



Shilpi Cable Technologies Ltd.

CIN : L64201DL2006PLC150753

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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 OF ANNUAL GENERAL MEETING

Notice is hereby given that the Eleventh Annual General Meeting of the Members of **Shilpi Cable Technologies Limited** will be held on Thursday, the 30th day of November, 2017 at 10.30 a.m. at Mapple Emerald, Rajokri, National Highway-8, New Delhi, 110038, India to transact the following business:-

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements and Audited Consolidated Financial Statements for the Financial Year ended 31st March, 2017 together with the Reports of the Board of Directors' and Auditors' thereon.

2. Appointment of Director

To appoint a Director in place of Mr. Mukesh Kumar Gupta (DIN 00163044), who retires by rotation, and being eligible, offers himself for re-appointment.

3. Ratification of 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 as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), pursuant to the recommendations of the audit committee of the Board, and pursuant to the resolution passed by the members at the Annual General Meeting held on 01st September, 2014, the appointment of M/s. RMA & Associates, Chartered Accountants, (Firm Registration No. 000978N) as the Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2019 be and is hereby ratified for the financial year 2017-18 at such remuneration as may be mutually agreed to, between the Board of Directors and the Auditors.”

SPECIAL BUSINESS:

4. Appointment of Mrs. Nalini Malhotra as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Nalini Malhotra (DIN: 02015870), who has been appointed as an Additional Director (Independent) by the Board of Directors with effect from 30th June, 2017, in terms of Section 161 of the Act and Article 82 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years, with effect from 30th June, 2017, not liable to retire by rotation.”

5. Remuneration of Cost Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) plus applicable taxes and out-of-pocket expenses payable to M/s. MM & Associates, Cost Accountants, (Firm Registration No. 000454), appointed as the Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution.”

6. Waiver of Recovery of Excess Managerial Remuneration paid to Mr. Manish Goel, Managing Director for the period 01st April, 2016 to 31st March 2017

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of the Central Government as may be required, approval of the members of the Company be and is hereby accorded to ratify and confirm the waiver of the recovery of the excess remuneration amounting to Rs. 2,39,78,400/- paid to Mr. Manish Goel (DIN: 00163105), Managing Director of the Company for the financial year 2016-17, which is in excess of the limits prescribed under Schedule V of the Act in view of loss for the financial year 2016-17 and within the limits as approved by the Members of the Company at their 10th Annual General Meeting held on 30th September 2016 and to the payment of the above mentioned sum of excess remuneration of Rs. 2,39,78,400/- made to him.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company be and is hereby severally authorized to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution.”

7. Waiver of Recovery of Excess Managerial Remuneration paid to Mr. Ghanshyam Pandey, Whole-Time-Director for the period 01st April, 2016 to 31st March 2017

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of the Central Government as may be required, approval of the members of the Company be and is hereby accorded to ratify and confirm the waiver of the recovery of the excess remuneration amounting to Rs.38,75,000/- paid to Mr. Ghanshyam Pandey (DIN: 00163072), Whole-Time-Director of the Company for the financial year 2016-17, which is in excess of the limits prescribed under Schedule V of the Act in view of loss for the financial year 2016-17 and within the limits as approved by the Members of the Company at their 10th Annual General Meeting held on 30th September 2016 and to the payment of the above mentioned sum of excess remuneration of Rs. 38,75,000/- made to him.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company be and is hereby severally authorized to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution.”

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

Sd/-
Gurvinder Singh
Company Secretary
Membership No.:A40102

Date: 05.11.2017
Place: New Delhi

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER SHAREHOLDER.

2. Corporate Members intending to send their authorized representatives to attend and vote at the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of their Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
3. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business as set out at Item Nos. 4 to 7 of the AGM Notice, to be transacted at the Meeting is annexed hereto.
5. Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, with respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, is annexed to this notice.
6. Members/Proxies attending the meeting are requested to bring their copy of Annual Report, attendance slip(s) to the Meeting.
7. 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.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 24th November 2017 to Thursday, 30th September 2017, (both days inclusive) for the purpose of the AGM.
9. 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.
10. Members holding shares in electronic form are requested to intimate any change in their address, E-mail Id and signature to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to intimate such changes to the Registrar and Share Transfer Agents of the Company.
11. 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.
12. The Ministry of Corporate Affairs, vide its circular No. 17/2012 dated July 23, 2012 have directed the companies to upload information regarding unpaid and unclaimed dividend on the company's website. In terms of the circular, the Company has uploaded the details of unpaid and unclaimed dividend and the same can be viewed on www.shilpicables.com.
13. 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.
14. The Notice of the 11th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by communication(s) as permitted under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards on General Meetings to all members as per their registered addresses/ emails with the Company/ Depository Participant(s).
15. 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.
16. The Company has created an exclusive email id for quick redressal of shareholders/investors grievances. Shareholders can register their complaints, if any, on an exclusive designated e-mail id ***investors@shilpicabletech.com***
17. 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 and Sundays, up to and including the date of the AGM of the Company.
18. The route map showing directions to reach the venue of the eleventh AGM is annexed.
19. E-Voting
 - (i) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules,

2015 and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on the resolutions proposed to be considered at the 11th Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting services arranged by National Securities Depository Limited (“NSDL”). The Members may cast their votes using an electronic voting system from a place other than the venue of the AGM (“remote E-voting”).

- (ii) The facility for voting through electronic voting system or polling paper shall be made available at the AGM and the Members attending the AGM who have not casted their vote by remote E-voting shall be able to exercise their right at the AGM. The members who have already cast their vote by remote E-voting prior to the meeting may also attend the Meeting, but shall not be entitled to cast their vote again.
- (iii) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. 23rd November, 2017, shall be entitled to avail the facility of remote E-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- (iv) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 23rd November, 2017, shall be entitled to exercise his/her vote either electronically i.e. remote E-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
- (v) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (vi) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd November, 2017.
- (vii) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd November, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- (viii) The shareholder can opt for only one mode of voting i.e. remote E-voting or voting at AGM venue. In case of voting by both the modes, votes casted through remote E-voting would be considered final and voting at the AGM venue shall not be considered.
- (ix) Mr. Ishan Mahajan, Practicing Company Secretary, 189, Shahpur Jat, New Delhi, has been appointed as the Scrutinizer to scrutinize the voting at the Annual General Meeting and the remote E-voting process in fair and transparent manner.
- (x) At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those Members who are present but have not cast their vote electronically using the remote E-voting facility.
- (xi) The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote E-voting in the presence of at least two witnesses, not in employment of the Company, and make, not later than three days of the conclusion of the AGM, prepare a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xii) 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 NSDL www.evoting.nsdl.com immediately after the result declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be available for inspection at the Registered Office of the Company.

The process and manner for remote E-voting are as under:

A. In case a Member receives an E-mail from NSDL (for Members whose E-mail addresses are registered with the Company/Depository Participants):

- a) Open the attached PDF file “Shilpi remote E-Voting.pdf” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for remote E-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for remote E-voting.
- b) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
- c) Click on “Shareholder - Login”.
- d) Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for remote E-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com

- e) Password Change Menu will appear. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. It is strongly recommended not to share your password with any person and take utmost care of the same.
- f) Home page of remote “E-Voting” will open. Click on remote E-voting: Active Voting Cycles.
- g) Select “EVEN” of Shilpi Cable Technologies Limited. Members can cast their vote online from November 27, 2017 at 9:00 am till November 29, 2017 at 5:00 pm. remote E-voting shall not be allowed beyond said time.
- h) Now you are ready for “remote E-voting” as “Cast Vote” page opens.
- i) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
- j) Upon confirmation, the message “Vote cast successfully” will be displayed.
- k) Once you have voted on the resolution, you will not be allowed to modify your vote.
- l) Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/ JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through E-mail csishanmahajan@outlook.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM [for members whose E-mail IDs are not registered with the Company/Depository Participants(s) or members requesting physical copy]

- i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM.

EVEN (Electronic Voting Event Number)	User ID	Password/PIN

- ii. Please follow all steps from Sr. No. (b) to (l) mentioned above in A, to cast your vote.

C. Other Instructions

- (i) In case of any queries, please refer to the Frequently Asked Questions (FAQs) for Members and the remote E-voting user manual for Members available at the Downloads section of <http://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990.
- (ii) You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- (iii) However, if you are already registered with NSDL for remote E-voting, then you can use your existing User ID and Password for casting your vote. If you have forgotten your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

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

Sd/-
Gurvinder Singh
Company Secretary
Membership No.:A40102

Date: 05.11.2017
Place: New Delhi

ANNEXURE TO THE NOTICE

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

Pursuant to 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 Nos. 4 to 7 of the accompanying Notice dated 04th November 2017.

Item no.4

The Board of Directors appointed Mrs. Nalini Malhotra as an Additional Director (Independent) with effect from 30th June, 2017 to hold office for a period of five consecutive years with effect from 30th June, 2017 not liable to retire by rotation, subject to consent by the members of the Company at the ensuing Annual General Meeting (‘AGM’).

As an Additional Director, Mrs. Malhotra holds office till the date of AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 ("the Act") together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mrs. Malhotra as a Director of the Company.

Mrs. Malhotra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has also given her consent to act as a Director of the Company. The Company has also received a declaration from Mrs. Malhotra confirming that she meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mrs. Malhotra fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management. Considering her vast experience, her presence on the Board will be of immense value to the Company.

Mrs. Malhotra holds a Master's degree in Arts with a specialization in psychology. Mrs. Malhotra has rich and varied experience of more than 30 years in the field of Marketing.

A copy of the draft letter of appointment for Independent Directors setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the Registered Office of the Company on all working days between 10:00 am to 1:00 pm and is also available on the website of the Company www.shilpicables.com.

Mrs. Malhotra is not related to any Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Mrs. Nalini Malhotra and her relatives, are concerned or interested in the above resolution.

The Board commends the ordinary resolution as set out in Item No. 4 of this Notice for your approval.

Item no. 5

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act") read with the Companies (Cost Records and Audit) Rules, 2014 (the Rules), the Company is required to have the audit of its cost records conducted by a cost accountant in practice.

The Board of Directors of your Company has, on the recommendations of the Audit Committee, approved the appointment of M/s. MM & Associates, Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2018 at a remuneration of Rs. 60,000/- plus applicable taxes and reimbursement of travel and out of pocket expenses.

M/s. MM & Associates, Cost Accountants have the necessary experience in the field of cost audit and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

As per the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the Members is sought for passing the resolution as set out in Item no. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the resolution.

The Board commends the ordinary resolution as set out in Item no. 5 of this Notice for your approval.

Item no. 6

The Members of the Company at their Annual General Meeting held on 30th September, 2016 had by way of a special resolution approved the Increase in remuneration of Mr. Manish Goel (DIN: 00163105) as Managing Director of the Company for a period of three years or till the date of his remaining tenure as Managing Director, whichever is earlier, with effect from 01st October, 2016 on the terms and conditions including payment of remuneration as mentioned therein. At that time, the Company had adequate profits and the remuneration was well within the limits prescribed under the Companies Act, 2013.

The Management has taken a pragmatic view about realizability of old debtors and non-realizable book debts have been written-off and suitable provision is made for doubtful debts. Shortage of Stocks identified during the course of physical verification has also been suitably accounted for in the financial year ended 31st March, 2017. Having taken the above into account the Company has ended-up with losses in the financial year under the review.

Owing to the above factors, the financial performance of the Company in the financial year ended 31st March, 2017 did not meet expectations and it is possible that the Company will also have inadequate profits in the financial year 2017-18.

Under Section 197 of the Companies Act, 2013, if in any financial year a company has no profits or its profits are inadequate, payment of remuneration to its directors including any managing or whole time director (exclusive of sitting fees payable to directors) may be made only in accordance with the provisions of Schedule V.

Section II of Schedule V to the Companies Act, 2013 provides that where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, it may without Central Government approval, pay remuneration to the managerial person not exceeding the limits set out below:

(1)	(2)
Where the effective capital is	Limit of yearly remuneration payable shall not exceed (Rupees)
(i) Negative or less than 5 crores	60 lakhs
(ii) 5 crores and above but less than 100 crores	84 lakhs
(iii) 100 crores and above but less than 250 crores	120 lakhs
(iv) 250 crores and above	120 lakhs plus 0.01% of the effective capital in excess of Rs. 250 crores

Provided that the above limits shall be doubled if the resolution passed by the shareholders is a special resolution.

For remuneration to be paid at double the amount of the limit set out in Schedule V, approval of the shareholders of the Company by way of a special resolution at a general meeting of the Company is required for payment of such remuneration for a period not exceeding three years.

Third proviso to Section II of Schedule V of the Companies Act, 2013, provides that limits specified above shall apply if the Company has not committed any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial person and in case of default, the Company obtains prior approval from secured creditors for the purposed remuneration and the fact of such prior approval having been obtained is mentioned in the explanatory statement to the notice conveying the general meeting.

On account of loss and above mentioned condition, the remuneration paid to Mr. Manish Goel, in accordance with the terms of his appointment, was in excess of the limits prescribed under Section 197 of the Act read with Schedule V of the Act. The details of such payments are given below:

Name	Remuneration*		
	Paid (in Rs.)	Maximum Permissible limit (in Rs.)	Excess Paid (in Rs.)
Mr. Manish Goel	2,39,78,400	Nil	2,39,78,400

* On paid / accrual basis, as per Financial Statements.

Although the remuneration paid to Mr. Manish Goel for the financial year ended 31st March, 2017 was within the limits sanctioned by the members at its general meeting held on 30th September, 2016.

The resolution at item 6 for waiver of recovery of the excess remuneration and for approval of payment of such excess remuneration is being placed before the shareholders.

The management of the Company believes that the remuneration as previously approved by the members of the Company paid to Mr. Manish Goel was justified in terms of his key role within the Company.

The Nomination and Remuneration Committee and the Board have at their respective meeting(s) held on 04th November, 2017 subject to the approval of the members of the Company, accorded their approvals for waiver of the recovery of excess managerial remuneration paid by the Company to Mr. Manish Goel and, in the interest of the Company have recommended the aforesaid resolution as set out in this Notice for approval of the Members.

Accordingly, it is proposed that consent of the members of the Company by way of a special resolution be obtained for the waiver of recovery of excess remuneration paid to Mr. Manish Goel.

Except Mr. Manish Goel, himself and Mr. Mukesh Kumar Gupta, Chairman-cum-Director of the Company (Father of Mr. Manish Goel), none of the Directors, Key Managerial Personnel of the Company / their relatives is in any way concerned or interested, in the special resolution set out at No. 6 of the Notice.

The Board recommends the special resolution set out at Item No. 6 of the Notice for approval by the members.

The information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure to the Notice.

Item no. 7

The Members of the Company at their Annual General Meeting held on 30th September, 2016 had by way of a special resolution approved the re-appointment of Mr. Ghanshyam Pandey (DIN: 00163072) as Whole-Time-Director of the Company for a period

of five years with effect from 01st September, 2016 on the terms and conditions including payment of remuneration as mentioned therein. At that time, the Company had adequate profits and the remuneration was well within the limits prescribed under the Companies Act, 2013.

The Management has taken a pragmatic view about realizability of old debtors and non-realizable book debts have been written-off and suitable provision is made for doubtful debts. Shortage of Stocks identified during the course of physical verification has also been suitably accounted for in the financial year ended 31st March, 2017. Having taken the above into account the Company has ended-up with losses in the financial year under the review.

Owing to the above factors, the financial performance of the Company in the financial year ended 31st March 2017 did not meet expectations and it is possible that the Company will also have inadequate profits in the financial year 2017-18.

Under Section 197 of the Companies Act, 2013, if in any financial year a company has no profits or its profits are inadequate, payment of remuneration to its directors including any managing or whole time director (exclusive of sitting fees payable to directors) may be made only in accordance with the provisions of Schedule V.

Section II of Schedule V to the Companies Act, 2013 provides that where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, it may without Central Government approval, pay remuneration to the managerial person not exceeding the limits set out below:

(1)	(2)
Where the effective capital is	Limit of yearly remuneration payable shall not exceed (Rupees)
(i) Negative or less than 5 crores	60 lakhs
(ii) 5 crores and above but less than 100 crores	84 lakhs
(iii) 100 crores and above but less than 250 crores	120 lakhs
(iv) 250 crores and above	120 lakhs plus 0.01% of the effective capital in excess of Rs. 250 crores

Provided that the above limits shall be doubled if the resolution passed by the shareholders is a special resolution.

For remuneration to be paid at double the amount of the limit set out in Schedule V, approval of the shareholders of the Company by way of a special resolution at a general meeting of the Company is required for payment of such remuneration for a period not exceeding three years.

Third proviso to Section II of Schedule V of the Companies Act, 2013, provides that limits specified above shall apply if the Company has not committed any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial person and in case of default, the Company obtains prior approval from secured creditors for the purposed remuneration and the fact of such prior approval having been obtained is mentioned in the explanatory statement to the notice conveying the general meeting.

On account of loss and above mentioned condition, the remuneration paid to Mr. Ghanshyam Pandey, in accordance with the terms of his appointment, was in excess of the limits prescribed under Section 197 of the Act read with Schedule V of the Act. The details of such payments are given below:

Name	Remuneration*		
	Paid (in Rs.)	Maximum Permissible limit (in Rs.)	Excess Paid (in Rs.)
Mr. Ghanshyam Pandey	38,75,000	Nil	38,75,000

* On paid / accrual basis, as per Financial Statements.

Although the remuneration paid to Mr. Ghanshyam Pandey for the financial year ended 31st March, 2017 was within the limits sanctioned by the members at its general meeting held on 30th September, 2016.

The resolution at item 7 for waiver of recovery of the excess remuneration and for approval of payment of such excess remuneration is being placed before the shareholders.

The management of the Company believes that the remuneration as previously approved by the members of the Company paid to Mr. Ghanshyam Pandey was justified in terms of his key role within the Company.

The Nomination and Remuneration Committee and the Board have at their respective meeting(s) held on 04th November, 2017 subject to the approval of the members of the Company, accorded their approvals for waiver of the recovery of excess managerial remuneration paid by the Company to Mr. Ghanshyam Pandey and, in the interest of the Company have recommended the aforesaid resolution as set out in this Notice for approval of the Members.

Accordingly, it is proposed that consent of the members of the Company by way of a special resolution be obtained for the waiver of recovery of excess remuneration paid to Mr. Ghanshyam Pandey.

None of the Directors, Key Managerial Personnel of the Company / their relatives is in any way concerned or interested, in the special resolution set out at No. 7 of the Notice.

The Board recommends the special resolution set out at Item No. 7 of the Notice for approval by the members.

The information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure to the Notice.

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

Sd/-
Gurvinder Singh
Company Secretary
Membership No.:A40102

Date: 05.11.2017
Place: New Delhi

ANNEXURE TO ITEM NO. 2 & 4 OF THE NOTICE

Profile of Directors seeking appointment/re-appointment at the 11th Annual General Meeting pursuant to Secretarial Standards on General Meeting (SS-II) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Particulars	Information	
Name of the Director	Mrs. Nalini Malhotra	Mr. Mukesh Kumar Gupta
Director Identification Number (DIN)	02015870	00163044
Age	65 years	63 years
Date of appointment on the Board	30 th June, 2017	08 th November, 2006
Date of Birth	16 th June, 1952	23 rd August, 1954
Designation	Independent Director	Chairman-cum-Executive Director
Qualifications	Master's degree in Arts with a specialization in psychology	Graduate
Expertise in specific functional area	Marketing	Industrialist
Experience	More than 30 years	More than 34 years
Terms and conditions of re appointment	As per the policy on Nomination and Remuneration and Board diversity (annexed to Board's report)	As per the policy on Nomination and Remuneration and Board diversity (annexed to Board's report)
Remuneration Last Drawn	As mentioned in Corporate Governance Report	As mentioned in Corporate Governance Report
Companies in which holds Directorship (other than our Company)	1) Mika Knitwears Private Limited	1) Fasten Cables and Accessories Private Limited 2) Shilpi Eyecom Technologies Private Limited
Companies in which holds membership/ chairmanship of committees (other than our Company)	Nil	Nil
Shareholding in the Company	Nil	16,000
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil	Father of Mr. Manish Goel, Managing Director
No. of Board meetings attended during the Financial year 2016-17	N/A*	6/6

* Mrs. Nalini Malhotra had been appointed on the board on 30th June 2017.

ANNEXURE TO ITEM NO. 6 OF THE NOTICE

I. GENERAL INFORMATION

(1) Nature of Industry	Shilpi Cable Technologies Limited is engaged in the business of manufacturing of cables and wires and other related activities.		
(2) Date or expected date of commencement of commercial production	The Company obtained Certificate of Commencement on 13 th July, 2006 and started the commercial production from January 2008		
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
(4) Financial Performance based on given indicators			
Particulars	Financial Year ended		
	31st March, 2017 (Rs. In Lacs)	31st March, 2016 (Rs. In Lacs)	31st March, 2015 (Rs. In Lacs)
Revenue from operations	200442.92	190581.13	140767.79
Other Income	1432.73	366.96	393.82
Total Revenue	201875.65	190948.09	141161.61
Total Expenses	270225.74	182249.58	135899.72
Profit/(Loss) before tax	(68394.13)	8698.51	5261.89
Tax expense	144.70	3068.15	1763.63
Profit/(Loss) after tax	(68538.83)	5630.36	3498.26
Paid-up Share Capital	11063.23	11063.23	10263.23
Reserves and Surplus (excluding revaluation reserve)	(45245.97)	25190.25	17099.00
(5) Foreign investments or collaborators, if any	The Company has made investments in its subsidiary i.e. Shilpi Worldwide DMCC, UAE and Shilpi Worldwide PTE Ltd.		

II. INFORMATION ABOUT THE APPOINTEE

(1) Background details	Mr. Manish Goel has been designated as Managing Director of the Company for a period of five years with effect from 29 th March, 2014 for 5 years. He is instrumental in the growth of our Company since incorporation.
(2) Past remuneration	Upto Rupees 30,00,000 per month as approved by members. Details of remuneration paid in last financial year are mentioned in the Board's report.
(3) Recognition or awards	N.A.
(4) Job profile and his suitability	Mr. Manish Goel, designated as Managing Director of the Company for a period of five years with effect from 29 th March, 2014. He holds Bachelor's Degree in Business Management from Rai Business University (Institute of Learning and Management). He has overall responsibility for the regular business development and marketing activities of the Company.
(5) Remuneration proposed	The remuneration paid/proposed to be paid is detailed hereinabove in the explanatory statement.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed comparable and commensurate with the size and nature of the business of the Company and the responsibility of the appointee.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Manish Goel is one of the promoters of the Company. He is the son of Mr. Mukesh Kumar Gupta, Director of the Company. Save as the mentioned above, he does not have any other material pecuniary relationship with the Company.

III. OTHER INFORMATION

(1) Reasons for loss or inadequate profits	The Management has taken a pragmatic view about realizability of old debtors and non-realizable book debts have been written-off and suitable provision is made for doubtful debts. Shortage of Stocks identified during the course of physical verification has also been suitably accounted for in the financial year ended March 31, 2017. Having taken the above into account the Company has ended-up with losses in the financial year under the review.
(2) Steps taken or proposed to be taken for improvement	Your Directors are taking their best efforts for growth of the business and improve its topline and bottom-line.
(3) Expected increase in productivity and profits in measurable terms	The Company is expected to have improved sales and profitability figures in the next financial years.

IV. DISCLOSURES

The shareholders of the Company shall be informed of the remuneration package of the Managing Director as the same shall be disclosed under corporate governance report of the Board's Report of the Company.

ANNEXURE TO ITEM NO. 7 OF THE NOTICE

I. GENERAL INFORMATION

(1) Nature of Industry	Shilpi Cable Technologies Limited is engaged in the business of manufacturing of cables and wires and other related activities.		
(2) Date or expected date of commencement of commercial production.	The Company obtained Certificate of Commencement on 13 th July, 2006 and started the commercial production from January 2008.		
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
(4) Financial Performance based on given indicators			
Particulars	Financial Year ended		
	31st March, 2017 (Rs. In Lacs)	31st March, 2016 (Rs. In Lacs)	31st March, 2015 (Rs. In Lacs)
Revenue from operations	200442.92	190581.13	140767.79
Other Income	1432.73	366.96	393.82
Total Revenue	201875.65	190948.09	141161.61
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Tax expense	144.70	3068.15	1763.63
Profit/(Loss) after tax	(68538.83)	5630.36	3498.26
Paid-up Share Capital	11063.23	11063.23	10263.23
Reserves and Surplus (excluding revaluation reserve)	(45245.97)	25190.25	17099.00
(5) Foreign investments or collaborators, if any	The Company has made investments in its subsidiary i.e. Shilpi Worldwide DMCC, UAE and Shilpi Worldwide PTE Ltd.		

II. OTHER INFORMATION

(1) Background details	Mr. Ghanshyam Pandey had been designated as Whole-Time Director of the Company for a period of five years with effect from 1 st September, 2016. He is instrumental in the growth of our Company since incorporation.
(2) Past remuneration	Upto Rupees 10,00,000 per month as approved by members.
(3) Recognition or awards	Nil

(4) Job profile and his suitability	Mr. Ghanshyam Pandey was designated as Whole-Time Director of the Company for a period of five years with effect from 1 st September, 2016 He is an experienced professional from Indian Cables Manufacturing Industry. Started his career with Voltas Ltd as a Manager in 1976. He has overall responsibility for the regular business development and marketing activities of the Company.
(5) Remuneration proposed	The remuneration paid/proposed to be paid is detailed hereinabove in the explanatory statement.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed comparable and commensurate with the size and nature of the business of the Company and the responsibility of the appointee.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Ghanshyam Pandey is the director of the Company since its incorporation. He is not related to the managerial personnel of the Company in any manner. Further, he does not have any material pecuniary relationship with the Company.

III. OTHER INFORMATION

(1) Reasons for loss or inadequate profits	The Management has taken a pragmatic view about realizability of old debtors and non-realizable book debts have been written-off and suitable provision is made for doubtful debts. Shortage of Stocks identified during the course of physical verification has also been suitably accounted for in the financial year ended March 31, 2017. Having taken the above into account the Company has ended-up with losses in the financial year under the review.
(2) Steps taken or proposed to be taken for improvement	Your Directors are taking their best efforts for growth of the business and improve its topline and bottom-line.
(3) Expected increase in productivity and profits in measurable terms.	The Company is expected to have improved sales and profitability figures in the next financial years.

IV. DISCLOSURES

The shareholders of the Company shall be informed of the remuneration package of the Whole-Time Director as the same shall be disclosed under corporate governance report of the Board's Report of the Company.



Shilpi Cable Technologies Ltd.

CIN: L64201DL2006PLC150753

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

Phone No: 011-43117900, Fax: 011-43117902

Website: www.shilpicables.com, E mail: info@shilpicabletech.com

ATTENDANCE SLIP

11th Annual General Meeting

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company and hand it over at the entrance of the meeting hall.

Name of the Member
(In Block Letters)

Address

Name of Proxy, If any
(In Block Letters)
(In case Proxy attends
the meeting in place of member)

DP ID/Client ID/Folio No.

No. of Shares held

I/We hereby record my/our presence at the 11th Annual General Meeting of the Members of the Company on Thursday, 30th November, 2017 at 10.30 A.M. at Mapple Emerald, Rajokri, National Highway-8, New Delhi-110038.

Signature of the Proxy Signature of the member



Shilpi Cable Technologies Ltd.

CIN: L64201DL2006PLC150753

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

Phone No: 011-43117900, Fax: 011-43117902

Website: www.shilpicables.com, E mail: info@shilpicabletech.com

PROXY FORM

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

Name of member(s) :
Registered address :
E Mail Id:
Folio No. / Client ID:
DP ID:

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

- 1) Name: Email
Address:
Signature: or failing him/her
- 2) Name: Email
Address:
Signature: or failing him/her
- 3) Name: Email
Address:
Signature: or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the Members of the Company being held on Thursday, 30th November, 2017 at 10.30 A.M. at Mapple Emerald, Rajokri, National Highway-8, New Delhi, Delhi-110038. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Optional*	
		For	Against
	Ordinary Business		
1.	Adoption of Financial Statements for the financial year ended 31 st March, 2017		
2.	Re-appointment of Mr.Mukesh Kumar Gupta (DIN:00163044), Director retiring by rotation.		
3.	To ratify the appointment of Statutory Auditors & fixing their remuneration		
	Special Business		
4.	Appointment of Mrs.Nalini Malhotra as Independent Director of the Company.		
5.	Ratification of Remuneration to the Cost Auditors for the financial year 2017-18.		
6.	Waiver of recovery of Excess Managerial Remuneration paid to Mr. Manish Goel, Managing Director of the Company		
7.	Waiver of recovery of Excess Managerial Remuneration paid to Mr. Ghanshyam Pandey, Whole-Time-Director of the Company		

Signed this day of 2017.

Affix Re.1/- Revenue Stamp

.....
Signature of Member

.....
Signature of Proxy Holder

- NOTE:
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at A-19/B-1 Extension, Mohan Co-operative, Industrial Estate, Mathura Road, P.O. Badarpur, New Delhi-110044, not less than 48 hours before the commencement of the Meeting.
 2. A proxy need not be a member of the Company.
 3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the 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 and such person shall not act as a proxy for any other person or shareholder.
 4. * It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For ' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
 5. In the case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.
 6. Please complete all details including detail of member(s) in above box before submission.

Route Map to the AGM Venue

Venue: Mapple Emerald, Rajokri, National Highway-8, New Delhi, Delhi-110038

