

G.R. CABLES LIMITED

BOARD OF DIRECTORS

Mr. G.R. Reddy [DIN:01046466]	: Chairman & Managing Director
Dr. S.R. Govinda Rajan, IAS (Retd) [DIN:00826169]	: Independent Director
Mrs. C.Mariamamma [DIN: 01956024]	: APIDC Nominee
Mr. A.Ranganayakulu [DIN: 03436445]	: Independent Director
Mr. P. Ramesh Babu [DIN: 01525868]	: Independent Director
Mr. G.V.B.R. Reddy [DIN: 01498279]	: Whole-time Director

Audit Committee

Mr. A. Ranganayakulu -Chairman
Dr. S.R. Govinda Rajan, IAS (Retd)-Member
Mr. G.R. Reddy- Member
Mr. P. Ramesh Babu - Member

Remuneration and Nomination Committee

Mr. A.Ranganayakulu - Chairman
Mr. G.R. Reddy- Member
Mr. P. Ramesh Babu - Member

Stakeholders Relationship Committee

Mr. A.Ranganayakulu - Chairman
Mr. G.R. Reddy- Member
Mr. P. Ramesh Babu - Member

Risk Management Committee

Mr. G.R. Reddy - Chairman
Mr. A.Ranganayakulu – Member
Mr. P. Ramesh Babu - Member

Executive Officer

Mr. G.R. Reddy-Managing Director
Mr. Ch.Renuuka Rao – Chief Financial Officer

Statutory Auditors

M/s. SMG & Associates
Chartered Accountants
Flat No.301, Madhava Apartments
Hill colony, Khairtabad, Hyderabad -500 004.

Registrar & Share Transfer Agents

Bigshare Services Private Limited
306, 3rd Floor, Right wing,
Amruthaville,Opp. Yasoda Hospitals,
Raj Bhavan Road, Somajiguda,
Hyderabad-500082

Bankers

Bank of Baroda,
State Bank of Hyderabad,
State Bank of Travancore

Registered office

36, Santosh Nagar,
Mehdipatnam,
Hyderabad - 500 028

Factory

Rangareddyguda (Village)
Balanagar (Mandal)
Mahaboobnagar (District.)

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NOTICE

Notice is hereby given that the 27th Annual General Meeting of G.R.Cables Limited will be held on Saturday, the 29th September, 2018 at 11.00 a.m. at The Santosh Mutually Aided Co-operative Housing Society, H.No. 12-2-823/A/25/AA 14, 2nd floor, North side, Santosh Nagar Colony, Opp: St Ann's Woman's College, Mehdiapatnam, Hyderabad - 500 028, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the audited financial statements for the financial year ended March 31, 2018 and the reports of the Board and Auditors thereon.
2. To appoint a Director in the place of Mr. G.V.B.R. Reddy [DIN: 01498279], who retires by rotation being eligible offers himself for re-appointment.
3. To appoint Auditors and in this regard to consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to Section 139, 140 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, in the place of M/s.SMG & Associates, Chartered Accountants, who have conveyed their non-availability to act as auditors of the company after this Annual General Meeting, M/s. TRM & Associates, (Firm Registration No.009224S) as Statutory Auditors, in respect of whom a special notice under Sec.140 (4) of the Companies Act, 2013 has been received by the Company, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of its 27th Annual General Meeting upto the conclusion of the 32nd Annual General Meeting for a period of 5 years, at such remuneration as may be decided and approved by the Audit Committee and Board of Directors of the Company."

By Order of the Board of Directors
For **G.R.Cables Limited**

G.R. Reddy
Managing Director
DIN:01046466

Place: Hyderabad
Date: 13.08.2018

Notes

1. The statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Ordinary/ Special business set out in the notice and Secretarial Standard on General Meetings (SS-2), wherever applicable, are annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll in the meeting instead of such member. The proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company. A member holding more than ten (10) percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member or shareholder.
3. A member of a company registered under Section 8 of the Companies Act, 2013 shall not be entitled to appoint any other person as its proxy unless such other person is also a member of such company.
4. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for this Annual General Meeting is enclosed.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company by such intending person.
7. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of Listing Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 23rd September, 2018 to Saturday, 29th September, 2018 (both days inclusive).
9. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Pursuant to Secretarial Standard on General Meeting (SS- 2) in respect of the Directors seeking appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.

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10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.

SEBI has also mandated, that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company

11. Electronic copy of the Annual Report for the Financial Year 2017-18 along with the Notice of the 27th Annual General Meeting of the Company (including Attendance Slip, Proxy Form and Route Map) is being sent to all the members whose email IDs are registered with the Registrar/Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the Financial Year 2017-18 along with Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by other permissible modes.
12. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
13. All documents referred to in the Notice and explanatory statement are open for inspection at the Registered Office of the Company during normal business hours on all working days.
14. The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which Directors are interested under section 189 will be made available for inspection by members of the Company at the meeting.
15. Members whose shareholding is in electronic mode are requested to update the change of address, email ids and change in bank account details, if any with the respective Depository Participant(s).
16. With a view to using natural resources responsibly, we request the shareholders to update respective email addresses with your Depository Participants, if not already done, to enable the Company to send communications electronically.
17. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report 2017-18 is available on the Company's website, www.grcables.com

18. Members are requested to bring their copy of Annual Report to the Meeting.
19. In compliance with Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting, through ballot paper, will also be made available at the Annual General Meeting and the members attending the Annual General Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Annual General Meeting through ballot paper. Members who have casted their votes by remote e-voting prior to the Annual General Meeting may attend the Annual General Meeting but shall not be entitled to cast their votes again.

20. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) executed by the company with the BSE Limited, the company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Ltd. (CDSL).

A member may exercise his/her votes at any General Meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.

During the remote e-voting period, members of the Company holding shares either in physical form or dematerialised form, as on the cut-off date (record date) i.e., Saturday, September 22, 2018, may cast their votes electronically.

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Wednesday, September 26, 2018 at 9.00 a.m. IST and ends on Friday, September 28, 2018 at 5.00 p.m. IST. During these period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Saturday, September 22, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on the e-voting website www.evotingindia.com during the voting period.

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- iii. Click on "Shareholders" tab.
- iv. Now, select the "Company Name: G.R. Cables Limited" from the drop down menu and click on "SUBMIT"
- 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 Code as displayed and Click on Login.
- vii. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
	<ul style="list-style-type: none">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.
	<ul style="list-style-type: none">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 Suresh Kumar with sequence number 1 then enter SA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction "v".

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- 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 G.R. Cables Limited EVSN Reference No: 180918004 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Institutional Shareholders
 - ✦ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.

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- ♦ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - ♦ After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - ♦ The list of accounts should be mailed to helpdesk.evoting@cdslindia.com 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.
- xx. 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.co.in
- xxi. under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- i. The e-voting period commence Wednesday, September 26, 2018 at 9.00 a.m. IST and ends on Friday, September 28, 2018 at 5.00 p.m. IST. During this period, member of the company holding share either in physical form or in dematerialize form as on Saturday, September 22, 2018 may cast their vote electronically. The e-voting module shall be disabling by CDSL for voting Thereafter. Once the vote on resolution is cast by the member, he shall not be allowed to change it subsequently.
- ii. The voting rights of members shall be incorporation to their shares of the paid-up equity share capital of the company as on Saturday, September 22, 2017.
- iii. B S S & Associates, Company Secretaries, have been appointed as the scrutinizer to scrutinize the voting and remote e-voting process and voting through ballot in a fair and transparent manner.
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by the Chairman, who shall declare the result of the voting forthwith.
- v. The results declared along with the scrutinizers report shall be placed on the company website and with the website of CDSL within forty eight hours of passing of resolutions at the 27th AGM of the company on September 29, 2017 and communicated to the BSE Limited where the share of the company are Listed.

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APPEAL TO MEMBERS

The Company would like to appeal and encourage its members to hold their shares in Dematerialized (Demat) form. Managing your investment in securities is simple and easy in Demat/ Electronic form and it has many advantages over managing it in physical form as there is no scope of loss, misplacement, theft or deterioration of securities in Demat mode. The detailed procedure of Dematerialization of Shares is also given on the website of the Company under Investor Relations Section. The members may also get in touch with Bigshare Services Private Limited , our Registrar and Share transfer Agent.

By Order of the Board of Directors
For **G.R.Cables Limited**

G.R. Reddy
Managing Director
DIN:01046466

Place: Hyderabad
Date: 13.08.2018

Additional information on directors recommended for appointment / re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standard-2

Name of the Director	G.V.B.R. Reddy
DIN	01498279
Date of Birth	05-12-1971
Age	47
Qualification	BE (Polymer Science Engineering)
Experience	25 Years
Relationship with other director/ Manager and other KMP	Son of Mr.G R Reddy
No of Shares held	592931
Directorships of other Board	1
Membership/Chairmanship of Committees of other Board	-Nil-

Note: Pursuant to Regulation 26 of the SEBI Listing Regulations, for the purpose of determination of limit, chairpersonship and membership of the Audit Committee and the Stakeholders Relationship Committee alone has been considered.

Except Mr. G. R. Reddy and their relatives, none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 2 of the notice.

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Statement pursuant to Section 102 (1) of the Companies Act 2013 As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No.3 of the accompanying Notice dated 1th September, 2018.

Item No.3

M/s. SMG & Associates, Chartered Accountants, the present auditors, who were re-appointed at the 27th AGM to hold office for a period of 4 years subject to ratification in every AGM, have expressed their non-availability to continue as auditors after conclusion of the ensuing Annual General Meeting due to their other pre-occupations. The Audit Committee of the Board and later the Board of Directors at their meetings held on 1st September, 2018 discussed this matter and placing on record their appreciation of the long and valuable association of the above said Firm with the company, have recommended the appointment of M/s. TRM & Associates, (Firm Registration No.009224S) as Auditors of the company for a period of 5 years from the conclusion of the ensuing Annual General Meeting and resolved to seek the approval of the shareholders for the same. A Special Notice under Section 140 (4) of the Companies Act, 2013 has also been received by the company proposing the said appointment.

Accordingly, the resolution in Item No.3 is placed before the shareholders for approval.

None of the directors or Key Managerial Personnel (KMP) or their relatives is, in any way, concerned or interested, financially or otherwise in the Resolution proposed in Item No.3. The above explanatory statement is provided, though strictly it may not be required as per Section 102 of the Act.

By Order of the Board of Directors
For **G.R.Cables Limited**

G.R. Reddy
Managing Director
DIN:01046466

Place: Hyderabad
Date: 13.08.2018