

**RAJEEV GOEL & ASSOCIATES**  
ADVOCATES & CORPORATE CONSULTANTS

**Combined Scrutinizer Report for e-voting & Poll 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

**Sub: Passing of Resolution(s) through electronic voting & Poll conducted at the 8<sup>th</sup> Annual General Meeting of the Equity Shareholders of Shilpi Cable Technologies Limited held on Monday, 1<sup>st</sup> September, 2014**

Dear Sir,

Pursuant to the Resolution passed by the Board of Shilpi Cable Technologies Limited (hereinafter referred to as the "Company") on 2<sup>nd</sup> August, 2014, in terms of Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, the undersigned has been appointed as the Scrutinizer for the e-voting process for the purpose of Annual general Meeting (AGM) of the Company and also for the purpose of Poll at the said AGM.

The undersigned has submitted separate Scrutinizer Reports in respect of e-voting and poll conducted at the aforesaid AGM.

To facilitate the Company to declare the result on the resolutions; the undersigned is submitting the combined scrutinizer comprising of votes cast by the shareholders through the e-voting process and through the Poll process at the AGM:

The result of the E-voting together with the votes cast at the Poll conducted the AGM is as under:

Sl. No.	Particulars of resolution	Ordinary/Special resolution	Voting	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	
1	Adoption of Financial Statements for the financial year ended 31 <sup>st</sup> March, 2014	Ordinary Resolution	E-voting	6	124193	100	0	-	0
			Poll	40	16793109	99.99	3	0.01	120
			<b>Total</b>	<b>46</b>	<b>16917302</b>	<b>99.99</b>	<b>3</b>	<b>0.01</b>	<b>120</b>
2	Declaration of Dividend of Rs. 1.00 per Equity	Ordinary Resolution	E-voting	6	124193	100	0	-	0
			Poll	40	16793109	99.99	3	0.01	120
			<b>Total</b>	<b>46</b>	<b>16917302</b>	<b>99.99</b>	<b>3</b>	<b>0.01</b>	<b>120</b>




	share.								
3	Re-appointment of director retiring by rotation- Mr. Mukesh Kumar Gupta	Ordinary Resolution	E-voting	6	124193	100	0	-	0
			Poll	34	14109	99.98	3	-	120
			<b>Total</b>	<b>40</b>	<b>138302</b>	<b>99.99</b>	<b>3</b>	<b>0.01</b>	<b>120</b>
4	Appointment of Auditors	Ordinary Resolution	E-voting	5	123837	100	0	-	0
			Poll	40	16793109	99.99	3	00.01	120
			<b>Total</b>	<b>45</b>	<b>16916946</b>	<b>99.99</b>	<b>3</b>	<b>0.01</b>	<b>120</b>
5	Appointment of Mr. Sunil Tarachand Kala as an Independent Director	Ordinary Resolution	E-voting	6	124193	100	0	-	0
			Poll	40	16793109	99.99	3	0.01	120
			<b>Total</b>	<b>46</b>	<b>16917302</b>	<b>99.99</b>	<b>3</b>	<b>0.01</b>	<b>120</b>
6	Appointment of Mr. Sandeep Gupta as an Independent Director	Ordinary Resolution	E-voting	6	124193	100	0	-	0
			Poll	40	16793109	99.99	3	0.01	120
			<b>Total</b>	<b>46</b>	<b>16917302</b>	<b>99.99</b>	<b>3</b>	<b>0.01</b>	<b>120</b>
7	Appointment of Mr. Manish Goel as a Managing Director	Ordinary Resolution	E-voting	6	124193	100	0	-	0
			Poll	34	14109	99.98	3	-	120
			<b>Total</b>	<b>40</b>	<b>138302</b>	<b>99.99</b>	<b>3</b>	<b>0.01</b>	<b>120</b>
8	Alteration in Articles of Association.	Special Resolution	E-voting	5	123837	100	0	-	0
			Poll	40	16793109	99.99	3	0.01	120
			<b>Total</b>	<b>45</b>	<b>16916946</b>	<b>99.99</b>	<b>3</b>	<b>0.01</b>	<b>120</b>
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	E-voting	6	124193	100	0	-	0
			Poll	40	16793109	99.99	3	0.01	120
			<b>Total</b>	<b>46</b>	<b>16917302</b>	<b>99.99</b>	<b>3</b>	<b>0.01</b>	<b>120</b>
10	Increase in Authorized Share Capital	Special Resolution	E-voting	5	123837	100	0	-	0
			Poll	40	16793109	99.99	3	0.01	120
			<b>Total</b>	<b>45</b>	<b>16916946</b>	<b>99.99</b>	<b>3</b>	<b>0.01</b>	<b>120</b>
11	Issue of bonus shares	Special Resolution	E-voting	6	124193	100	0	-	0
			Poll	40	16793109	99.99	3	0.01	120
			<b>Total</b>	<b>46</b>	<b>16917302</b>	<b>99.99</b>	<b>3</b>	<b>0.01</b>	<b>120</b>
12	Approval of related party	Special Resolution	E-voting	4	122417	99.98	20	0.02	0
			Poll	34	14109	99.98	3	-	120



	transaction with AGH Wires Pvt. Ltd.		<b>Total</b>	<b>38</b>	<b>136526</b>	<b>99.99</b>	<b>3</b>	<b>0.01</b>	<b>120</b>
13	Approval of related party transaction with Shilpi Cables Pvt. Ltd. and Mr. Mukesh Kumar Gupta	Special Resolution	E-voting	5	123817	99.98	20	0.02	0
			Poll	34	14109	99.98	3	-	120
			<b>Total</b>	<b>39</b>	<b>137926</b>	<b>99.99</b>	<b>3</b>	<b>0.01</b>	<b>120</b>

You may accordingly declare the result of the voting 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: 2<sup>nd</sup> September, 2014**  
**Place: Delhi**