



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

Notice is hereby given that the tenth Annual General Meeting of the Members of Shilpi Cable Technologies Limited will be held on Friday, 30th September, 2016 at 10.30 A.M. at Mapple Emerald, Rajokri, National Highway-8, New Delhi, 110038., 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 financial year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon and audited consolidated financial statements of the Company for the financial year ended 31st March, 2016

Item no. 2: Declaration of Dividend on equity share

To declare final dividend of Re. 1.00 per equity share for the financial year 2015-16.

Item no. 3: Appointment of Director

To appoint a Director in place of Mr. Ghanshyam Pandey (DIN 00163072), who retires by rotation and, being eligible, offers himself for re-appointment.

Item no. 4: 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 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 Annual General Meeting held on 01st September, 2014, the appointment of M/s. RMA & Associates Chartered Accountants, New Delhi, having 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 2016-17 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Special Business

Item no. 5 : Appointment of Mr. Ghanshyam Pandey (DIN: 00163072) as Whole Time Director of the Company

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

“Resolved that pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, and subject to the approval of the Central Government, approval of the members by way of special resolution of the Company be and is hereby accorded to re-appointment of Mr. Ghanshyam Pandey, as a Whole-time Director of the Company with effect from 1st September, 2016 till 31st August, 2021 (for a period of 5 Years) **at a** remuneration 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.

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

- 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;
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- 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 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. 6: 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. 30,00,000/- (Rupees thirty lacs only) per month, whether paid as salary, allowance(s), perquisites or a combination thereof, with effect from October 01, 2016 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 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. 7 : Increase in borrowing limits of the Company

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 180(1)(c) of the Companies Act, 2013, amended from time to time and other applicable provisions, if any, the Board of Directors of the Company be and is hereby authorized and empowered to borrow, from time to time, any sum or sums of money from one or more bank, financial institution, Central or State Government, body corporate, firms or any other person (including any related party), whether by way of term loan, working capital facility, cash credit facility, inter corporate loan, bill discounting, issue of debenture or bonds or any other fund based or non-fund based facility, in Indian Rupee or in Foreign Currency, whether secured or unsecured, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up share capital and free reserves (the reserves not set apart for any specific purpose) of the Company but so however that the total amount up to which the money may be borrowed by the Board of Directors and outstanding at anytime shall not exceed the sum of Rs. 2,000.00 crores (Rupees Two Thousand Crores only) or equivalent amount in foreign currency, exclusive of interest and other charges.

Resolved further that the Board of Directors of the Company be and is hereby authorized to execute such agreements, papers, deeds, and other instruments or writings containing such conditions and covenants as it may think fit to give effect to this resolution.

Resolved further that the Board be and is hereby authorized to delegate all or any of the aforesaid powers to any committee of Directors/officers, one or more director/managing director or any other principal officer of the Company on such conditions as the Board may deem fit and to take all such steps that may be required to give effect to this resolution.”

Item no.8: Increase in limit of Investment by Company

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 186 of the Companies Act, 2013 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws; the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company(‘hereinafter referred as Board’) and the Board be and is hereby authorised to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as may be decided by the Board of Directors, upto a sum not exceeding Rs. 200 crores (Rupees two hundred crores only) or equivalent amount in foreign currency, remaining outstanding at any point of time, notwithstanding that aggregate amount of all the loans /guarantees/ securities / investments so far made together with the proposed securities / investments to be made exceeds the sixty per cent

of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more as prescribed limit under Companies Act, 2013.

Resolved Further that the aforesaid limit shall be in addition to any other limits as approved by the members under section 186 of the Companies Act, 2013.

Resolved Further that the Board be and is hereby authorized to take from time to time all decisions and steps in respect of the above securities and investment including the timing, amount and other terms and conditions of such securities and investment and varying the same either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

Item no. 9: Private Placement of Non-Convertible Debentures and/or other Debt Securities.

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 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, and pursuant to the regulations, norms, circular, guidelines, clarification, notification prescribed or issued by the SEBI, Reserve Bank of India, or any statutory authority, as may be applicable and the provisions of the Memorandum and Articles of Association of the Company and subject to such other applicable laws, rules and regulations and guidelines; approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Redeemable Non-Convertible Debentures (NCDs), whether secured or unsecured, including but not limited to subordinated Debentures, bond, and/or other debt securities, etc., on a private placement basis, in one or more tranches, aggregating upto 300 crore (rupees three hundred crore) during the period of one year from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

Resolved further that for the purpose of giving effect to this resolution, the Board/committee be and is hereby authorised to determine the terms of issue including the class of investors to whom NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/ discount, listing and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard.”

Item no. 10: Ratification of Remuneration to the Cost Auditors for the financial year 2016-17

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 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 2016-17.

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

Sd/-

Ravi Shankar

Company Secretary

Membership No.:A40312

Date: 12.08.2016

Place: New Delhi

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at Annual General Meeting (AGM) is annexed hereto.
2. **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 SUCH 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 WITH THIS NOTICE.**
3. 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 carrying voting rights. 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 member.

4. 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.
5. 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
6. The relevant details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for their appointment/ reappointment.
7. Members/Proxies attending the meeting are requested to bring their copy of Annual Report, attendance slip(s) to the Meeting.
8. 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.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th September 2016 to Friday, 30th September 2016, (both days inclusive) for the purpose of the AGM and dividend.
10. 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 23rd September, 2016.
11. 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 holding shares in physical mode are requested to advise any change in their address or bank mandates immediately to the Company / Beetal Financial & Computer services Private limited
12. 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.
13. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Mr. Ravi Shankar, 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. Due dates for transfer of Unclaimed Dividend to IEPF are provided in the report on Corporate Governance.
14. 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.
15. 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.
16. The Notice of the 10th 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.
17. 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.

18. 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***
19. 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.
20. The route map showing directions to reach the venue of the tenth AGM is annexed.
21. In compliance with the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of Central Depository Services (India) Limited ("remote e-voting").
22. 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 September, 2016, 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
23. 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 September, 2016, 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.
24. 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
25. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. 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
26. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. 23rd September, 2016.
27. 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.
28. 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 voting at the Annual General Meeting and the remote e voting process in fair and transparent manner.
29. 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 any person authorized by him and shall declare the result forthwith..
30. 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.
- 31. Instructions for Voting through Electronic means are as under:**
 - (i) The voting period begins on Tuesday, 27th September, 2016 at 09:00 am and ends on Thursday, 29th September, 2016 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 of 23rd September, 2016 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 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **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.
- (xxi) 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, 2016 may follow the same instructions as mentioned above for e-Voting.
- (xxii) 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
32. 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.

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

Item no.5

Mr. Ghanshyam Pandey, Whole-Time Director of the Company has been associated with the Company since incorporation. As per the terms of his appointment as Whole Time Director, he shall hold office upto 31st August, 2016. The Nomination and Remuneration Committee, in its meeting held on 12th August, 2016 recommended and the Board of Directors, in its meeting held on 12th August, 2016 approved the re-appointment of Mr. Ghanshyam Pandey with effect from 1st September, 2016 subject to the approval of shareholders and Central Government.

Mr. Ghanshyam Pandey is an Indian Citizen, he has not been a resident of India as stipulated under Part 1 (e) of Schedule V to the Act and hence his appointment requires approval of Central Government.

As per the provisions of section II of Part II of Schedule V of the Companies Act, 2013, a statement containing the information required under the said clause is as follows:

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 of the Company is given below			
	Particulars	Financial Year ended		
		31st March, 2016 (Rs. in Lacs)	31st March, 2015 (Rs. in Lacs)	31st March, 2014 (Rs. in Lacs)
	Revenue from operations	190581.13	140767.79	98603.39
	Other Income	366.96	393.82	333.37
	Total Revenue	190948.09	141161.61	98936.76
	Total Expenses	182249.58	135899.72	94951.30
	Profit before tax	8698.51	5261.89	3989.80
	Tax expense	3068.15	1763.63	1186.79
	Profit after tax	5630.36	3498.26	2803.01
	Paid-up Share Capital	11063.23	10263.23	4931.61
	Reserves and Surplus (excluding revaluation reserve)	25190.25	17099.00	17304.99
(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. Ghanshyam Pandey had been designated as Whole-Time Director of the Company for a period of three years with effect from 1 st September, 2013 for 3 years. 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 three years with effect from 1 st September, 2013. 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	<p>Monthly Remuneration of upto Rs. 10,00,000 (Rupees Ten Lacs) whether paid as salary, allowance(s), perquisites or a combination thereof, as approved by the Nomination & Remuneration Committee from time to time.</p> <p>The following statutory perquisites will not be included in the aforesaid remuneration:</p> <ul style="list-style-type: none"> 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.
(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 exact figures are not readily available. However, the proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top-level managerial persons having comparative qualifications and experience.
(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 company has net profit before tax of Rs. 8698.51 lakhs for the Financial Year ended 31 st March, 2016. Hence, there is no loss or inadequate profit at present.
(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.

The proposal for re-appointment of Mr. Ghanshyam Pandey as Whole Time Director and fixation of remuneration of his remuneration has already been considered by the Board of Directors and Nomination and Remuneration committee.

The details including the brief profile of Mr. Ghanshyam Pandey is provided in annexure to this notice.

Your directors recommend the adoption of resolution in the larger interests of the Company.

None of the Directors, Key managerial Persons or their relatives may be deemed to be concerned or interested in the

proposed resolution, except Mr. Ghanshyam Pandey, who is director and shareholder of the Company and his relative to the extent of their shareholding, if any in the company.

Item No. 6

Mr. Manish Goel, Managing Director of the Company has been associated with the Company since incorporation. The Nomination and Remuneration Committee, in its meeting held on 12th August, 2016 recommended and the Board of Directors, in its meeting held on 12th August, 2016 approved the increase of remuneration of up to Rs. 30,00,000 per month payable to Mr. Manish Goel, (DIN 00163105), Managing Director of the company with effect from 1st October, 2016 subject to the approval of shareholders.

As per the provisions of section II of Part II of Schedule V of the Companies Act, 2013, a statement containing the information required under the said clause is as follows:

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 of the Company is given below			
	Particulars	Financial Year ended		
		31st March, 2016 (Rs. in Lacs)	31st March, 2015 (Rs. in Lacs)	31st March, 2014 (Rs. in Lacs)
	Revenue from operations	190581.13	140767.79	98603.39
	Other Income	366.96	393.82	333.37
	Total Revenue	190948.09	141161.61	98936.76
	Total Expenses	182249.58	135899.72	94951.30
	Profit before tax	8698.51	5261.89	3989.80
	Tax expense	3068.15	1763.63	1186.79
	Profit after tax	5630.36	3498.26	2803.01
	Paid-up Share Capital	11063.23	10263.23	4931.61
	Reserves and Surplus (excluding revaluation reserve)	25190.25	17099.00	17304.99
(6)	Foreign investments or collaborators, if any	The company has made investments in its subsidiary i.e. Shilpi Worldwide DMCC 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 20,00,000 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 is one of the Co-founder of the Company. 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	<p>Monthly Remuneration of upto Rs. 30,00,000 (Rupees Thirty Lacs) whether paid as salary, allowance(s), perquisites or a combination thereof, as approved by the Nomination & Remuneration Committee from time to time.</p> <p>The following statutory perquisites will not be included in the aforesaid remuneration:</p> <p>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;</p> <p>b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and</p> <p>c. Encashment of leave at the end of tenure.</p>
(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 exact figures are not readily available. However, the proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top-level managerial persons having comparative qualifications and experience.
(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 company has net profit before tax of Rs. 8698.51 lacs for the Financial Year ended 31 st March, 2016. Hence, there is no loss or inadequate profit at present.
(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.

The proposal for increase in remuneration of Mr. Manish Goel has already been considered by the Board of Directors and Nomination and Remuneration committee.

The details including the brief profile of Mr. Manish Goel is provided in annexure to this notice.

The members' approval is required by way of a Special resolution for increase in remuneration to Mr. Manish Goel as the Managing Director of the Company.

Your directors recommend the adoption of resolution in the larger interests of the Company.

None of the Directors, Key managerial Persons or their relatives may be deemed to be concerned or interested in the proposed resolution, except Mr. Manish Goel and Mr. Mukesh Gupta, who are directors, shareholder and promoters of the Company and shareholder of the Company and his relative to the extent of their shareholding, if any in the company.

No member of the company who is a related party shall be eligible to vote on the present special resolution.

Item no. 7

For the growth of the Company, it would be required from time to time to further borrow money from one or more bank, financial institution, Central or State Government, body corporate, firms and persons (including related parties). The aforesaid borrowings may exceed the paid up share capital and free reserves of the Company.

Approval of the members under section 180(1)(c) of the Companies Act, 2013 is required for the purpose of authorizing the Board to make borrowing upto Rs. 2,000 crores (Rupees Two Thousand Crores only) which is in excess of the paid up share capital and free reserves.

The Directors recommend and place before you the proposed resolution for your consideration and approval.

None of the Directors, Key Managerial Personnel and relatives of Directors and Key Managerial Personnel are deemed to be

concerned or interested except to the extent of shareholding and other interest in any related party from whom the borrowing could be made by the Company.

Item no. 8

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company may explore and decide to make use of the same by making investment in other bodies corporate.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding Rs. 200 crore (Rupees two hundred Crore Only) outstanding at any time notwithstanding that such investments are in excess of the limits prescribed under Section 186 of the Companies Act, 2013. The aforesaid limit shall be in addition to any other limits as approved by the members under section 186 of the Companies Act, 2013.

Approval of members by way of special resolution is required to for the aforesaid resolutions. The Directors recommend and place before you the proposed resolutions for your consideration and approval.

None of the Directors and relatives of Directors are concerned or interested except to the extent of their directorships and shareholding in the bodies corporate in which investments may be made or loans/ guarantees may be given or securities may be provided pursuant to this Special Resolution.

Item no.9

As per the provisions of Section 42 of the Companies Act, 2013 ("the Act") and its rules thereunder, a Company offering or making an invitation to subscribe to redeemable secured / unsecured non- convertible debentures (NCD's) on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such approval by a Special Resolution can be obtained once a year for all the offers and invitations for such NCD's to be made during the year.

It is proposed to offer or invite subscriptions for NCD's including subordinated debentures, bonds, and/ or other debt securities, etc., on private placement basis, in one or more tranches, Agreegating upto Rupees 300 crore (Rupees three hundred crore) during the period of one year from the date of passing of the Special Resolution by the members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the NCD's, interest, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems 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 the Resolution. Accordingly, the approval of the members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any of the Act and its rules thereunder.

The Board of Directors accordingly recommend the Special Resolution set out in the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution, except to the extent of their equity holdings in the Company.

Item no. 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 12th August, 2016 has approved the appointment of M/s. MM & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2016-17 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 remuneration of the cost auditor so appointed 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.

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

Sd/-
Ravi Shankar
Company Secretary
Membership No.:A40312

Date: 12.08.2016
Place: New Delhi

ANNEXURE TO ITEM NO. 3,5 & 6 OF THE NOTICE

**Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting
(in pursuance of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

Particulars	Mr. Ghanshyam Pandey	Mr. Manish Goel
DIN	00163072	00163105
Age	61	34
Nationality	Indian	Indian
Date of appointment on the Board	17/08/2006	01/03/2007
Father's Name	Lt. Sh. Shyama Charan Pandey	Mr. Mukesh Kumar Gupta
Date of Birth	12.02.1955	08.03.1982
Address	227, Pocket-J, Sarita Vihar, New Delhi-110 076	B-8, Chirag Enclave, New Delhi-110048 Delhi
Designation	Whole-Time Director	Managing Director
Education/ Qualifications-	B.Sc (Mathematics)	Bachelor in Business Management
Expertise in specific functional area	Experienced professional from Indian Cable Manufacturing Industry.	Rich and innovative experience in business management
Experience	32 years	11 Years
Terms and conditions of re appointment	As per resolution passed by shareholder at their Annual General Meeting	As per resolution passed by shareholder at their Annual General Meeting
Remuneration Last Drawn	Rupees 30 Lakhs (Financial year 2015-16)	Rupees 179.78 Lakhs (Financial year 2015-16)
Companies in which holds Directorship (other than our Company)	Gloster Metals And Alloys Private Limited GGP Cabletronics Private Limited AGH Wires Private Limited	Fasten Cables and Accessories Private Limited AGH Wires Private Ltd
Companies in which holds membership/ chairmanship of committees (other than our Company)	Nil	Nil
Shareholding in the Company (No. & %)	14000 equity shares 0.01%	14000 equity shares 0.01%
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil	Mr. Manish Goel is son of Mr. Mukesh Kumar Gupta, Director
No of Board meetings attended during the Financial year 2015-16	2	4



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

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.

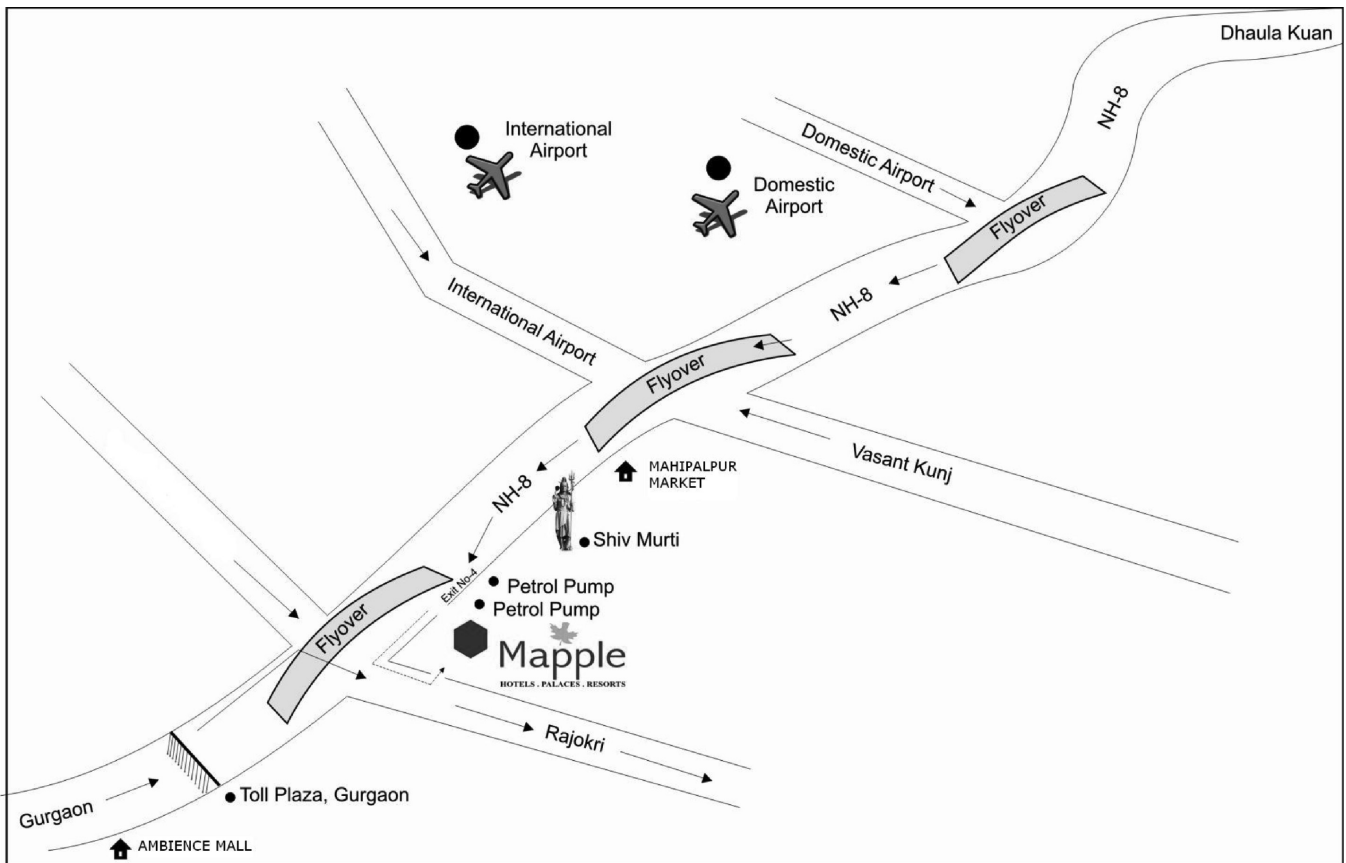
No. of Shares held

I/We hereby record my/our presence at the 10th Annual General Meeting of the Members of the Company being held on Friday, 30th September, 2016 at 10.30 A.M. at Mapple Emerald, Rajokri, National Highway-8, New Delhi, Delhi-110038.

Signature of the Proxy Signature of the member

Route Map to the AGM Venue

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





Shilpi Cable Technologies Ltd.

CIN: L64201DL2006PLC150753
Reg. Office: A-19/B-1 Extension, Mohan Co-operative Industrial Estate,
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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

- Name: Email
Address:
Signature: or failing him/her
- Name: Email
Address:
Signature: or failing him/her
- 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 10th Annual General Meeting of the Members of the Company being held on Friday, 30th September, 2016 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 31st March, 2016		
2.	Declaration of Dividend on Equity Share		
3.	Re-appointment of Mr. Ghanshyam Pandey ((DIN:00163072), Director retiring by rotation.		
4.	To ratify the appointment of Statutory Auditors& fixing their remuneration.		
	Special Business		
5.	Appointment of Mr. Ghanshyam Pandey as Whole Time Director of the Company		
6.	Increase in remuneration of Mr Manish Goel, Managing Director		
7.	Increase in borrowing limits of the Company		
8.	Increase in limit of Investment by Company		
9.	Private Placement of Non-Convertible Debentures and/or other Debt Securities.		
10.	Ratification of Remuneration to the Cost Auditors for the financial year 2016-17		

Signed this day of 2016.

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.
- A proxy need not be a member of the Company.
 - 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.
 - * 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.
 - 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.
 - Please complete all details including detail of member(s) in above box before submission.

