

# OSWAL CABLES LIMITED

(Formerly known as Oswal Cables Private Limited)

Reg. Office: G-8, First and Second Floor, Janpath, Shyam Nagar, Jaipur, Rajasthan – 302019

CIN: U31300RJ1971PLC001375; Email: [info@oswalcables.com](mailto:info@oswalcables.com);

Website: [www.oswalcables.com](http://www.oswalcables.com); Ph:0141-2369420

## NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE 54<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON MONDAY, 15<sup>TH</sup> SEPTEMBER, 2025 AT 10:30 A.M. AT ITS REGISTERED OFFICE AT G-8, FIRST AND SECOND FLOOR, JANPATH SHYAM NAGAR, JAIPUR-302019, RAJASTHAN, INDIA TO TRANSACT THE FOLLOWING BUSINESS: -

### AS ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2025 together with the reports of the Board of Directors and Auditors thereon.
2. Re-appoint Mr. Ashok Kumar Kothari (DIN: 00303065) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

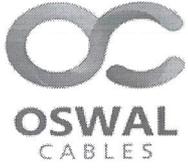
### AS SPECIAL BUSINESS:

3. Ratification of remuneration of M/s Rajesh & Company, Cost Accountants Jaipur (having Firm Registration Number 000031), for conducting the cost audit of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the professional fees payable to /s Rajesh & Company, Cost Accountants (having Firm Registration Number 000031) who were appointed as Cost Auditors of the Company by the Board of Directors amounting to Rs. 30,000/- (Rupees Thirty Thousand Only) per annum plus Goods and Service Tax (GST) for conducting the cost audit of the records for the Financial year 2025-26, be and is hereby ratified.

**RESOLVED FURTHER THAT** anyone of the director of the Company be and are hereby authorized severally to do all such acts, deeds and/or things as may be necessary, expedient, incidental and/or consequential as well as in the interest of the Company, in order to give effect to the above resolution.”



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**BY THE ORDER OF THE BOARD OF DIRECTORS**

**For Oswal Cables Limited**

**(Formerly known as Oswal Cables Pvt Ltd)**

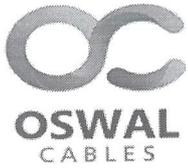
A handwritten signature in blue ink, appearing to read 'Prachi'.

**Prachi Saxena**  
**Company Secretary**  
**M.No.: A44417**

**Place: Jaipur**

**Dated:12.09.2025**

**Address: G-8, First and Second Floor, Janpath,  
Shyam Nagar, Jaipur-302019 RJ**

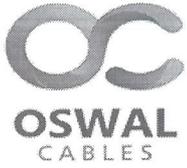


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## NOTES:

- 1.1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR ONE OR MORE PROXIES (WHERE ALLOWED) TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF COMPANY. A PROXY MAY BE SENT IN THE FORM NO. MGT-11 ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.
- 1.2. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
- 1.3. A PERSON CAN ACT AS PROXY FOR MAXIMUM 50 MEMBERS AND AGGREGATE HOLDING OF SUCH MEMBERS SHALL NOT BE MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY HAVING VOTING RIGHTS.
2. Members/ Proxies should fill the Attendance slip/ sheet for attending the Meeting.
3. Members may communicate their intention to inspect the proxies lodged with the company. Such communication, if any, must be received by the company not less than 3 days before the date of the Meeting. Inspection period is 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting during the business hours of the Company.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
6. Members are requested to update the company their email ID, address and any other information, registered with the company, if any changes therein.
7. Copies of all the relevant records, register and documents shall be open for inspection during business hours of the company.
8. Route Map to reach the venue of 54th Annual General Meeting is hereby attached as per requirements of Secretarial Standard-2 on general meeting.



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## Form No. MGT-11

### Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

CIN: U31300RJ1971PLC001375

Name of the company: Oswal Cables Limited

Registered office:G-8, FIRST AND SECOND FLOOR, JANPATH, SHYAM NAGAR JAIPUR-302019,  
Rajasthan, India

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of ..... shares of the above-named company, hereby appoint

1. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

2. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

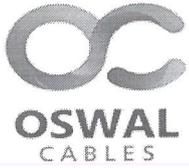
3. Name: .....

Address:

E-mail Id:

Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 54<sup>th</sup> Annual General Meeting of the company, to be held on the 15<sup>th</sup> Day of September, 2025 at 10:30 A.M. at the registered office of the Company at situated at G-8, First and Second Floor, Janpath, Shyam Nagar, Jaipur-302019, Rajasthan, India and at any adjournment thereof in respect of such resolutions as are indicated below:



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Resolution No.

## ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2025 together with the reports of the Board of Directors and Auditors thereon.
2. Re-appoint Mr. Ashok Kumar Kothari (DIN: 00303065) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS

1. Ratification of remuneration of M/s Rajesh & Company, Cost Accountants Jaipur (having Firm Registration Number 000031), for conducting the cost audit of the Company.

Signed this..... day of..... 20....

Signature of shareholder

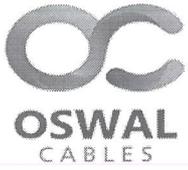
Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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## ATTENDANCE SLIP

**Meeting Number: 54<sup>th</sup> AGM, DATE: 15.09.2025**

1.	Folio No. / DP ID Client ID No.	
2.	Name of First named Member/Proxy/Authorised Representative	
3.	Name of Joint Member(s), if any	
4.	No. of Shares held	

I/we certify that I/we am/are member(s)/proxy for the member(s) of the company.

I/we hereby record my/our presence at the 54<sup>th</sup> Annual General Meeting of the company being held on 15<sup>th</sup> Day of September, 2025 at 10:30 A.M. at its registered office situated at G-8, First and Second Floor, Janpath, Shyam Nagar, Jaipur-302019 Rajasthan.

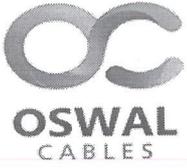
Signature of First holder/Proxy/Authorised Representative

Signature of 1st Joint holder

Signature of 2nd Joint holder

Note(s):

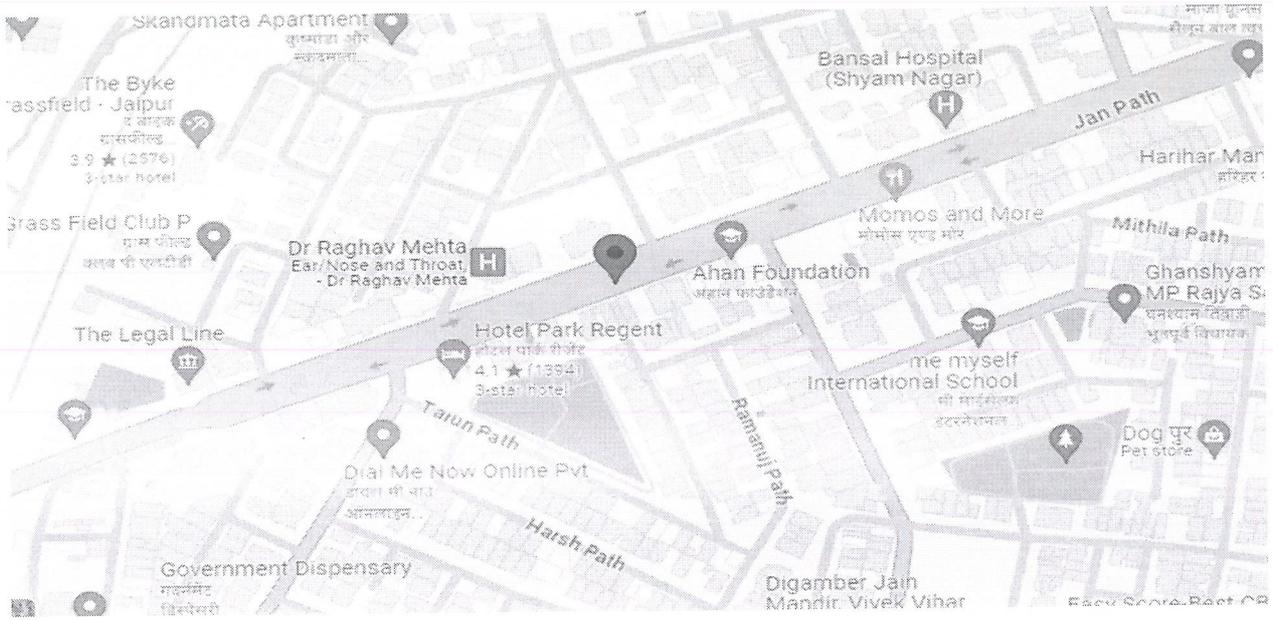
1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the Meeting Venue.
2. Only shareholders of the company and/or their Proxy will be allowed to attend the Meeting.



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## Route Map:



BY THE ORDER OF THE BOARD OF DIRECTORS  
For Oswal Cables Limited  
(Formerly Oswal Cables Pvt. Ltd.)

Prachi Saxena  
Company Secretary  
M.No.: A44417

Place: Jaipur  
Dated: 12.09.2025



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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 3

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Rules, 2014, as amended from time to time the Company is required to appoint a Cost Auditor to conduct the audit of cost records of the Company.

Accordingly, the Board of Directors has approved the appointment of M/s Rajesh & Company, Cost Accountants (Firm Registration Number 000031), Cost Accountants, Jaipur, as the Cost Auditor to conduct the audit of cost records of the Company for the for the financial year 2025-26 at a remuneration of 30,000/- (Rupees In words Thirty Thousand Only) plus GST (apart from reimbursement of out-of-pocket expenses incurred for the purpose of audit).

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time Members of a Company are required to ratify the remuneration to be paid to the Cost Auditors of the Company.

Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item No. 2 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year 2025-26.

The Board of Directors recommend passing of the Ordinary Resolution at item number 3 of the notice.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon

None of the Directors / Key Managerial Personnel of the Company / their relatives in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.2 of the Notice.

**BY THE ORDER OF THE BOARD OF DIRECTORS**  
For Oswal Cables Limited  
(Formerly Oswal Cables Pvt Ltd)

Prachi Saxena  
Company Secretary  
M.No.: A44417

Place: Jaipur  
Dated: 12.09.2025



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## BOARD'S REPORT

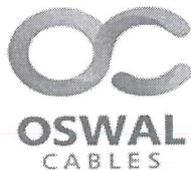
To,  
The Members  
Oswal Cables Limited  
(Formerly known as Oswal Cables Private Limited)

Your Directors have pleasure in presenting you on behalf of the Board of Directors of the Company, the 54<sup>th</sup> Annual Report and Audited Financial Statements of the Company for the year ended on 31<sup>st</sup> March, 2025.

### FINANCIAL SUMMARY/HIGHLIGHTS: -

The Company's financial performance for the year under review along with previous year's figures is given hereunder:

(Amount in INR Million)		
Particulars	31 <sup>st</sup> March, 2025	31 <sup>st</sup> March, 2024
Revenue from Operation/Turnover	6354.66	4929.53
Other Income	34.30	115.03
<b>Total Income</b>	<b>6388.96</b>	<b>5044.56</b>
Less: - Expenses During the year excluding depreciation	<b>5955.34</b>	<b>4697.48</b>
<b>Profit before tax and depreciation</b>	<b>433.62</b>	<b>347.08</b>
Less: Depreciation	35.25	24.02
<b>Profit/(Loss) before tax after depreciation</b>	<b>398.37</b>	<b>323.06</b>
Less: Exceptional Items	-	-
<b>Profit before tax</b>	<b>398.37</b>	<b>323.06</b>
Add/Less: Provision of Income tax including deferred tax	(100.65)	(55.66)
<b>Profit/(Loss) after tax and depreciation</b>	<b>297.72</b>	<b>267.40</b>
Amount Transfer to Reserve	-	-
<b>Earnings Per Share</b>	<b>16.54</b>	<b>14.86</b>



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## STATE OF THE COMPANY AFFAIRS

During the year under review your company earned a Net Profit of Rs.297.72/- (Amount in Millions) (P.Y. Net Profit was Rs 267.40/- (Amount in Millions). Your directors expect improved performance in current year. All other information's are detailed in this report.

## CONVERSION INTO PUBLIC COMPANY

The Company has been converted from Private Limited Company to Public Limited Company with effect from 03<sup>rd</sup> July, 2025 and subsequently the name has been changed from “Oswal Cables Private Limited” to “Oswal Cables Limited”.

## DIVIDEND

Your Directors do not recommend any dividend for the Financial Year ended on March 31, 2025.

## RESERVES

The Company did not transfer any amount to reserves for the financial year ended on March 31, 2025 . Further, the closing balance of general reserve as on March 31, 2025 stands at Rs 551.03/- (Amount in Millions)

## EXTRACT OF ANNUAL RETURN

In terms of Section 134 of the Companies Act, 2013 the Annual Return of the Company for the financial year 2024-25 is available on the website of the Company at [www.oswalcables.com/](http://www.oswalcables.com/)

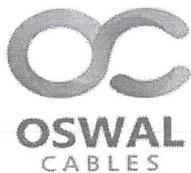
## DIRECTORS & KMP's

The composition of the Board of Directors of the company as on March 31, 2025 is as follows :

S NO.	NAME OF THE DIRECTOR & KMP	DESIGNATION
1.	Ashok Kumar Kothari (DIN: 00303065)	Director
2.	Manak Chand Talera (DIN: 00303127)	Director
3.	Surendra Talera (DIN: 00303329)	Director
4.	Nitisha Agarwal	Company Secretary

During the period under review, none of the changes have occurred in the Board of the Company. After closure of Financial Year the Board of Directors of the Company have appointed Mr. Nakul Chaskar as Chief Financial Officer of the Company with effect from 01/04/2025.

As per the declaration received form all the Directors under section 164 of the Companies Act, 2013 none of the director is disqualified.



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## DECLARATION OF INDEPENDENT DIRECTORS

Being a Private Unlisted Company as on 31<sup>st</sup> March, 2025 provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to our Company. Hence disclosure specified in section 134(3)(d) of the companies Act, 2013 relating to statement by Independent director as is not applicable to the Company.

## DETAIL OF BOARD MEETINGS HELD DURING THE YEAR:

During the year under review the Board of Directors of the company met (Nine) times on 01/04/2024, 30/05/2024, 01/07/2024, 28/08/2024, 20/09/2024, 26/09/2024, 15/11/2024, 06/12/2024 and 31/03/2025. The details of the board meetings and the attendance of the directors are provided in below table. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Proper notices were given and the proceedings were properly recorded and signed in the Minutes Book as required by the Articles of Association of the Company and the Act.

Sr. No.	Name of Director	No. of Board Meetings entitled to attend, during the financial year	No. of Board Meetings attended during the financial year
1.	Ashok Kumar Kothari [ DIN: 00303065]	9	9
2	Manak Chand Talera [DIN: 00303127]	9	9
3.	Surendra Kumar Talera [DIN:00303329]	9	9

## MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENT RELATES AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate on the date of this report or having any material impact on the operations of the company.

## CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of business in compare to immediately preceding year.

## DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There are no significant and material orders passed by the Regulators/Courts/Tribunals that would impact the going concern status of the Company and its future operations.



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## **DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:**

The company does not have any subsidiary/Joint Venture/ Associate Company further during the reporting period no Company has become or ceased to be a subsidiary/joint venture or associate.

## **DEPOSITS:**

During the reporting period the Company has not accepted any deposit falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. Further, Company has not accepted any deposit in earlier years, as such question of unpaid or unclaimed deposit and default in repayment does not arise.

However, Company has received loan from the Directors and their relatives and the amount outstanding as on 31.03.2025 is Rs. 154.69 (in Millions) for which declaration in writing have been furnished in with compliance of the Companies (Acceptance of Deposits) Rules, 2014 that the amount is not being given out of funds acquired by him by borrowing or accepting loans or deposits from others.

## **AUDITORS:**

Pursuant to provisions of Section 139 of the Companies Act 2013 and rules framed there under, the shareholders of the company on the basis of recommendation of the Board of Directors at its 53<sup>rd</sup> Annual General Meeting (AGM) held on September 30, 2024 had approved the appointment of M/s Vikas Jain & Associates, Chartered Accountants, Jaipur (FRN. 006803C) as the Statutory Auditors of the Company for a period of 5 (five) years commencing from the conclusion of 53<sup>rd</sup> Annual General Meeting till the conclusion of the 58<sup>th</sup> Annual General Meeting to be held in the year 2029.

## **AUDITORS REPORT**

There was no qualification, reservations or adverse remarks made or reported by the Auditors in their report which requires explanation.

## **PARTICULARS OF FRAUD REPORTED BY THE AUDITORS**

During the year under review, no frauds were reported by the Auditors of the Company under Section 143(12) of the Companies Act, 2013.

## **COST AUDITORS**

The Company is required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and accordingly such accounts and records are made and maintained by the Company.



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The cost audit records are maintained by the Company as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 are required to be audited pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2015. The Board of Directors has appointed M/s Rajesh & Company, Cost Accountant, Jaipur as Cost Auditor to audit the cost accounts of the Company for the year ending 31<sup>st</sup> March, 2025.

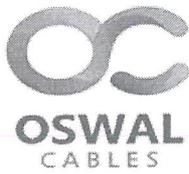
## THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

### A. CONSERVATION OF ENERGY

(i) the steps taken or impact on conservation of energy;	The Company's operations are not energy-intensive and as such involve low energy consumption. However, adequate measures have been taken to conserve the consumption of energy.
(ii) the steps taken by the company for utilizing alternate sources of energy;	
(iii) the capital investment on energy conservation equipments;	

### B. TECHNOLOGY ABSORPTION

(i) the efforts made towards technology absorption;	Operations of the company do not involve any kind of special technology. Therefore, no new technology has been inducted or absorbed by the Company. Further, there was no expenditure on research & development during this financial year under review.
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution;	
(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; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	
(iv) the expenditure incurred on Research and Development.	



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## C. Foreign Exchange Earnings and outgo

The Foreign Exchange earnings and outgo during the financial period ended 31st March, 2025 is as follows: **(Amount in Million)**

Particulars	31 <sup>st</sup> March, 2025	31 <sup>st</sup> March, 2024
Foreign Exchange Earnings	2189.32	2685.60
Foreign Exchange Outgo	66.15	200.60

## DETAILS OF COMPANY'S CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility Policy, as formulated by the Corporate Social Responsibility Committee and approved by the Board of Directors is available on the website of the Company at [www.oswalcables.com](http://www.oswalcables.com)

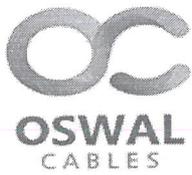
In terms of Section 134 of the Companies Act, 2013 read with The Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time the annual report on our CSR activities is appended as **Annexure I** to the Board's Report.

In terms of the requirement of Section 135 of the Companies Act, 2013 and Rules made thereunder, the Company has constituted the Corporate Social Responsibility Committee. The details of the CSR Committee Meeting and the attendance of the Members are provided in the table below:

Sr. No.	Date of Meeting	Total Strength	No. of Members Present
1.	10.05.2024	3	3
2.	28.08.2024	3	3

## COMPOSITION:

Sr. No.	Name	DESIGNATION	COMMITTEE POSITION
1	Shri Manak Chand Talera [DIN: 00303127]	Director	Chairman
2	Shri Surendra Kumar Talera[DIN: 00303329]	Director	Member
3	Shri Ashok Kumar Kothari [DIN: 00303065]	Director	Member



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## PARTICULARS OF EMPLOYEES

The Company is a Private Unlisted Company as on 31<sup>st</sup> March, 2025 therefore the provisions of section 197(12) of Companies Act, 2013 read with rules 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable on the Company.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF COMPANIES ACT 2013:

Particulars of loans, guarantees and investments made by the Company are provided in Financial Statements read together with notes annexed and form an integral part of the financial statements and the company has complied with the applicable provision of Companies Act, 2013.

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All contracts / arrangements / transactions entered by the company during the financial year ended 31<sup>st</sup> March, 2025 with related parties were in the ordinary course of the business and on arm's length basis. Details with respect to transaction(s) with the Related Party(ies) entered into by the Company during the reporting period are disclosed in the accompanying Financial Statements and the details pursuant to clause (h) of Section 134(3) of act and Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Form AOC-2 is annexed as Annexure-II.

## COMPLIANCE WITH THE APPLICABLE SECRETARIAL STANDARDS ISSUED BY ICSI

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Companies Secretaries of India ("ICSI") and that such systems are adequate and operating effectively.

## MATERNITY BENEFIT

During the period under review, The Company has complied with the provisions relating to the Maternity Benefit Act, 1961.

## AUTHORISED AND PAID CAPITAL

During the year under review, no changes in the Authorized and Paid Up share capital of the company.

## INTERNAL CONTROL AND ITS ADEQUACY

The Company has adequate internal controls and processors in place with respect to its financial statements with provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. The Company has a mechanism of testing the controls at regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information.



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## RISK MANAGEMENT:

The Board of Directors of the Company identify, evaluate business risks and opportunities. The Directors of the Company take pro-active steps to minimize adverse impact on the business objectives and enhance the Company's competitive advantage. Presently no material risk has been identified by the directors except of general business risks, for which the Company is leveraging on their expertise and experience.

## DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013 with respect to Directors' Responsibility statement it is hereby Stated:

- a) that in the preparation of the annual accounts for the financial year ended on March 31, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were 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 year and review;
- c) that 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) that the directors had prepared the annual accounts on a going concern basis;
- e) that being an unlisted private company, sub clause (e) of sections 134 (3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company; and
- f) that 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.

## OTHER MATTERS:

1. Being a Private Limited company, it does not require to appoint any Independent Director in the Board and company does not have any independent director in the Board, hence disclosure specified in section 134(3)(d) of the companies Act, 2013 relating to Statement by Independent director as is not applicable to the company.



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2. Being a Private unlisted Company as on 31st March, 2025 section 178 relating to Nomination and Remuneration committee is not applicable to the Company and hence disclosure specified in section 134(3)(e) of Companies Act, 2013 is not applicable to the Company.
3. Being a Private unlisted Company as on 31<sup>st</sup> March, 2025 section 177(8) of Companies Act, 2013 relating to Audit Committee is not applicable to the Company.
4. During the period under review company was not required to transfer any amount in Investor Education and Protection fund account. Further the company also does not have any amount which is required to transfer to IEPF account.
5. As the company does fall under the criteria specified under section 135 (Corporate Social Responsibility) of the Companies Act, 2013, hence section 135 and rules made thereunder and disclosure required to made pursuant to said provisions are applicable to the company.
6. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013: during the year under review, no complaint has been received under the Act. Further the Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Woman at Workplace (Prevention Prohibition and Redressal) Act, 2013.

S. No.	Details	No. of Compliant
a	Number of complaints of sexual harassment received in the year	Nil
b	Number of complaints disposed off during the year	Nil
c	Number of cases pending for more than ninety days	Nil

The Company has established a Vigil Mechanism Policy for grievances Redressal of the Directors and employees of the Company which will help in reporting genuine concerns or grievances of Directors and employees, actual or suspected fraud and it provides adequate safeguards against victimization. The details of the vigil mechanism are posted on the website of the Company at [www.oswalcables.com](http://www.oswalcables.com).

7. During the period under review the company does not fall under the requirement of evaluating performance of Directors, the Board, Committees and others, in terms of provisions of Companies Act,2013 and therefore no disclosure requirements as per Section 134(3)(p) of the Companies Act, 2013 and all other applicable provisions are provided.
8. During the period under review the Company has not made any applications and there are no proceedings pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).



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9. The requirement of disclosure of Details of Difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable during the period under review.

## ACKNOWLEDGEMENTS

The Board of directors of your Company acknowledges its sincere appreciation for the support extended by various departments of Central and State Government and others. The Board also takes this opportunity to express its deep gratitude for the continuous support received from the Shareholders.

BY THE ORDER OF THE BOARD OF DIRECTORS  
For Oswal Cables Limited  
(Formerly Oswal Cables Pvt Ltd)

Surendra Kumar Talera

(Director)

DIN: 00303329

R/o: 17, Purohit ji Ka Bagh, M.I. Road,  
Jaipur-302001, Rajasthan

Manak Chand Talera

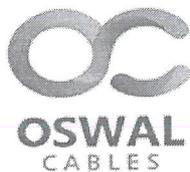
(Director)

DIN: 00303127

R/o: B-101, Janpath, , ShyamNagar, Jaipur,  
302019, Rajasthan

Place: Jaipur

Dated: 06.09.2025



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## Annexure -I

### **1. Brief outline on CSR Policy of the Company.**

The Board of Directors upon the recommendation of the Corporate Social responsibility Committee have identified the following areas listed in Schedule VII of the Companies Act, 2013 for carrying out its CSR activities:

- Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;
- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;
- Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- measures for the benefit of armed forces veterans, war widows and their dependents [Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows];
- training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
- contribution to the Prime Minister's National Relief Fund or Prime Minister's Central Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;



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- Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State
- Government or Public Sector Undertaking or any agency of the Central Government or State Government;
- rural development projects;
- Slum Area Development;
- Such other areas as may be included in Schedule VII of the Companies Act, 2013 from time to time.

The Projects / Programmes may be undertaken by the Implementation Agency or the Company directly provided that such projects / programmes are in line with the activities enumerated in Schedule VII of the Companies Act, 2013.

## 2. Composition of CSR Committee:

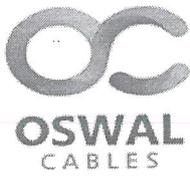
Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Shri Manak Chand Talera [DIN: 00303127]	Chairman	2	2
2	Shri Surendra Kumar Talera [DIN: 00303329]	Member	2	2
3	Shri Ashok Kumar Kothari [DIN: 00303065]	Member	2	2

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

[www.oswalcables.com](http://www.oswalcables.com)

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

Not Applicable for the financial year under review.



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## 5. (Amount in Millions )

(a)	Average net profit of the company as per sub-section (5) of section 135.	150.02
(b)	Two percent of average net profit of the company as per sub-section (5) of section 135.	3
(c)	Surplus arising out of the CSR Projects or programmes or activities of the previous financial years.	NA
(d)	Amount required to be set-off for the financial year, if any.	NA
(e)	Total CSR obligation for the financial year [(b)+(c)-(d)].	3

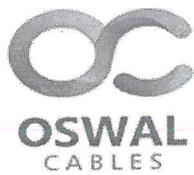
## 6. (Amount in Million)

(a)	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).	2.85
(b)	Amount spent in Administrative Overheads.	NIL
(c)	Amount spent on Impact Assessment, if applicable.	NIL
(d)	Total amount spent for the Financial Year [(a)+(b)+(c)].	2.85

## (e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
2.85	NA	NA	Prime Minister National Relief Fund ("PMNRF")	0.15	27 <sup>th</sup> June 2025

\* Reason of Amount Unspent: Due to non-finding of suitable projects Company has provisioned that amount of Rs. 1.5 lac in the books of accounts and the same is reflecting in the audited financial. Later the same was spent on 27<sup>th</sup> June 2025 in Prime Minister National Relief Fund ("PMNRF")



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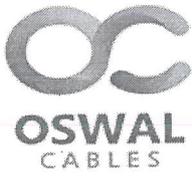
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(f) Excess amount for set off, if any (₹):

Sl. No.	Particular	Amount (in Million Rs.)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	3
(ii)	Total amount spent for the Financial Year	2.85
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NA
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NA

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: Nil

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under subsection(6) of section 135(in Rs.)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135 if any		Amount remaining to be spent in succeeding financial years. (in Rs)	Deficiency, if any
					Amount (in Rs)	Date of Transfer		



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## 8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

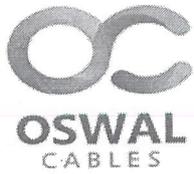
If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sr. No: (1)	Short particulars of the property or asset(s) [including complete address and location of the property] (2)	Pincode of the property or asset(s) (3)	Date of creation (4)	Amount of CSR amount spent (5)	Details of entity/ Authority/ beneficiary of the registered owner (6)
					CSR Regd. No. if Applicable: Name: Registered Address:
NIL					

## 9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub section (5) of section 135: Not Applicable

 Surendra Kumar Talera Director DIN: 00303329	 Manak Chand Talera Chairman CSR Committee DIN: 00303127
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Annexure -II

## FORM NO. AOC -2

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 transaction under third proviso thereto.

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

### 1. Details of contracts or arrangements or transactions not at Arm's length basis – NIL

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

### 2. Details of contracts or arrangements or transactions at Arm's length basis – NIL

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

BY THE ORDER OF THE BOARD OF DIRECTORS

For Oswal Cables Limited

(Formerly Oswal Cables Pvt Ltd)

Surendra Kumar Talera

(Director)

DIN: 00303329

R/o: 17, Purohitji Ka Bagh M.I. Road, Jaipur-302001, Rajasthan

Manak Chand Talera

(Director)

DIN: 00303127

R/o: B-101, Janpath, ShyamNagar, Jaipur, 302019, Rajasthan