

G.R. CABLES LIMITED

BOARD OF DIRECTORS

Mr. G. R Reddy(DIN:01046466)
Mr. G V B R Reddy(DIN-01498279)
**Mr. S R Govindarajan(DIN-00826169)
Mr. A. Ranganayakulu(DIN-03436445)
Mrs. Lakshmi Sri Kadumuri(DIN-08377908)
Mrs. Beena Naidu Pushpala(DIN-03292924)
*Mrs. Chilukuri Mariamma(DIN-01956024)

(Resigned w.e.f.17.04.2020)

(Expire of tenure w.e.f. 30.09.2020)

Audit Committee

Mr. A. Ranganayakulu - Chairman
Mr. G. Raghava Reddy - Member
Mrs. Beena Naidu Pushpala - Member

NOMINATION & REMUNERATION COMMITTEE

Mr. A. Ranganayakulu - Chairman
Mrs. Beena Naidu Pushpala - Member
Mrs. Lakshmi Sri Kadumuri - Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. A. Ranganayakulu - Chairman
Mrs. Beena Naidu Pushpala - Member
Mrs. Lakshmi Sri Kadumuri - Member

Risk Management Committee

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

CHIEF FINANCIAL OFFICER

Mr. Renuka Rao Chinta

REGISTRARS & SHARE TRANSFER AGENTS

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

- Chairman and Managing Director
- Whole-time Director
- Independent Director
- Independent Director
- Independent Director
- Independent Director
- Nominee Director (APIDC)

STATUTORY AUDITORS

M/s. TRM & Associates
Chartered Accountants
Flat No.4, IV Floor, Navneet Villa Apts,
#3-6-521/A, Himayat Nagar,
Hyderabad - 500 004

Company Secretary And Compliance Officer

Ms. Haritha Varanasi
(Resigned w.e.f 20.08.2020)

Bankers

Bank of Baroda

Registered office

36, Santosh Nagar,
Mehdipatnam,
Hyderabad - 500 028
CIN: L31300TG1992PLC013772
EMAIL: grcablesltd@gmail.com
LISTED AT : BSE Limited
ISIN : INE769B01010
WEBSITE : www.grcables.com
INVESTOR
E-MAIL ID : grcablesltd@gmail.com

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NOTICE

Notice is hereby given that the 29th Annual General Meeting of G R Cables Limited will be held on Wednesday, the 30th Day of December, 2020 at 11:00 A.M. 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, Mehdipatnam, Hyderabad - 500 028 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2020 together with Cash Flow Statement and notes appended thereto together with the Directors' Report and Auditors' Report 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.

SPECIAL BUSINESS

3. Re-appointment of Mr. G V B R Reddy (DIN 01498279) as Whole-time 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 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Rules, 2015, pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded to re-appoint Mr. G V B R Reddy as Whole-time Director of the Company for a further term of 5 years till 14.09.2025 without any remuneration as earlier and with the following perquisites.

- i. Provision for use of chauffer driven car
- ii. Company shall provide Telephone or reimburse telephone expense at residence for local and distance official calls.

"FURTHER RESOLVED THAT any of the Directors of the Board be and is hereby authorised to do all such steps as may be necessary, proper and expedient to give effect to this resolution."

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4. Re-appointment of Mr. Ranganayakulu Annavaram (DIN 03436445) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149,150,152,160 and Schedule IV and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Ranganayakulu Annavaram (DIN 03436445) whose current period of office expired on 29th September, 2020 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years on the Board of the Company w.e.f. 30th September, 2020 up to 29th September, 2025."

"FURTHER RESOLVED THAT any of the Directors of the Board be and is hereby authorised to do all such steps as may be necessary, proper and expedient to give effect to this resolution."

For and behalf of the Board of
For **G.R.Cables Limited**

Place: Hyderabad
Date: 04.12.2020

Sd/-
G. R. Reddy
Chairman & Managing Director

Notes

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Registered Office of the Company by not less than 48 hours before the commencement of the Meeting.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.
3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
5. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
8. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they

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have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents.

9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting.
10. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to Share Transfer Agents of the Company for their doing the needful.
11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. Electronic copy of the Annual Report for 2019-2020 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
15. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for 2019-2020 will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id.

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16. SEBI has decided that securities of the listed companies can be transferred only in dematerialized form which effective from cut off date being 05.12.2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

17. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for e-voting are as under:

(I) In case of members receiving e-mail:

- i. The voting period begins on 27.12.2020 at 9.00 A.M. and ends on 29.12.2020 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (23.12.2020) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com
- iii. Click on Shareholders.
- iv. 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.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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.
- vii. If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>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.</p>
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 (IV).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN.

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- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. 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.

(II) In case of members receiving the Physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

- A. Please follow all steps from sl. no. (ii) To sl. no. (xvii) Above, to cast vote.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as 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 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 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.
- B. The voting period begins on 27.12.2020 at 9.00 A.M. and ends on 29.12.2020 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 23.12.2020

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may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- C. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
18. 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. K.V. Chalama Reddy, Practicing Company Secretaries, bearing C.P. Number 5451 has been appointed as the Scrutinizer to scrutinize the e-voting process. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
20. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and the same shall be communicated to the BSE Limited.
21. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

For and behalf of the Board
GR Cables Limited

Date: 04.12.2020
Place: Hyderabad

G. R. Reddy
Chairman & Managing Director

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO: 3

Mr. G V B R Reddy was appointed as Whole-time Director of the Company for a period of 5 years and his tenure of appointment ended in August 2020. The Board of Directors, taking into consideration the recommendations of Nomination and Remuneration Committee, has re-appointed Mr. G V B R Reddy as whole-time Director for a further period of 5 years up to 14th September 2025.

The Company has received from Mr. G V B R Reddy consent to act as Whole-time Director and intimation in Form DIR-8 in terms of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013.

The Company seeks approval of the members by way of Ordinary Resolution in terms of Section 196, 197 and Schedule V of the Companies Act, 2013 and the rules made thereunder for the re-appointment of Mr. G V B R Reddy as Whole-time Director of the Company liable to retire by rotation.

None of the Directors and Key Managerial Personnel except Mr. G Raghava Reddy, Chairman & Managing Director and their relatives are concerned or interested in the above resolution.

ITEM NO: 4

Mr. Ranganayakulu Annavaram (DIN 03436445) was appointed as Independent Director of the Company for a period of 5 years from 30th September 2015 to 29th September, 2020 at the 24th Annual General Meeting held on 30th September 2015.

Mr. Ranganayakulu Annavaram's term as an Independent Director of the Company ended on 29.09.2020. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Ranganayakulu Annavaram being eligible and offering himself for re-appointment as an Independent Director for five consecutive years for a term up to 29th September 2025. The Company has received a notice from a member under Section 160 of the Companies Act 2013 for appointment of Mr. Ranganayakulu Annavaram (DIN 03436445) for the office of Director in Independent category.

In the opinion of the Board, Mr. Ranganayakulu Annavaram fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ranganayakulu Annavaram as an Independent Director.