



Shilpi Cable Technologies Ltd.

CIN : L64201DL2006PLC150753

Reg. Off.: A-19/B-1 Extension, Mohan Co-op. Industrial Estate,
Mathura Road, P.O. Badarpur, New Delhi-110044, India

Tel.: +91-11-43117900 Fax: +91-11-43117902

Email: info@shilpicabletech.com Website: www.shilpicables.com

Notice to the 9th Annual General Meeting

Notice is hereby given that the ninth Annual General Meeting of the Members of Shilpi Cable Technologies Limited will be held on Wednesday, 30th September, 2015 at 11.30 A.M. at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, A. P. S. Colony, Delhi Cantt.-110010, India to transact the following business:

ORDINARY BUSINESS.

Item no.1: Adoption of Financial Statements

To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2015, including the audited balance sheet as at 31st March 2015, the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Auditors and Directors thereon.

Item no. 2: Declaration of Dividend

To declare final dividend of Re. 1.00 per equity share.

Item no. 3: Appointment of Director

To appoint a Director in place of Mr. Manish Goel (DIN 00163105), who retires by rotation and, being eligible, offers himself for re-appointment.

Item no. 4: Appointment of Auditors

To ratify the appointment of the Statutory Auditors of the Company and to authorize the Board to fix their remuneration and to pass the following resolution thereof, as an Ordinary Resolution.

"Resolved that, pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the audit committee of the Board, and pursuant to the resolution passed by the members at the AGM held on 01st September, 2014, the appointment of M/s. RMA & Associates Chartered Accountants, New Delhi, having Firm Registration No. 000978N, as the Auditors of the company to hold office till the conclusion of the Annual General Meeting (AGM) to be held in the calendar year 2019 be and is hereby ratified at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors for the financial year 2015-16."

SPECIAL BUSINESS

Item no. 5: Appointment of Mr. Hans Das Maheshwari (DIN 00086076) as a Director

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 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Hans Das Maheshwari (DIN 00086076) who was appointed as an additional Director (nominee director) of the Company by the Board of Directors, and in respect of whom the Company has received a notice in writing from him along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

Item no. 6: Appointment of Mr. Vikas Gupta (DIN 07144862) as Director

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 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Vikas Gupta (DIN 07144862) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31.03.2015 and who holds office till the date of the Annual General Meeting (‘AGM’), in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to 30th March, 2020 (not liable to retire by rotation)”

Item no. 7: Appointment of Ms. Malika Gupta (DIN 07143856) as Director

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 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Ms. Malika Gupta (DIN 07143856) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31.03.2015 and who holds office till the date of the Annual General Meeting (‘AGM’), in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to 30th March, 2020 (not liable to retire by rotation)”

Item no. 8: Appointment of Mrs. Chitra Sarkar (DIN 07192871) as Director

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 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mrs. Chitra Sarkar (DIN 07192871) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29th May, 2015 and who holds office till the date of the Annual General Meeting (‘AGM’), in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to 28th May, 2020 (not liable to retire by rotation)”

Item no. 9: Ratification of Remuneration to the Cost Auditors for the financial year 2014-15

To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Section 148 and 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(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) plus applicable Service Tax and out-of-pocket expenses payable to M/s. MM & Associates, Cost Accountants, (Firm Registration No. 000454), who have been appointed as the Cost Auditors of the Company by the Board of Directors, to conduct of the audit of the cost records of the Company for the financial year 2014-15.

Item no. 10: Ratification of Remuneration to the Cost Auditors for the financial year 2015-16

To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Section 148 and 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(s) thereof, for

the time being in force), the Company hereby ratifies the remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) plus applicable Service Tax and out-of-pocket expenses payable to M/s. MM & Associates, Cost Accountants, (Firm Registration No. 000454), who have been appointed as the Cost Auditors of the Company by the Board of Directors, to conduct of the audit of the cost records of the Company for the financial year 2015-16.

Item no. 11: Increase in Authorized Share Capital

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

“Resolved that pursuant to section 13 and 61 of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), and provisions of Articles of Association of the Company and other applicable provisions, the existing Authorized Share Capital of the Company be and is hereby increased from Rs.105,00,00,000/- (Rupees one hundred and five crore only) to Rs. 125,00,00,000/- (Rupees one hundred twenty five crore only) by creation of another 2,00,00,000 (two crore) equity shares of Rs. 10/- each aggregating Rs. 20,00,00,000 (Rupees twenty crore only).

Resolved Further That the Clause V of the Memorandum of Association of the Company be substituted with the following New Clause:

- V. The Authorized Share Capital of the Company is Rs. 125,00,00,000/- (Rupees one hundred twenty five crore) divided into 12,50,00,000 (Rupees twelve crore fifty lacs) Equity Shares of Rs. 10/- (Rupees Ten) only each.

Resolved further that the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution including to agree to such amendments and modifications in the aforesaid article as may be required by any competent authority or as may otherwise be deemed fit by the Board.”

Item no. 12: Issue of convertible warrants on preferential basis.

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

“Resolved That pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and such other applicable provisions, if any, and subject to the provisions of the Memorandum & Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, where the shares of the Company are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, as amended and other applicable regulations and guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), Government of India (“GOI”), or any other relevant authority and clarifications thereon issued from time to time, if any, and subject to all such statutory, regulatory and government approvals, permissions or sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them, while granting such approvals, permissions or sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall be deemed to include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) the consent, authority and approval of the members of the Company be and is hereby given to the Board to create, issue and allot, upto 1,50,00,000 (One Crore Fifty lakhs) warrants (hereinafter referred to as “Convertible Warrant”), on preferential basis to M/s. Shilpi Cables Private Limited, a person belonging to the promoter category (hereinafter referred to as “the Proposed Allottee”), at an exercise price of Rs. 60/- per underlying equity share of the face value of Rs. 10 each or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2009 or other applicable provisions.

Resolved Further That the Convertible Warrants be issued and allotted by the Board, as per the terms and conditions, which, inter alia, include the following:

- a. The warrant holder shall be entitled to convert the Convertible Warrants, at the option of the warrant holder, into equal number of Equity Shares of a face value of Rs. 10/- each of the Company (hereinafter referred to as “Resultant Equity Share”), in one or more tranches, within a period of eighteen months from the date of allotment of Convertible Warrants. However, during the entire tenure of eighteen months of the Convertible Warrants, the Proposed Allottee shall be entitled to convert in one financial year, only upto such number of Convertible Warrants into Resultant Equity Shares, which does not exceed the creeping acquisition limit of the promoter group of the Company, as provided under regulation 3(2) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (i.e., the difference between the pre warrant conversion and post warrant conversion percentage shareholding & voting right of the promoter group should not exceed five percent in one financial year).

- b. Entitlement of the Convertible Warrant to the extent not exercised by the warrant holder shall be lapsed and up-front amount paid on such warrants shall be forfeited.
- c. The Equity Shares allotted pursuant to conversion of the Warrants shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including as to dividend with the existing equity shares of the Company except that new equity shares will be subject to lock-in requirement in terms of the provisions of the SEBI (ICDR) Regulations, 2009.
- d. In accordance with the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, the Relevant Date for the purpose of pricing of issue of Convertible Warrants and Resultant Equity Shares on conversion of the Warrants is 31st August, 2015, being the 30th day prior to the date on general meeting for approval of the present preferential issue.

Resolved Further That the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon exercise of option by Warrant holder(s), as may be necessary in accordance with the terms of the offer.

Resolved Further That for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid Warrants and listing of the Equity Shares on conversion with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Warrants, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved Further That the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors, any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution."

Item no. 13: Increase in remuneration of Mr Manish Goel, Managing Director.

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

"Resolved That pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, consent of the members be and is hereby accorded for increase in the remuneration of Mr. Manish Goel as the Managing Director of the Company upto a sum of Rs. 20,00,000/- (Rupees twenty lacs only) per month, whether paid as salary, allowance(s), perquisites or a combination thereof, with effect from 01.10.2015 for a period of three years or till the date of his remaining tenure as Managing Director, whichever is earlier.

Resolved Further That payment towards the following perquisites will not be included in the aforesaid limit of remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c. Encashment of leave at the end of tenure

Resolved Further That in case of inadequacy of profit in any financial year, the remuneration payable to the Managing Director shall be limited to the extent, as provided under of Part-II of Schedule V of the Companies Act, 2013.

Resolved Further That the Nomination and Remuneration Committee of the Board of Directors of the Company be and is hereby authorized to fix and vary the remuneration from time to time within the aforesaid limit to the extent it may deem appropriate.

Resolved Further that the Board of Directors of the Company (including Nomination and Remuneration Committee) be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution."

Item no. 14: Increase the remuneration of Mr. Ghanshyam Pandey, Whole Time Director.

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

"Resolved That pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, consent of the members be and is hereby accorded for increase in the remuneration of Mr. Ghanshyam Pandey, the Whole Time Director of the Company upto a sum of Rs.10,00,000/- (Rupees ten lacs only) per month, whether paid as salary, allowance(s), perquisites or a combination thereof, with effect from 01.10.2015 for period of three years or till the date of his remaining tenure, whichever is earlier.

Resolved Further That payment towards the following perquisites will not be included in the aforesaid limit of remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c. Encashment of leave at the end of tenure

Resolved Further That in case of inadequacy of profit in any financial year, the remuneration payable to the Whole Time Director shall be limited to the extent, as provided under of Part-II of Schedule V of the Companies Act, 2013.

Resolved Further That the Nomination and Remuneration Committee of the Board of Directors of the Company be and is hereby authorized to fix and vary the remuneration from time to time within the aforesaid limit to the extent it may deem appropriate.

Resolved further that the Board of Directors of the Company (including Nomination and Remuneration Committee) be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution."

By order of the Board of Directors
For **Shilpi Cable Technologies Ltd.**

Sd/-

Sneha Modi

Company Secretary

Membership No.: A34158

Date: 14.08.2015

Place: New Delhi

Notes:

- A.** The Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at Annual General Meeting is annexed hereto.
- B.** **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/ HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.**
- C.** Proxies submitted on behalf of limited companies, societies, trusts, etc., must be supported by appropriate resolutions/ authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- D.** Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
- E.** The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of person seeking appointment/ re-appointment as Director, as per the notice, is annexed hereto.

- F.** Members/Proxies attending the meeting are requested to bring their copy of Annual Report to the Meeting.
- G.** Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
- H.** The Register of Members and Share Transfer Books of the Company will remain closed on Monday, 28th September 2015 to Wednesday, 30th September 2015, for the purpose of the AGM and dividend.
- I.** Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on day, 28th September, 2015.
- J.** Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
- K.** All the documents, transfers, dematerialization requests and other communications in relation thereto should be addressed direct to the Company's Registrar and Transfer Agent, M/s Beetal Financial & Computer Services Pvt Ltd at the address mentioned below:

M/s Beetal Financial & Computer Services Pvt Ltd
Beetal House, 3rd Floor, 99 Madangir
Behind Local Shopping centre Near Dada Harsukhdas Mandir,
New Delhi-110 062; Phone No. 011-29961284.
- L.** Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Ms. Sneha Modi, Company Secretary and Compliance Officer, at the Company's registered office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund.
- M.** Kindly note that as per SEBI Circular CIR/MRD/ DP/10/2013 dated March 21, 2013 it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/RTA/ Depository Participant, as the case may be.
- N.** The Shareholders who have not registered their e-mail address(es), so far, are requested to register their e-mail address(es), in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update the same with Registrar and Transfer Agent by writing to M/s Beetal Financial & Computer Services Pvt Ltd, Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062.
- O.** The Notice of the 9th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
- P.** The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company/ the Register and Transfer Agent.
- Q.** Pursuant to Clause 47(f) of the Listing Agreement entered into with the Stock Exchanges, the company has created an exclusive email id for quick redressal of shareholders/investors grievances. The said email ID is investors@shilpicabletech.com
- R.** All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the AGM of the Company.
- S.** In compliance with the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement entered into with the Stock Exchange(s), the

Members are provided with the facility of voting through electronic means (remote e-voting) on all the resolutions set forth in this notice. In this regard, the Company has agreement with Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting to enable the shareholders to cast their votes electronically. E-voting is optional.

- T.** For the members who do not have access or casted their votes by remote e-voting, facility for voting through polling paper shall be provided at the AGM and members attending the meeting who have not already casted their votes by remote e-voting shall be able to cast their votes at the AGM. However, the members who have casted their votes by remote e-voting prior to the date of the AGM may also attend the meeting but shall not be entitled to cast their vote again.
- U.** The shareholders can opt for only one mode of voting i.e remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through polling paper will not be considered.
- V.** The voting rights of the shareholders shall be in proportion to their shares of paid up equity share capital of the Company as on the cut-off date i.e. 23rd September, 2015
- W.** Mr. Praveen Kumar Bharti, LL.B, ACS, of M/s Rajeev Goel & Associates, Advocates & Corporate Consultants, 785, Pocket-E, Mayur Vihar Phase - 2, Delhi 110 091, has been appointed as the Scrutinizer to scrutinize the remote e-voting process in fair and transparent manner.
- X.** The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting, and thereafter unblock the vote cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and will make, not later than 3 days of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company, who shall countersign the same and the Chairman, or in his absence the Company Secretary- Ms. Sneha Modi, shall declare the result forthwith.
- Y.** The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.shilpicables.com and on the website of CDSL immediately after the result is declared and shall simultaneously be forwarded to the Stock Exchanges where the Company's shares are listed.
- Z.** Voting through Electronic means:
 - (i) The voting period begins on Saturday, 26th September, 2015 at 10.00 am and ends on Tuesday, 29th September, 2015 at 5.00 pm During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com 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 | | <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 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. |
| Dividend Bank Details OR Date of Birth (DOB) | | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (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 Shilpi Cable Technologies Ltd on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take 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 changed 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 Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23rd September, 2015 may follow the same instructions as mentioned above for e-Voting.

- (ii) 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
- AA.** Inspection of Documents: Documents referred to in the Notice etc., are open for inspection at the registered office of the Company at all working days except Saturdays between 11 A.M. and 2 P.M. up to the date of Annual General Meeting.
- BB.** The Annual Accounts of the company and its subsidiaries shall be available for inspection during business hours at our registered office and the same are also available at the website of the company.
- CC.** The information required to be provided under the Listing Agreement regarding the Directors proposed to be appointed/reappointed is given in the Corporate Governance Report.

Explanatory statement pursuant to section 102 of the Companies Act, 2013 annexed to the notice

Item no. 5

The Board of your Company had pursuant to the provisions of Section 161(3) of the Companies Act, 2013, and a letter dated 31st January, 2015 received from IDBI Bank, had appointed Mr. Hans Das Maheshwari as a nominee director of the Company in place of Mr. Narendra Kumar Singh, with effect from 31st January, 2015.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

A brief profile of the Mr. Maheshwari to be appointed is given below:

Mr. Hans Das Maheshwari (Nominee Director (IDBI Bank Ltd.)

Mr. Hans Das Maheshwari is appointed on the Board of Directors of the Company as a nominee of our Banker, IDBI Bank Ltd in place of Mr. Narendra Kumar Singh w.e.f. 31st January, 2015. He holds Bachelors in Science and Master's in Business Administration. He has more than 31 years of professional experience encompassing various areas of banking Project Finance, Agri & SME Finance, Rehabilitation of sick units incl. BIFR cases & Recovery, Audit and is currently heading the CTS Northern Clearing Grid.

Other details of Mr. Maheshwari whose appointment is proposed at Item Nos. 5 of the accompanying Notice, have been given in the annexure attached.

The Board recommends the aforesaid resolution for the approval of the members.

None of the directors, key managerial personnel or their relatives, except Mr. Hans Das Maheshwari, to whom the resolution relates, is interested or concerned in the resolution.

Item no. 6, 7 & 8

The Company has, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr Vikas Gupta, Ms Malika Gupta and Mrs. Chitra Sarkar, as Independent Directors, in compliance with the requirements of the said clause.

The Nomination and Remuneration Committee of the Board of Directors has recommended the appointment of Mr. Vikas Gupta, Ms. Malika Gupta and Mrs. Chitra Sarkar as Independent Directors for a period of five years.

Mr. Vikas Gupta, Ms. Malika Gupta and Mrs. Chitra Sarkar have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

A brief profile of the Independent Directors to be appointed is given below:

Mr. Vikas Gupta (Non-Executive Independent Director)

Mr. Vikas Gupta is an independent director of the Company. He is an associate member of the Institute of Chartered Accountants of India and also a post graduate in commerce. He has rich experience in Corporate Financing, Accounting, Taxation and compliance related matters.

Ms. Malika Gupta (Non-Executive Independent Director)

Ms. Malika Gupta is an Independent Director of the Company. She is a graduate in Business Administration from Amity University, Noida. She also holds Post Graduate Diploma in Public Relations and Event Management.

Mrs. Chitra Sarkar (Non-Executive Independent Director)

Mrs. Chitra Sarkar, is an Independent director of the Company. She is a post graduate in Marketing in Business Management (M.M.S.) from Mumbai University. She joined Air India in 1976, and rose to the rank of Executive Director (ED). As an ED, she headed several departments including Inflight Services, Traffic Services and lastly head of Americas and Europe for the Airline, where in addition to responsibility for meeting business targets for the regions, she was in-charge of administration of all departments of Air India operating there. She had also served in various overseas offices in Hong Kong, Singapore, Los Angeles, Chicago and New York. She also has extensive experience in the Airline industry in India where she served as Chairman of the Agency Investigation Panel of IATA, and also as the Chairman of the Airline Bank Settlement Plan.

Presently, she is a volunteer with two charity organizations, i.e. All India Women's Conference, and United Nations Women's Association, New Delhi

The Board considers that continued association of Mr Vikas Gupta, Ms Malika Gupta and Mrs Chitra Sarkar would be of immense benefit to the Company.

Other details of the Independent Directors whose appointment is proposed at Item Nos. 6,7 & 8 of the accompanying Notice, have been given in the annexure attached.

The Board recommends the resolutions set forth in Item no. 6,7,& 8 for the approval of the members.

None of the directors, key managerial personnel or their relatives, except Mr. Vikas Gupta, Ms. Malika Gupta and Mrs. Chitra Sarkar, to whom the resolution relates, are interested or concerned in the resolution.

Item no. 9 & 10

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of Company. On the recommendations of the Audit Committee the Board of Directors at its meeting held on 20th September, 2014 had approved the appointment of M/s. MM & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2014-15 at a remuneration of Rs. 60,000/-, exclusive of reimbursement of service tax and all out of pocket expenses incurred, if any, in connection with the cost audit. The appointment and the remuneration of the cost auditor is required to be ratified subsequently in accordance to the provisions of the Companies Act, 2013 at the ensuing Annual General Meeting.

Further, the Board of Directors at its meeting held on 14th August, 2015 has also approved the appointment of M/s. MM & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2015-16 at a remuneration of Rs. 60,000/- , exclusive of reimbursement of service tax and all out of pocket expenses incurred, if any, in connection with the cost audit. The appointment and the remuneration of the cost auditor is required to be ratified in the ensuing Annual General Meeting.

Accordingly, the Directors recommend the Ordinary Resolutions to the Members for their approval. None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution.