net)	-	563,632
Doubtful trade receivables written off (net)	722,326	196,936
Provision for gratuity	6,239,268	7,826,843
Net unrealised exchange (gain)/ loss	3,970,121	4,347,616
Finance costs	5,036,181	3,051,471
Interest income	(1,902,605)	(2,023,625)
(Profit) on sale of fixed assets	(11,935)	(6,447,409)
Operating profit before working capital changes	451,511,643	167,332,349
<b>Changes (Increase)/ Decrease in working capital:</b>		
Inventories	(94,710,186)	(169,671,029)
Trade receivables	(152,725,021)	(31,057,326)
Short term loans and advances	93,115,971	(23,397,299)
Other current assets	6,134,411	(18,596,573)
Long term loans and advances	(455,272)	2,775,547
Other non-current assets	(1,582,346)	(4,233,496)
Trade payables	376,316,724	48,857,619
Other current liabilities	9,779,198	81,773,690
Other long-term liabilities	741,449	2,689,102
Cash generated from operations	688,126,571	56,472,585
Income tax paid (net of refunds)	(83,972,820)	(11,624,225)
Net cash from \ (used in) operating activities	604,153,751	44,848,360
<b>II Cash Flow From Investing Activities</b>		
Purchase of fixed assets	(210,413,372)	(361,287,428)
Proceeds from sale of fixed assets	104,265	5,212,014
Interest received	1,903,457	1,702,233
Fixed deposits with banks (net)	(3,332,697)	(2,947,169)
Net cash (used in) \ from investing activities	(211,738,347)	(357,320,350)
<b>III Cash Flow From Financing Activities</b>		
Proceeds from/ (repayment) of short term borrowings	(271,724,344)	264,705,797
Repayment of long term borrowings	(3,615,105)	(4,456,059)
Interest paid on fixed deposits and loans	(5,036,181)	(3,051,471)
Net cash (used in) financing activities	(280,375,630)	257,198,264
<b>Net increase / (decrease) in cash and cash equivalents (I+II+III)</b>	<b>112,039,774</b>	<b>(55,273,723)</b>
Cash and cash Equivalents at the beginning of the year	92,384,140	144,228,370
Effect of exchange differences on balances with banks in foreign currency	(462,815)	3,429,493
Cash and cash Equivalents at the end of the year	<b>203,961,099</b>	<b>92,384,140</b>
<b>Cash and Cash Equivalents comprise of:</b>	<b>As at March 31, 2017</b>	<b>As at March 31, 2016</b>
Cash on hand	156,138	191,073
Balances with banks	203,804,961	92,193,067
	<b>203,961,099</b>	<b>92,384,140</b>

**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 attached

**For DELOITTE HASKINS & SELLS**  
Chartered Accountants

Sd/-  
**C.R. Rajagopal**  
Partner

Kochi  
August 18, 2017

For and on behalf of the Board of Directors

Sd/-  
**P George Varghese**  
Vice Chairman (DIN: 00317319)

Sd/-  
**K.V. Sivasdas**  
Director (DIN: 00306727)

Kochi  
August 18, 2017

Sd/-  
**G. Rajamani** (Financial Controller)  
Manager & Director (DIN: 00877184)

Sd/-  
**Vidyalakshmi B**  
Company Secretary



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT  
MARCH 31, 2017 AND FOR THE YEAR ENDED ON THAT DATE.****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**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 (the "Act"), and the relevant provisions of the Act as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

**2.2 Use of Estimates**

The preparation of financial statements in conformity with the Indian GAAP 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 on 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 (Property, Plant and Equipment)**

Property, Plant and Equipment 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 Property, Plant and Equipment 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 Property, Plant and Equipment 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 technical evaluation, have not undergone a change on account of transition to the Companies Act, 2013.

<b>Asset</b>	<b>Useful life (years) as per company policy</b>	<b>Useful life (years) as per Schedule 2</b>
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:

<b>Asset</b>	<b>Useful life (years)</b>
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.

#### **2.17 Borrowing Cost**

Borrowing costs include interest on PCFC Loan and recognised in statement of profit and loss in the period in which they incurred.

#### **2.18 Insurance Claims**

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

#### **2.19 Service Input Tax Credit**

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing / utilising the credits.

#### **2.20 Corporate Social Responsibility**

Spends towards corporate social responsibility, in accordance with Companies Act, 2013 are recognised in the Statement of Profit and Loss.

#### **2.21 Operating Cycle**

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

**3. Share Capital**

	As at March 31, 2017 Rs.	As at March 31, 2016 Rs.
<b>Authorised:</b>		
9,000,000 (31st March 2016: 9,000,000) Equity Shares of Rs. 10 each	<u>90,000,000</u>	<u>90,000,000</u>
<b>Issued:</b>		
6,309,517 (31st March 2016: 6,309,517) Equity Shares of Rs. 10 each fully paid up	<u>63,095,170</u>	<u>63,095,170</u>
<b>Subscribed and paid up:</b>		
6,305,239 (31st March 2016: 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
	<u><b>63,069,140</b></u>	<u><b>63,069,140</b></u>

**3.1 Reconciliation of number of shares**

	As at March 31, 2017		As at March 31, 2016	
	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	-	-	-	-
<b>Balance as at the end of the period</b>	<u><b>6,305,239</b></u>	<u><b>63,052,390</b></u>	<u><b>6,305,239</b></u>	<u><b>63,052,390</b></u>

**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, 2017		As at March 31, 2016	
	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, 2017		As at March 31, 2016	
	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

	As at March 31, 2017 Rs.	As at March 31, 2016 Rs.
--	--------------------------------	--------------------------------

**4. Reserves and Surplus**

**Capital Reserve**

Balance as at the beginning of the year	1,000,000	1,000,000
Less : Amount utilised during the year	-	-
<b>Balance as at the end of the year</b>	<b>1,000,000</b>	<b>1,000,000</b>

**Securities Premium Account**

Balance as at the beginning of the year	290,181,421	290,181,421
Less : Amount utilised during the year	-	-
<b>Balance as at the end of the year</b>	<b>290,181,421</b>	<b>290,181,421</b>

**General Reserve**

Balance as at the beginning of the year	430,377,319	430,377,319
Less : Amount utilised during the year	-	-
<b>Balance as at the end of the year</b>	<b>430,377,319</b>	<b>430,377,319</b>

**Surplus in Statement of Profit and Loss**

Balance as at the beginning of the year	879,600,296	946,126,795
Add : Profit/(Loss) for the year	204,830,711	(66,526,498)
<b>Balance as at the end of the year</b>	<b>1,084,431,007</b>	<b>879,600,296</b>
	<b>1,805,989,747</b>	<b>1,601,159,036</b>

**5. Long-term borrowings**

Secured :

Long-term maturities of Finance Lease obligation [refer note 40]	-	1,632,760
	-	<b>1,632,760</b>

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

	As at March 31, 2017 Rs.	As at March 31, 2016 Rs.
<b>6. Other long-term liabilities</b>		
Rent payable	6,145,161	5,403,712
	<u>6,145,161</u>	<u>5,403,712</u>
<b>7. Short-term borrowings</b>		
Secured :		
Pre-shipment credit in foreign currency loan from banks are secured by hypothecation of inventories, book debts	-	266,551,581
	<u>-</u>	<u>266,551,581</u>
<b>8. Trade Payables</b>		
Total outstanding dues of micro enterprises and small enterprises (Refer note 32) and	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	995,734,015	643,315,836
	<u>995,734,015</u>	<u>643,315,836</u>
<b>9. Other Current Liabilities</b>		
Current maturities of finance lease obligations (Refer Note 5 and 40)	1,632,760	3,615,105
Unclaimed dividend	4,007,605	4,023,035
Advances received from customers	14,701,674	11,126,429
Employee benefits payable	95,621,858	91,488,800
Gratuity payable	22,586,742	16,347,474
Statutory Dues including provident fund and tax deducted at source	18,070,877	15,999,982
	<u>156621516</u>	<u>142600825</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.		
<b>10. Short-term provisions</b>		
Provision for tax (net of advance tax Rs 38,12,95,276/- (March 31, 2016: 297,322,456))	21,470,252	13,223,721
	<u>21,470,252</u>	<u>13,223,721</u>



**FIXED ASSETS** Notes forming part of the financial statements as at March 31, 2017 and for the year ended on that date

**11 Tangible Assets**

(Amount in Rupees)

Description	Gross Block			Depreciation			Net Block	
	As at April 1, 2016	Additions	As at March 31, 2017	As at April 1, 2016	For the year	Disposals	As at March 31, 2017	As at March 31, 2016
<b>Own Assets:</b>								
Land- Freehold	8,569,732 (8,629,858)	3,916,660	12,486,392 (8,569,732)	- (-)	- (-)	- (-)	12,486,392 (8,569,732)	8,569,732 (8,629,858)
Buildings (Refer Note 1 below)	269,452,330 (260,808,908)	2,071,540 (8,643,422)	271,523,870 (269,452,330)	107,551,726 (96,968,417)	8,934,743 (10,583,309)	- (-)	116,486,469 (107,551,726)	161,900,604 (163,840,491)
Plant and Machinery Owned Asset	2,032,871,190 (1,734,730,234)	218,203,483 (298,472,889)	2,250,633,125 (2,032,871,190)	1,469,677,144 (1,350,855,453)	118,473,585 (119,153,624)	349,218 (331,933)	1,587,801,511 (1,469,677,144)	563,194,046 (383,874,781)
Taken under finance lease	9,222,020	(9,222,020)	9,222,020 (9,222,020)	4,322,822	3,458,258 (4,322,822)	-	1,440,940 (4,899,198)	4,899,198 (-)
Office Equipment	61,853,847 (52,986,464)	3,265,126 (8,867,383)	65,118,973 (61,853,847)	51,577,270 (47,839,734)	3,882,366 (3,737,536)	-	9,659,337 (10,276,577)	10,276,576 (5,146,730)
Furniture and Fixtures	23,275,265 (23,275,265)	90,169	23,365,434 (23,275,265)	18,135,604 (16,980,408)	701,792 (1,155,196)	-	18,837,396 (18,135,604)	5,139,661 (6,294,857)
Vehicles	6,786,787 (6,786,787)	804,264	7,591,051 (6,786,787)	5,740,418 (5,239,462)	629,491 (500,956)	-	1,221,142 (1,046,369)	1,046,369 (1,547,325)
<b>Total</b>	<b>2,412,031,171</b>	<b>228,351,242</b>	<b>2,639,940,865</b>	<b>1,657,004,984</b>	<b>136,080,235</b>	<b>349,218</b>	<b>1,792,736,001</b>	<b>847,204,864</b>
<b>Previous year</b>	<b>(2,087,217,516)</b>	<b>(325,205,714)</b>	<b>(2,412,031,171)</b>	<b>(1,517,883,474)</b>	<b>(139,453,443)</b>	<b>(331,933)</b>	<b>(1,657,004,984)</b>	<b>755,026,187</b>

**Intangible Assets**

(Amount in Rupees)

Description	Gross Block			Amortisation			Net Block	
	As at April 1, 2016	Additions	As at March 31, 2017	As at April 1, 2016	For the year	Disposals/ Adjustment	As at March 31, 2017	As at March 31, 2016
Technical Know-how	92,561,798 (92,561,798)	- (-)	92,561,798 (92,561,798)	92,561,798 (92,561,798)	- (-)	- (-)	92,561,798 (92,561,798)	- (-)
Software	19,020,061 (8,227,120)	- (10,792,941)	19,020,061 (19,020,061)	10,250,796 (8,227,120)	2,698,235 (2,023,676)	- (-)	12,949,031 (10,250,796)	8,769,265 (-)
<b>Total</b>	<b>111,581,859</b>	<b>-</b>	<b>111,581,859</b>	<b>102,812,594</b>	<b>2,698,235</b>	<b>-</b>	<b>105,510,829</b>	<b>8,769,265</b>
<b>Previous Year</b>	<b>(100,788,918)</b>	<b>(10,792,941)</b>	<b>(111,581,859)</b>	<b>(100,788,918)</b>	<b>(2,023,676)</b>	<b>-</b>	<b>(102,812,594)</b>	<b>-</b>

**Capital Work in Progress**

(Amount in Rupees)

<b>Current Year</b>	13,651,098	45,040,950
<b>Previous Year</b>	866,926,992	808,836,402
<b>Total</b>	1,888,246,830	866,926,992
<b>Disposals/ Adjustment</b>	349,218	349,218
<b>Net Block</b>	1,759,817,578	1,759,817,578
<b>Previous Year</b>	(1,618,672,392)	(1,618,672,392)
<b>Total</b>	(331,933)	(331,933)

Amounts in bracket represents previous year figures.

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

	As at March 31, 2017		As at March 31, 2016	
	Number	Rs.	Number	Rs.
<b>12. Non-Current Investments</b>				
<b>Long-term and Non-trade (at cost)</b>				
a) Quoted:				
Equity shares of Rs. 10 each fully paid up Integrated Finance Company Limited	7,000	-	7,000	-
b) Unquoted:				
Equity shares of Rs. 10 each fully paid up Kerala Enviro Infrastructure Limited	20,000	200,000	20,000	200,000
		<u>200,000</u>		<u>200,000</u>
Aggregate amount of unquoted investments		-		-
Market value of quoted investments		-		-
Aggregate amount of quoted investments		200,000		200,000
Aggregate provision for diminution in value of quoted investment		113,120		113,120

	As at March 31, 2017		As at March 31, 2016	
		Rs.		Rs.
<b>13. Deferred Tax Asset (Net)</b>				
Difference in written down value of fixed assets between books and tax		(7,387,204)		2,463,739
Unabsorbed depreciation/loss		-		1,414,829
Expenses allowable on payment basis under the provisions of the Income Tax Act, 1961		24,088,275		8,962,107
		<u>16,701,071</u>		<u>12,840,675</u>
<b>14. Long-term loans and Advances</b>				
<b>(Unsecured - Considered good)</b>				
Capital advances		18,071,944		4,619,962
Security deposits		16,698,815		16,168,483
Taxes paid under protest to authorities**		25,936,228		26,011,288
		<u>60,706,987</u>		<u>46,799,733</u>

\*\*Paid under protest in connection with Indirect Taxes such as Excise Duty, Service Tax, Sales Tax etc.

	As at March 31, 2017 Rs.	As at March 31, 2016 Rs.
<b>15. Other Non-Current Assets</b>		
(Unsecured- Considered good)		
Deposits with banks (with maturity period of more than twelve months)	2,390,852	-
Other receivables	9,452,530	7,870,184
	<b>11,843,382</b>	<b>7,870,184</b>
<b>16. Inventories</b>		
Raw Material and Components*	454,448,259	324,834,053
Packing Material	8,648,506	12,798,743
Work in Progress	154,385,307	186,071,822
Finished Goods	79,082,702	68,021,521
Trading Goods**	21,182,500	36,375,847
Stores and Spares	14,830,020	9,765,122
	<b>732,577,294</b>	<b>637,867,108</b>
*Includes goods in transit	16,801,661	962,849
**Includes goods in transit	6,364,720	21,886,454
<b>16. 1 Details of inventory</b>		
(i) Finished Goods		
Connectors	59,847,763	49,636,911
Accessories	9,874,745	10,300,618
Cable Assembly	9,360,194	8,083,992
	<b>79,082,702</b>	<b>68,021,521</b>
(ii) Work in progress		
Connectors	3,529,768	19,764,408
Piece parts	140,406,367	159,822,426
Tooling	10,449,172	6,484,988
	<b>154,385,307</b>	<b>186,071,822</b>
(iii) Traded goods		
Connectors	19,421,821	36,350,646
Cable Assembly	1,760,679	25,201
	<b>21,182,500</b>	<b>36,375,847</b>

	As at March 31, 2017 Rs.	As at March 31, 2016 Rs.
<b>17. Trade Receivables</b>		
<b>(Unsecured)</b>		
<b>Outstanding for a period exceeding 6 months     from the date they are due for payment</b>		
Considered good	1,809,500	15,934,542
Considered doubtful	1,285,119	1,297,732
	<u>3,094,619</u>	<u>17,232,274</u>
Less: Provision for doubtful debts	(1,285,119)	(1,297,732)
	<b>1,809,500</b>	<b>15,934,542</b>
<b>Other debts</b>		
Considered good	881,361,963	737,467,315
	<u>881,361,963</u>	<u>737,467,315</u>
	<b>883,171,463</b>	<b>753,401,857</b>
<b>18. Cash and Bank Balances</b>		
Cash and Cash equivalents		
Cash on hand	156,138	191,073
Bank balances		
- In Current Account	91,595,175	52,740,758
- In Exchange Earners' Foreign Currency Account	112,209,786	39,452,309
	<u>203,961,099</u>	<u>92,384,140</u>
Other bank balances		
Deposits with maturity of more than 3 months but less than 12 months*	18,815,699	17,873,854
Unpaid dividend account	4,007,605	4,023,035
	<u>226,784,403</u>	<u>114,281,029</u>
* Includes as lien by bank against bank guarantees	18,805,705	15,817,614
<b>19. Short-term loans and advances</b>		
(Unsecured, considered good)		
Supplier Advances	19,403,358	5,957,146
Prepaid Expense	10,310,867	7,948,098
Employee Advances	668,685	618,444
Balances with Excise/ VAT authorities	101,795,129	210,077,864
MAT credit entitlements	-	5,490,150
Other receivables	2,882,401	3,574,859
	<u>135,060,440</u>	<u>233,666,561</u>

	As at March 31, 2017 Rs.	As at March 31, 2016 Rs.
<b>20. Other Current Assets</b>		
(Unsecured considered good, unless otherwise stated)		
Interest accrued on bank deposits	691,625	692,477
Rebate and duty drawback receivable		
- Considered good	114,366,174	120,500,585
	<b>115,057,799</b>	<b>121,193,062</b>
	Year ended March 31 2017 Rs.	For the period January 01, 2015 to March 31, 2016 Rs.
<b>21. Revenue</b>		
<b>Sale of products (notes (a) and (b))</b>		
Finished goods	3,562,839,891	3,696,755,404
Traded Goods	334,897,578	378,563,492
<b>Other Operating Revenue</b>		
Scrap sales	391,268,791	415,051,336
Export Entitlements	65,873,224	69,087,366
	<b>4,354,879,484</b>	<b>4,559,457,598</b>
Less: Excise Duty on sales of Finished Goods	97,105,781	107,640,913
Less: Excise Duty on sales of Traded Goods	12,465,398	12,871,902
Less: Excise Duty on Scrap Sales	20,010,598	24,866,072
	<b>129,581,777</b>	<b>145,378,887</b>
	<b>4,225,297,707</b>	<b>4,414,078,711</b>
<b>(a) Details of Sale of Finished Goods (net of excise duty)</b>		
Connectors	2,901,427,773	2,801,611,627
Accessories	35,304,937	79,746,827
Cable Assembly	515,591,189	675,291,152
Tools	13,410,212	32,464,885
	<b>3,465,734,111</b>	<b>3,589,114,491</b>

	Year ended March 31 2017 Rs.	For the period January 01, 2015 to March 31, 2016 Rs.
<b>(b) Details of Sale of Traded Goods (net of excise duty)</b>		
Connectors	309,527,373	337,097,016
Cable Assembly	12,904,807	28,594,574
	<b>322,432,180</b>	<b>365,691,590</b>
<b>22. Other Income</b>		
Interest Income on deposits	1,902,605	2,023,625
Profit on sale of fixed assets	11,935	6,447,409
Rental income	38,773,252	48,682,396
Management fee Income	7,460,203	8,657,364
Exchange Gain (Net)	13,416,021	-
Excess provision on doubtful debts no longer required written off	12,613	-
Miscellaneous income	4,819,479	3,073,520
	<b>66,396,108</b>	<b>68,884,314</b>
<b>23. Cost of Materials Consumed</b>		
Raw Materials and Components Consumed		
Opening inventory	324,834,053	251,413,804
Add: Purchases	2,553,777,717	2,812,419,508
	2,878,611,770	3,063,833,312
Less: Inventory at the end of the year	454,448,259	324,834,053
	<b>2,424,163,511</b>	<b>2,738,999,259</b>

	Year ended March 31 2017 Rs.	For the period January 01, 2015 to March 31, 2016 Rs.
<b>24. Changes in value of inventories of finished goods, work in progress and stock-in-trade (Increase)/Decrease in stocks</b>		
Stock at the end of year:		
Finished goods	79,082,702	68,021,521
Work in progress	154,385,307	186,071,822
Stock-in-trade	21,182,500	36,375,847
	<u>254,650,509</u>	<u>290,469,190</u>
Stock at the beginning 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
	<u><b>35,818,681</b></u>	<u><b>(89,536,121)</b></u>
<b>25. Employee benefits expense</b>		
Salaries, wages and bonus	407,982,573	468,106,545
Contribution to provident and other funds	51,071,200	56,743,136
Staff welfare expenses	38,567,418	36,856,659
	<u><b>497,621,191</b></u>	<u><b>561,706,340</b></u>
(a) Defined contribution plans		
Provident fund	21,108,662	23,414,378
Employee State Insurance	7,929,899	5,169,570
Superannuation fund	2,595,873	1,801,296
National Pension Scheme	1,182,917	1,221,700
	<u>32,817,351</u>	<u>31,606,944</u>
(b) Defined benefit plans		
Gratuity	9,780,419	17,828,411
(c) Compensated absences	8,473,430	7,307,781
<b>26. Finance Cost</b>		
Interest on		
Borrowings	5,036,181	3,051,471
	<u><b>5,036,181</b></u>	<u><b>3,051,471</b></u>

	Year ended March 31 2017 Rs.	For the period January 01, 2015 to March 31, 2016 Rs.
<b>27. Other Expenses</b>		
Consumption of Stores and Spares	70,376,477	69,540,616
Excise Duty*	1,346,267	1,034,935
Power and fuel	81,873,659	95,783,204
Rent	16,430,292	19,432,729
Repairs and Maintenance		
- Buildings	9,314,108	13,520,938
- Plant and machinery	7,074,594	8,379,327
- Others	3,864,634	4,843,704
Rates and taxes	14,893,449	19,565,831
Insurance	4,836,181	5,745,989
Travelling and Conveyance	16,164,596	23,126,500
Communication expenses	6,126,620	8,379,907
Trademark and knowhow fees	152,730,955	162,079,985
Management fees	126,286,943	196,530,411
Selling expenses	1,209,472	1,402,040
Packaging and carriage outwards	114,704,745	131,093,139
Expenditure towards Corporate Social Responsibility activities (Refer Note: 42)	1,567,205	237,091
Loss on sale of Investments	-	-
Directors Sitting Fees	170,000	250,000
Payment to Auditors:		
- As Auditors:		
- For Statutory Audit	1,000,000	1,000,000
- For Audit of Group Reporting Package	-	750,000
- For Other Audit Services	-	1,375,000
- Certification	-	-
- Reimbursement of expenses	-	93,860
Provision for doubtful debts	-	563,632
Trade receivables written off	722,326	196,936
Provision for doubtful receivable	-	-
Exchange Loss (Net)	-	7,671,377
Miscellaneous expenses	43,665,289	54,790,544
	<b>674,357,812</b>	<b>827,387,694</b>

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



	As at March 31, 2017 Rs.	As at March 31, 2016 Rs.
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**28. 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)

29,860,404	24,317,942
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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. 401,755,149 (2016- Rs 395,571,957/-), which is required to be met at different dates, before February 28, 2023. 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.

**29. Contingent Liabilities**

Claims against the company not acknowledged as debt

Income tax matters	132,666,261	439,935,137
Excise and service tax matters	414,010	414,010
Sales Tax matters	4,448,638	4,448,638
	<b>137,528,909</b>	<b>444,797,785</b>

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

**30. 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 report:**

(Amount in Rs.)

Particulars	31 March 2017	31 March 2016
<b>(i) Reconciliation of opening and closing balances of the present value of defined benefit obligation:</b>		
Opening present value of defined benefit obligation	84,180,194	64,455,988
Current service cost	5,933,428	5,533,083
Interest cost	6,403,764	6,268,326
Benefits paid	(4,161,311)	(3,545,449)
Actuarial loss	3,071,976	11,468,246
<b>Closing present value of defined benefit obligation</b>	<b>95,428,051</b>	<b>84,180,194</b>

Particulars	31 March 2017	31 March 2016
<b>(ii) Change in Fair Value of Plan Assets:</b>		
Opening fair value of plan assets	67,832,720	55,935,357
Expected return on plan assets	6,245,844	6,840,770
Contributions	3,541,151	10,001,568
Benefits Paid	(4,161,311)	(3,545,449)
Transfer out cost/ (credit)	-	-
Actuarial (loss) / gain on plan assets	(617,095)	(1,399,526)
<b>Closing fair value of Plan Assets</b>	<b>72,841,309</b>	<b>67,832,720</b>
<b>(iii) Actual return on plan assets</b>	<b>5,628,749</b>	<b>5,441,244</b>
<b>(iv) Amounts recognised in Balance Sheet</b>		
Present value of defined benefit obligation as at year end	95,428,051	84,180,194
Fair Value of Plan assets at the end of the year	(72,841,309)	(67,832,720)
Net (asset)/ liability recognised	22,586,742	16,347,474
<b>Recognised under:</b>		
<b>Other Current Liabilities (Refer Note 9)</b>	<b>22,586,742</b>	<b>16,347,474</b>
<b>(v) Expenses recognised in the Statement of Profit and Loss:</b>		
Current service cost	5,933,428	5,533,083
Interest cost	6,403,764	6,268,326
Expected return on plan assets	(6,245,844)	(6,840,770)
Net actuarial loss recognised in the year	3,689,071	12,867,772
<b>Total expense (Included in Note 25 - 'Employee Benefit Expenses')</b>	<b>9,780,419</b>	<b>17,828,411</b>
<b>(vi) Principal actuarial assumptions used:</b>		
Discount rate (per annum)	7.80%	7.80%
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%
<b>(vii) Expected employer's contribution for the next year</b>	<b>10,000,000</b>	<b>10,000,000</b>
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.		
<b>(viii) Asset information</b>		
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, 2017	March 31, 2016	December 31, 2014	December 31, 2013	December 31, 2012
<b>(ix) Other information</b>					
<b>Gratuity (Funded Plan)</b>					
Present value of defined benefit obligation as at year end	(95,428,051)	(84,180,194)	(64,455,988)	(54,854,247)	(49,019,706)
Fair Value of Plan assets at the end of the year	72,841,309	67,832,720	55,935,357	47,139,222	39,255,789
Surplus/(deficit)	(22,586,742)	(16,347,474)	(8,520,631)	(7,715,025)	(9,763,917)
Experience adjustments on plan liabilities-gain/(loss)	-	(10,338,432)	(1,144,953)	(4,198,328)	(1,512,737)
Experience adjustments on plan assets - gain/ (loss)	-	(1,399,526)	(494,704)	174,457	2,034,780

31. The independent review for assessing compliance with Transfer Pricing Rules Issued by the Central Board of Direct Taxes for the period April 1, 2016 to March 31, 2017 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, 2016, the Management does not expect any significant deviation from the requirements of the aforesaid Transfer Pricing Rules.

**32. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act)**

Particulars	As at March 31, 2017 Rs.	As at March 31, 2016 Rs.
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

	For the year ended March 31, 2017 Rs.	For the period January 01, 2015 to March 31, 2016 Rs.
<b>33. CIF Value of Imports</b>		
Raw materials	1,138,412,086	1,161,010,391
Components	542,493,002	623,504,203
Capital goods	126,872,783	118,415,247
Machinery, spares, tools, consumables	75,874,882	300,765,237
Traded goods	228,656,335	293,967,607
	<b>2,112,309,088</b>	<b>2,497,662,685</b>
<b>34. Expenditure in foreign currency</b>		
Travelling expenses	3,500,907	6,650,368
Trademark and knowhow fees	152,730,955	162,079,985
Management fees	126,286,943	196,530,410
Quality audit/ inspection expenses	3,991,397	14,019,128
Others	1,150,776	4,540,580
	<b>287,660,978</b>	<b>383,820,471</b>
<b>35. Details of consumption and purchases</b>		
<b>35.1 Details of raw materials and components consumed</b>		
Gold potassium cyanide	276,455,615	278,150,860
Palladium salt	341,722,492	357,011,504
Non Ferrous Materials - Brass, Phosphorous Bronze	482,822,752	619,360,612
Ferrous Materials	4,758,309	5,419,948
Moulding Materials	190,673,597	191,765,440
Chemicals	66,180,572	66,082,828
Components	829,458,682	998,774,073
Others	232,091,492	222,433,994
	<b>2,424,163,511</b>	<b>2,738,999,259</b>

	For the year ended March 31, 2017		For the period January 01, 2015 to March 31, 2016	
	Rs.	%	Rs.	%
<b>35.2 Details of imported and indigenous raw materials &amp; stores and spares consumed</b>				
Raw Materials				
Imported	1,702,976,342	70%	1,801,793,339	66%
Indigenous	721,187,169	30%	937,205,920	34%
	<b>2,424,163,511</b>	<b>100%</b>	<b>2,738,999,259</b>	<b>100%</b>
Stores and Spares consumed				
Imported	31,734,189	45%	27,964,716	40%
Indigenous	38,642,288	55%	41,575,900	60%
	<b>70,376,477</b>	<b>100%</b>	<b>69,540,616</b>	<b>100%</b>

	For the year ended March 31, 2017	For the period January 01, 2015 to March 31, 2016
	Rs.	Rs.
<b>35.3 Purchases of traded goods</b>		
Connectors	203,632,717	255,526,590
Cable Assembly	13,605,435	26,010,907
	<b>217,238,152</b>	<b>281,537,497</b>
<b>36. Earnings in foreign currency</b>		
Revenue from export on FOB Basis*	2,980,714,321	2,997,968,386
Management fee income	7,460,203	8,657,364
	<b>2,988,174,524</b>	<b>3,006,625,750</b>

\*includes sales to SEZ units aggregating Rs 360,225,165/- (Previous Year: Rs 421,364,446)

**37. Unhedged foreign currency exposure**

Particulars of unhedged foreign currency exposures as at the reporting date

	As at March 31, 2017		As at March 31, 2016	
	In foreign currency	Rs.	In foreign currency	Rs.
Trade payables (in USD)	11,267,969	731,686,268	6,434,302	426,395,081
Trade payables (in EURO)	258,273	17,864,408	148,556	11,204,214
Trade payables (in GBP)	8,596	700,491	3,777	359,428
Trade payables (in JPY)	-	-	1,254,780	738,399
Trade payables (in SGD)	36,542	1,698,728	103,210	5,072,269
Trade payables (in CHF)	17,787	1,151,641	27,737	1,911,261
Trade receivables (in USD)	9,182,355	596,256,749	6,961,999	461,365,060
Trade receivables (in EURO)	183,906	12,720,542	463,169	34,932,581
Trade receivables (in GBP)	5,316	433,218	7,186	683,837
Trade receivables (in JPY)	10,347,997	6,032,075	-	-

**38. 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)

	For the year ended March 31, 2017 Rs.	For the period January 01, 2015 to March 31, 2016 Rs.
India	1,531,366,489	1,768,387,405
Europe	745,702,423	716,901,120
Asia Pacific	1,566,136,411	1,591,089,294
Americas	316,219,160	268,613,525
	<b>4,159,424,483</b>	<b>4,344,991,344</b>

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

India	2,491,332,559	2,297,344,924
Europe	173,769,039	115,318,376
Asia Pacific	322,239,349	272,716,129
Americas	44,987,815	38,736,507
	<b>3,032,328,762</b>	<b>2,724,115,936</b>

	For the year ended March 31, 2017 Rs.	For the period January 01, 2016 to March 31, 2016 Rs.
c) Capital expenditure		
India	203,900,890	360,455,839
Asia Pacific	6,512,482	22,160
	<b>210,413,372</b>	<b>360,477,999</b>
<b>39. Earnings per share :</b>		
Net profit attributable to equity shareholders (Rs.)	204,830,711	(66,526,498)
Weighted average number of equity shares	6,305,239	6,305,239
<b>Earnings per share (basic and diluted):</b>	32.49	(10.55)
Nominal Value Per Share (Rs.)	10	10

**40. 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 16,430,292/- (March 31, 2016: Rs. 19,432,729).

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. 38,773,252/- (March 31, 2016: Rs. 47,861,540/-).

(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:

	For the period March 31, 2017 Rs.	Minimum lease payments For the period January 01, 2015 to March 31, 2016 Rs.	For the period March 31, 2017 Rs.	Present value of minimum lease payments For the period January 01, 2015 to March 31, 2016 Rs.
Not later than one year	1,680,000	4,032,000	1,632,760	3,615,105
Later than one year and not later than five years	-	1,680,000	-	1,632,760
Later than five years	-	-	-	-
Total	1,680,000	5,712,000	1,632,760	5,247,865

**FCI OEN CONNECTORS LTD.**Notes forming part of the financial statements as at  
March 31, 2017 and for the year ended on that date

Less: Finance Charge	(47,240)	(464,135)	-	-
Present value of minimum lease payments	1,632,760	5,247,865	-	-

**Disclosed under:**

Long-term borrowings (Refer note 5)	-	-	-	1,632,760
Other current liabilities (Refer note 9)	-	-	1,632,760	3,615,105
<b>Total</b>	-	-	<b>1,632,760</b>	<b>5,247,865</b>

**41. 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 Luxco (BC) SCA (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 Connector 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  
Amphenol Interconnect India Pvt. Ltd  
Amphenol (Changzhou)  
Amphenol Canada Corporation  
Amphenol Alden Products Co.  
Amphenol Benelux B V  
Amphenol-Tuchel Electronics  
Amphenol East Asia Ltd.  
Amphenol East Asia Technology (Shenzen) Co. Ltd.  
Anytek technology Corpn Ltd

**iii) Key Management Personnel**

G.Rajamani, (Finance Controller)  
(Manager and Director)



**41. Related Party Transactions (Contd...)**

(Amounts in Rs.)

b) Details of Transactions / Balances	For the year ended March 31, 2017			For the period from January 01, 2015 to March 31, 2016		
	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
<b>Purchases of goods</b>	<b>6,103,152</b>	<b>240,085,344</b>	-	<b>23,812,454</b>	<b>354,700,858</b>	-
FCI Besancon SA		33,010,286			34,818,062	
FCI USA LLC		3,961,966			7,864,124	
FCI PRC Limited		74,704,397			260,090,035	
FCI Connectors Dongguan Ltd		50,393,819			11,355,480	
FCI Nantong Limited		22,936,970			6,014,638	
FCI Japan KK		2,739,910			1,879,757	
Amphenol FCI Asia Pte Ltd	6,103,152	-	-	23,812,454	-	
FCI Taiwan Ltd		10,257,115			32,678,762	
Anytek technology Corpn Ltd		20,643,075				
FCI Connector Malaysia Sdn Bhd		8,911,677				
Amphenol Interconnect India Pvt Ltd		2,062,061				
Amphenol (Changzhou)		1,725,795				
Amphenol Canada Corpn		851,059				
Amphenol Alden Products Co.		4,891,257				
Amphenol Benelux B V		45,939				
Amphenol-Tuchel Electronics		292,035				
Amphenol East Asia Ltd.		22,080				
Amphenol East Asia Technology (Shenzen) Co. Ltd.		2,635,903				
<b>Sale of goods</b>	<b>207,282,953</b>	<b>1,982,083,955</b>	-	<b>181,801,000</b>	<b>1,930,779,115</b>	
FCI Besancon SA		1,201,287			1,363,035	
FCI USA LLC		316,374,631			267,102,000	
FCI Deutschland GMBH		513,020,195			518,641,000	
FCI PRC Limited		918,819,828			895,860,828	
Amphenol FCI Asia Pte Limited	207,282,953	-	-	181,801,000		
FCI Japan KK		118,952,621			163,049,811	
FCI Nantong Limited		17,050,504			10,637,433	
FCI Taiwan Ltd		17,107,490			26,296,000	
FCI Connectors Dongguan Limited		2,515,243			11,435,750	
FCI Connectors Korea Ltd		77,042,156			36,393,258	
<b>Purchase of fixed assets</b>		<b>27,879,935</b>			<b>73,050,802</b>	
FCI Connectors Dongguan Limited		15,740,523			73,050,802	
FCI Nantong Limited		966,476				
FCI Deutschland GMBH		11,172,936			-	
<b>Services rendered</b>		<b>2,542,001</b>			<b>2,719,975</b>	
FCI GBS India Private Limited		2,542,001			2,719,975	
<b>Services received</b>	<b>939,183</b>	<b>2,590,326</b>		<b>80,867</b>	<b>7,428,741</b>	
Amphenol FCI Asia Pte Limited	939,183	-	-	80,867		
FCI USA LLC		831,565			3,195,997	
FCI PRC Limited		906,302			133,763	
FCI Taiwan Ltd	-	-	-	-	9,570	
FCI Japan KK		714,775			4,089,411	
FCI Connectors Dongguan Limited		137,684				
<b>Rent Received</b>		<b>6,075,861</b>			<b>6,377,323</b>	
FCI GBS India Private Limited		6,075,861			6,377,323	

**41. Related Party Transactions (Contd...)**

(Amounts in Rs.)

b) Details of Transactions / Balances	As at March 31, 2017			As at March 31, 2016		
	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
<b>Expense reimbursements paid</b>	<b>6,970</b>	<b>2,820,921</b>		<b>137,249</b>	<b>11,079,241</b>	
FCI PRC Limited					248,907	
FCI Nantong Limited		236,214			146,259	
FCI Connectors Dongguan Limited		227,186				
Amphenol FCI Asia Pte Limited	6,970			137,249		
FCI USA LLC		20,692			1,085,243	
FCI Deutschland GMBH					1,226,699	
FCI Connectors Korea Ltd		112,769				
FCI Japan KK		486,553			8,372,133	
FCI Deutschland GMBH		1,737,507				
<b>Expense reimbursements received</b>	<b>-</b>	<b>1,575,062</b>		<b>-</b>	<b>265,281</b>	
Amphenol FCI Asia Pte Limited						
FCI Besancon SA						
FCI USA LLC						
FCI Nantong Limited		1,140,604				
FCI Connectors Dongguan Limited		308,642				
FCI PRC Limited		125,816				
FCI Taiwan Ltd					265,281	
FCI Deutschland GMBH						
<b>Trademark and knowhow fees</b>	<b>152,730,955</b>	<b>-</b>		<b>159,162,988</b>	<b>2,916,997</b>	
Amphenol FCI Asia Pte Limited	152,730,955			159,162,988		
FCI International					2,916,997	
<b>Management fees Expenses</b>	<b>126,286,943</b>			<b>196,530,411</b>		
Amphenol FCI Asia Pte Limited	126,286,943			196,530,411		
<b>Management fees income</b>	<b>7,460,203</b>			<b>8,657,364</b>		
Amphenol FCI Asia Pte Limited	7,460,203			8,657,364		
<b>Remuneration</b>			<b>4,292,403</b>			<b>4,986,447</b>
G Rajamani			4,292,403			4,986,447
<b>Amounts outstanding as on balance sheet date</b>						
<b>Amounts receivable</b>	<b>46,362,231</b>	<b>382,648,829</b>	<b>-</b>	<b>29,883,148</b>	<b>292,259,995</b>	
FCI Taiwan Limited		2,781,234			4,603,705	
FCI PRC Limited		181,804,674			133,150,636	
FCI USA LLC		44,875,247			37,301,225	
Amphenol FCI Asia Pte Limited	46,362,231	-		29,883,148		
FCI Besancon SA					131,284	
FCI Deutschland GMBH		122,655,336			72,035,669	
FCI Connectors Dongguan Limited		292,208			881,427	
FCI Japan KK		13,363,408			35,260,437	
FCI Connectors Korea Ltd		12,290,286			5,621,503	
FCI Nantong Limited		4,586,436			3,274,109	
<b>Amount Payable</b>	<b>394,496,468</b>	<b>61,733,018</b>		<b>189,660,076</b>	<b>111,048,863</b>	
FCI Besancon SA		24,513,551			4,650,974	
FCI USA LLC		527,812			356,567	
Amphenol FCI Asia Pte Limited	394,496,468			189,660,076		

**41. Related Party Transactions (Contd...)**

(Amounts in Rs.)

b) Details of Transactions / Balances	As at March 31, 2017			As at March 31, 2016		
	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 PRC Limited		118,231			44,398,155	
FCI Taiwan Limited		15,610			5,926,336	
FCI Nantong Limited		8,603,056			1,364,110	
FCI Japan KK		1,243,414			559,795	
FCI Connectors Donguan Limited		16,305,971			42,614,313	
FCI Deutschland GMBH					11,178,613	
FCI Connector Malaysia Sdn Bhd		2,524,742				
Amphenol (Changzhou)		1,510,109				
Amphenol Canada Corpn		23,591				
Amphenol Alden Products Co.		1,842,273				
Amphenol East Asia Ltd.		654,511				
Anytek technology Corpn Ltd		3,850,147				

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

**42. 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 5,979,412/- until March 31, 2017 towards CSR expenditure against which the actual expenditure incurred until date is Rs 2,194,671/-

**43. Disclosure on Specified Bank Notes (“SBN”)**

(Amount in Rs.)

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on November 8, 2016	154,500	50,705	205,205
Add: Withdrawal from Bank accounts	-	1,060,000	1,060,000
Add: Receipts from permitted transactions	-	384,881	384,881
Less: Paid for permitted transactions	-	(1,316,639)	(1,316,639)
Less: SBNs deposited in Bank accounts	(154,500)	-	(154,500)
Closing Balance as at 30 December, 2016	-	178,947	178,947

- i) The Company confirms that the above information is given as per the records available with the Company. The Company has complied with the relevant regulations in this regard.
- ii) SBN shall have the same meaning as provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated 8 November, 2016

**44. Previous year figures**

- (a) During the previous period the company had changed its financial year from December to March. Accordingly, the current period Statement of Profit & Loss figures are for twelve month compared to previous period. The financial statements for the year ended March 31st 2017 are audited by statutory auditors M/s. Deloitte Haskins & Sells, Chartered Accountants. The Financial statements for the year ended March 31, 2016 were audited by another firm of Chartered Accountants.
- (b) The previous year figures have been regrouped/ re-arranged to conform with current period's classification.



**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

Tuesday, 26<sup>th</sup> September 2017 at 3.00 p.m.

Regd. Folio

DP ID No.

Client ID No.

I, ..... hereby record my presence at the Annual General Meeting at Hotel Livanta, Petta Junction, Poonithura, Cochin - 682 038 on Tuesday, 26<sup>th</sup> September 2017 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 : Hotel Livanta, Petta Junction, Poonithura, Cochin - 682 038

Day, Date & Time : Tuesday, 26<sup>th</sup> September 2017 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..... holding ..... Number(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 35<sup>th</sup> Annual General Meeting of the Company to be held on the Tuesday, 26<sup>th</sup> September 2017 at 3.00 p.m. and at any adjournment thereof) in respect of such resolutions as are indicated below;

Resolution No.:	Resolutions Proposed
	<b>Ordinary Business</b>
1.	Adoption of Financial Statements, Reports of the Board of Directors & Auditors
2.	Re-election of Director - Mr. Richard Adam Norwitt (DIN: 02107531)
3.	Re-election of Director - Mr. Craig Anthony Lampo (DIN: 07420643)
4.	Ratification of the Appointment of Auditors
	<b>Special Business</b>
5.	Appointment of Mr. G. Rajamani as Manager

Signature(s) of Shareholder(s)

Affix one  
rupee  
revenue  
stamp

Signature of Proxy Holder(s)

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

#### 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.

# AGM Location Route Map

Hotel Livanta, Petta Junction, Tripunithura



**Amphenol FCI**  
**FCI OEN CONNECTORS LTD.**