

RAJEEV GOEL & ASSOCIATES
ADVOCATES & CORPORATE CONSULTANTS

Scrutinizer's Report on E-voting carried out for the purpose of the Annual general meeting of Shilpi Cable Technologies Limited

To,
The Chairman,
Shilpi Cable Technologies Limited
A-19/B-1 Extension, Mohan Co operative Industrial Estate,
P O Badarpur, Mathura Road, New Delhi 110044

Re: 8th Annual General Meeting of the Equity Shareholders of Shilpi Cable Technologies Limited to be held on Monday, 1st September, 2014 at 11.30 A.M. at Siri Fort Auditorium Complex (Auditorium-III), August Kranti Marg, New Delhi-110049

Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

Pursuant to the Resolution passed by the Board of Shilpi Cable Technologies Limited (hereinafter referred to as the "**Company**") on 2nd August, 2014, the undersigned has been appointed as the Scrutinizer for the e-voting process in terms of clause (ix) of sub rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014.

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided to their shareholders, the facility to exercise their right to the vote at the Annual General Meeting by electronic means through e-Voting Services provided by Central Depository Services Limited (CDSL).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made there under, provisions of the listing agreement and other applicable provisions, relating to voting through electronic means on the resolution contained in the notice to the AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted only to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

Further to the above, I submit my report as under:

- a. E-Voting facility was kept open for three days from, 19th August 2014 (10.00 a.m.) to 21st August, 2014 (6.00 p.m.).



- b. Shareholder of the Company were entitled to cast their votes electronically, who were holding shares of the Company as on the cut-off date - 1 August, 2014.
- c. The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services (India) Limited i.e. (<https://www.evotingindia.com>).

As a scrutinizer the report of the e-Voting carried out by the shareholders was duly complied, the details of which are as follows:

Sl. No.	Particulars of resolution	Ordinary/Special resolution	No. of Shareholders Voted	Votes in favour		Votes Against		Invalid Votes
				No. of Shares	% of total valid Votes	No. of Shares	% of total valid Votes	No. of Shares
1	Adoption of Financial Statements for the financial year ended 31 st March, 2014	Ordinary Resolution	6	124193	100	0	-	0
2	Declaration of Dividend of Rs. 1.00 per Equity share.	Ordinary Resolution	6	124193	100	0	-	0
3	Re-appointment of director retiring by rotation- Mr. Mukesh Kumar Gupta	Ordinary Resolution	6	124193	100	0	-	0
4	Appointment of Auditors	Ordinary Resolution	5	123837	100	0	-	0
5	Appointment of Mr. Sunil Tarachand Kala as an Independent Director	Ordinary Resolution	6	124193	100	0	-	0
6	Appointment of Mr. Sandeep Gupta as an Independent Director	Ordinary Resolution	6	124193	100	0	-	0
7	Appointment of Mr. Manish Goel as a Managing Director	Ordinary Resolution	6	124193	100	0	-	0
8	Alteration in Articles of	Special Resolution	5	123837	100	0	-	0



	Association.							
9	(a) Approval of Employee Stock Option Scheme 2014 for the eligible employees of the Company, (b) Approval of Grant of Employee Stock Option Scheme 2014 for the eligible employees of the Subsidiaries	Special Resolution	6	124193	100	0	-	0
10	Increase in Authorized Share Capital	Special Resolution	5	123837	100	0	-	0
11	Issue of bonus shares	Special Resolution	6	124193	100	0	-	0
12	Approval of related party transaction with AGH Wires Pvt. Ltd.	Special Resolution	4	122417	99.98	20	0.02	0
13	Approval of related party transaction with Shilpi Cables Pvt. Ltd. and Mr. Mukesh Kumar Gupta	Special Resolution	5	123817	99.98	20	0.02	0

You may accordingly declare the result of the voting in due course and take other necessary steps in this regard.

Thanking You,
For Rajeev Goel & Associates
Advocates & Corporate Consultants



Praveen Kumar Bharti
Advocate
(LL.B, ACS)

Date: 23rd August, 2014
Place: Delhi

