

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. G.V.B.R. Reddy [DIN: 01498279]	: Whole-time Director
Mrs. K. Lakshmi Sree [DIN:08377908]	: Independent Director
Mrs. P. Beena Naidu [DIN:03292924]	: Independent 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.Renuka Rao – Chief Financial Officer

Statutory Auditors

M/s. TRM & Associates
Chartered Accountants
Flat No.4,IV Floor Navneet Villa Apts.,
#3-6-521/A,Himayat Nagar, Hyd -500029

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

Registered office

36, Santosh Nagar,
Mehdipatnam,
Hyderabad - 500 028

Factory

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

G.R. CABLES LIMITED

NOTICE

Notice is hereby given that the 28th Annual General Meeting of G.R.Cables Limited will be held on Monday, the 30th September, 2019 at 11.00 a.m. at The Santosh Mutually Aided Co-operative Housing Society, H.No. 12-2-823/A/ 25/AA14, 2nd floor, Santosh Nagar Colony, Opp: St. Ann's Women'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, 2019 and the reports of the Board and Auditors thereon.
2. To appoint a Director in the place of Mr. G. R. Reddy [DIN: 01046466], who retires by rotation being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. **To appoint Mrs. P. Beena Naidu as an Independent Director 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 Sections 149, 150, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there-under, read with Schedule IV to the Act and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the Members of the Company be and is hereby accorded to appoint Smt. P. Beena Naidu (DIN: 03292924), who was appointed as an Additional Director of the Company by the Board of Directors on 05.03.2019, in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that She meets the criteria of independence under Section 149 of the Companies Act, 2013 and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company, for a period of 3 years upto 31st AGM to be held in 2022 and she shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Company, for giving effect to the aforesaid Resolution, including but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion."

4. To appoint Mrs. K. Lakshmi Sree as an Independent Director 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 Sections 149, 150, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there-under, read with Schedule IV to the Act and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the Members of the Company be and is hereby accorded to appoint Smt. K.Lakshmi Sree (DIN: 08377908), who was appointed as an Additional Director of the Company by the Board of Directors on 05.03.2019, in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that She meets the criteria of independence under Section 149 of the Companies Act, 2013 and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company, for a period of 3 years upto 31st AGM to be held in 2022 and she shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Company, for giving effect to the aforesaid Resolution, including but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion."

5. Re-appointment of Mr.G R Reddy as Managing Director of the Company.

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or reenactment(s) thereof, for the time being in force), the consent of the members of the company be and is hereby accorded for the re-appointment of Mr. G R Reddy, as Managing Director of the Company for a period of three years from 01-02-2019 to 31-01-2022 without any remuneration".

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Company, for giving effect to the aforesaid Resolution, including but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion."

G.R. CABLES LIMITED

6. Approval for continuation of Directorship of Mr. S.R. Govindarajan.

To consider and if thought fit, to pass, with or without modifications the following resolution as Special Resolution.

"RESOLVED THAT pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded for continuation of Directorship of Mr. S.R. Govindarajan who was appointed as Independent Directors of the Company for a period of 5 years at the 24th Annual General Meeting of the Company held on 30th September 2015 till conclusion of 29th Annual General Meeting by way of special resolution and who has attained the age of 75 years for the remaining period of their existing term of Directorship as Independent Director of the Company."

7. Approval for continuation of Directorship of Mr. A. Ranganayakulu.

To consider and if thought fit, to pass, with or without modifications the following resolution as Special Resolution.

"RESOLVED THAT pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded for continuation of Directorship of Mr. A. Ranganayakulu who was appointed as Independent Directors of the Company for a period of 5 years at the 24th Annual General Meeting of the Company held on 30th September 2015 till conclusion of 29th Annual General Meeting by way of special resolution and who has attained the age of 75 years for the remaining period of their existing term of Directorship as Independent Director 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: 14.08.2019

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 Monday, 23rd September, 2019 to Monday, 30th September, 2019 (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.
10. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide Notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 29th September, 2018, for a period of 5 years.
11. 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

12. Electronic copy of the Annual Report for the Financial Year 2018-19 along with the Notice of the 28th 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 2018-19 along with Notice of the 28th 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.
13. 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.

G.R. CABLES LIMITED

14. 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.
15. 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.
16. 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).
18. 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.
19. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report 2018-19 is available on the Company's website, www.grcables.com
20. Members are requested to bring their copy of Annual Report to the Meeting.
21. 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 is 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.

22. 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

G.R. CABLES LIMITED

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., Monday, September 23, 2019, may cast their votes electronically.

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Friday, September 27, 2019 at 9.00 a.m. IST and ends on Monday, September 29, 2019 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) Monday, September 23, 2019, 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.
- 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:

G.R. CABLES LIMITED

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is 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".

- 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: 190904086 on which you choose to vote.

G.R. CABLES LIMITED

- 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.

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 Friday, September 27, 2019 at 9.00 a.m. IST and ends on Sunday, September 29, 2019 at 5.00 p.m. IST. During this period, member of the company holding share either in physical form or