



Shilpi Cable Technologies Ltd.

Regd. Office: A-19/B-1 Extension, Mohan Co-operative Industrial Estate
Badarpur, Mathura Road, New Delhi-110 044

Postal Ballot Notice

(Pursuant to section 192A of the Companies Act, 1956)

Dear Shareholder,

Notice is hereby given, pursuant to Section 192A of the Companies Act, 1956 ("the Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time, that the following resolutions seeking shareholders approval are proposed to be passed by Postal Ballot. The Explanatory Statement pertaining to the resolutions proposed in this notice setting out all material facts and reasons thereof along with a Postal Ballot Form is annexed herewith.

The Company has appointed Mr. Praveen Kumar Bharti, LL.B, FCS, of M/s Rajeev Goel & Associates, Advocates & Corporate Consultants, 785, Pocket-E, Mayur Vihar Phase - 2, Delhi 110 091, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer, at the Registered Office of the Company at A-19/B-1 Extension, Mohan Co-operative Industrial Estate, Badarpur, Mathura Road, New Delhi-110 044, on or before close of business hours on Friday, the 25th Day of October, 2013, the last date for the receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

The Scrutinizer will submit his report to the Chairman and Managing Director of the Company or in his absence to the any other Whole Time Director of the Company, upon completion of scrutiny of Postal Ballots in a fair and transparent manner and the result of the Postal Ballot will be announced on Tuesday, the 29th day of October, 2013 at the Registered Office of the Company.

The result of the Postal Ballot shall also be hosted on the website of the Company www.shilpicables.com and also be displayed at the registered office of the Company besides communicating to the National Stock Exchange of India Limited and BSE Limited. The date of declaration of the results of the Postal Ballot shall be the date on which the resolutions would be deemed to have been passed by the Members, if approved by requisite majority.

Proposed Resolutions

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

Resolved that pursuant to the provisions of section 293(1)(d) of the Companies Act, 1956, section 180(1)(c) of the Companies Act, 2013, 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(s), 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. 1,000 crores (Rupees One 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 authorised 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."

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

Resolved that pursuant to the provisions of Section 293(1)(a) of the Companies Act, 1956, section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, the Board of Directors of the Company be and is hereby authorized and empowered to mortgage, hypothecate, pledge, charge or otherwise encumber, from time to time, all present and future, movable or immovable properties of the Company and/ or whole of the undertakings of Company, wherever situated, in favors of financial institutions, Banks, body corporate or any other lender to secure fund based and/ or non fund based facilities including term loan and working capital assistance obtained/to be obtained by the Company subject to the limits approved under Section 293(1)(d) of the Companies Act, 1956, or section 180(1)(a) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s)/Trustees,

premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s) / Trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/Agent(s) and Trustee(s)/Trustee(s).

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.”

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

“Resolved That pursuant to the provisions of Section 372A of the Companies Act, 1956, Section 186 of the Companies Act, 2013, the provisions of the Foreign Exchange Management Act, 1999, the rule and regulations made thereunder and other applicable provisions, if any, and subject to such consents, approvals and permissions of the Reserve Bank of India or any other authorities, institutions, agencies, if any, required in this regard; the consent of the members of the Company be and is hereby given and the Board of Directors of the Company be and is hereby authorised to provide and extend corporate guarantee(s) in one or more tranches as may be decided by the Board of Directors, upto a sum not exceeding Rs. 500 crores (Rupees five hundred crores only) or equivalent amount in foreign currency, remaining outstanding at any time, to secure due repayment 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 credit facility (including any interest thereon) taken by the subsidiary of the Company and/ or any step down subsidiary and/ or step down joint venture company including M/s Fiber Plus LLC, Dubai, a Joint Venture of the wholly owned subsidiary of the Company – M/s Shilpi Worldwide JLT, Dubai.

Resolved Further That the Board of Directors of the company be and is hereby authorised to do all such acts and things and deal with all such matters and take all such steps in this regard as it may, in its absolute discretion, deems necessary, fit and proper.”

For and on Behalf of the Board
For **Shilpi Cable Technologies Ltd.**

Sd/-

Mukesh Kumar Gupta
Managing Director

Date: 31st August, 2013

Place: New Delhi

NOTES:

- a. Explanatory Statement for the proposed resolutions mentioned above pursuant to Section 173(2) read with Section 192A(2) of the Companies Act, 1956 and applicable provisions of the Companies Act, 2013, setting out material facts is appended herein below.
- b. **Inspection of Documents:** Documents referred to in the Notice etc., are open for inspection at the registered office of the Company at all working days except Saturdays between 11 A.M. and 2 P.M. up to Friday, 25th day of October, 2013.
- c. Under the Green Initiative of Ministry of Corporate Affairs, Postal Ballot Notice is being sent to the shareholders, who have registered their e-mail ids with the company/RTA through e-mail and to all other shareholders by post along with the Postal Ballot Form.
- d. The Notice of postal ballot/e-voting will be dispatched to all the Members, whose names appear in the Register of Members/ Record of Depositories as on the cut-off date being Friday the 13th day of September, 2013.
- e. Voting period commences on and from Thursday, the 26th day of September, 2013 and ends on Friday, 25th day of October, 2013.
- f. Members are requested to notify change in address/e-mail ids, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio number.
- g. Only a shareholder entitled to vote is entitled to exercise his vote through Postal Ballot and a shareholder having no voting rights should treat this Notice as intimation only.
- h. **Voting in physical forms:** A Postal Ballot Form and a self-addressed pre-paid postage envelope are enclosed herewith. The shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Shareholders who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions mentioned herein and those mentioned in the Postal Ballot Form and return the same duly completed in the

enclosed self addressed postage pre-paid Business Reply Envelope to the Scrutinizer. Postage on self addressed pre-paid Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by Courier or by Registered Post at the expense of the registered Member will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the Registered Office of the Company.

i. Voting through electronics mode:

The Procedure for the same is as under:

- I. Open your web browser and log on to the e-voting website www.evotingindia.com.
- II. Now, click on 'Shareholder'.
- III. Now, select the "Electronic Voting Sequence Number" (EVSN) alongwith "Shilpi Cable Technologies Ltd" from the drop down menu and click on "SUBMIT".

IV. Enter	For Member holding Shares in Demat Form	For Members holding shares in Physical Form
User-id	For NSDL -8 Character DP ID+8 digital Client ID. For CSDL -16 digit Beneficial Owner ID	Registered Folio Number with the Company
Password	Your unique Password has been printed on the Postal Ballot form/e-mail forwarding electronic notice.	Your unique Password has been printed on the Postal Ballot form.
PAN	Enter your 10 digit alphanumeric Permanent Account Number issued by Income Tax Dept.	Enter your 10 digit alphanumeric Permanent Account Number issued by Income Tax Dept.

- V. After logging in the details of 'User Id, Password, PAN, the Members holding shares in physical form will reach directly to the voting screen. However, Members holding shares in Demat Form will now be required to mandatory Change their password in the new password field and may enter their demographic details i.e. date of birth/date of incorporation, mobile number and email id. Kindly remember the changed Password, as this can be used for voting on future Postal Ballot resolution(s) for Shilpi Cable Technologies Ltd or any other Company.
 - VI. On the voting Page, you will now see Resolution Description and option for voting Yes/No against each Resolution Description. The option Yes implies that you assent to the Resolution and No implies that you dissent to the Resolution.
 - VII. Click on the Resolution File Link if you wish to view the complete Postal Ballot Notice.
 - VIII. Enter the number of shares (which represents no. of votes) under each of the heading of the resolution, if you want to vote Yes/No, but not exceeding your total holding.
 - IX. After selecting the list of the resolutions 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.
 - X. Once you have voted on a resolution, you will not be allowed to modify your vote.
 - XI. You can log in any number of times till you have voted on all the resolution or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier.
 - XII. Kindly note that the members can opt only one mode for voting i.e. either by physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both via Physical Ballot and e-voting, then voting done through Physical Ballot shall prevail and voting done by e-voting will be ignored.
- j. In addition to the above, the non-individual members, like Corporate, FIs, Mutual Funds, Banks, Trusts etc, who opt for a voting, are also required to submit Board Resolution/Power of Attorney authorizing any person to exercise the Voting Power on their behalf. Scanned copies of such documents are required to be sent to the scrutinizer through e mail at pkbharti@gmail.com with a copy marked to CDSL through e mail at helpdesk.evoting@cdslindia.com. The file containing the said documents should be named as "Member's name_EVSN", e.g. in case of shareholder company XYZ Ltd., the file containing the authorization documents should be named as "XYZLtd_EVSN". The documents can be sent before/immediately after casting the vote. However, in case the same do not reach before closure of voting, the vote so exercised will be rejected in the system.
- k. The Members who have already been allotted their Password by CDSL, may use the same, in case they do not remember such Password, they may go to the option "Forgot Password" and proceed. In respect of new Members, their Password will be mentioned in the email forwarding the notice electrically.
- l. In case, however, the Members do not want to avail the e-voting facility organized through CDSL, such members may send a request to the Company at investors@shilpicabletech.com for obtaining the Notice and Postal Ballot in physical form. On receipt of such request, the Company will dispatch the same in Physical form to enable the Members to send back the Postal ballot.

Explanatory statement pursuant to section 173(2) of the Companies Act, 1956

Item No. 1 & 2

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, body corporate, firms and persons. The aforesaid borrowings may exceed the paid up share capital and free reserves of the Company. Approval of the members under section 293(1)(d) of the Companies Act, 1956 and section 180(1)(c) of the Companies Act, 2013 is required for the purpose of authorizing the Board to make borrowing in excess of the paid up share capital and free reserves.

For borrowing money from bank, financial institution, body corporate, firms and persons, the Company would required to create security in favour of the lenders by creating charge on its present and future assets and properties. Consent of the members under section 293 (1)(a) of the Companies Act, 1956 and section 180(1)(a) of the Companies Act, 2013 is also sought to authorize the Board to create charge on the properties of the Company charge in favour of lenders.

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 may be deemed to be interested in the proposed resolution except to the extent to their respective shareholding, individually and/ or their relatives.

Item No. 3

Your Company has its wholly owned subsidiary namely M/s Shilpi Worldwide JLT, Dubai. M/s Shilpi Worldwide JLT has a joint venture Company namely M/s Fiber Plus LLC, Dubai. For the purpose of securing the loan and other credit facilities of the said joint venture, your Company is required to provide and extend corporate guarantee(s) in favour of the lenders of M/s Fiber Plus LLC, Dubai. Apart from providing corporate guarantee to secure the loan of M/s Fiber Plus LLC, the Company may also be required to extend and provide corporate guarantee from time to time to its subsidiaries and/ or any step down subsidiary and/ or step down joint venture company, under the provisions of section 372A of the Companies Act, 1956 and section 186 of the Companies Act, 2013.

The aforesaid loan/ guarantee may exceed the limit of 60% of the Paid-up Share Capital and free reserves of the Company or 100% of the free reserves of the Company whichever is more. So it is proposed to take the approval of the members to authorize the Board to provide corporate guarantee for a limit of upto a sum of Rs. 500 crores outstanding at any point of time.

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, Key Managerial Personnel and relatives of directors and Key Managerial Personnel except Mr. Mukesh Kumar Gupta and Mr. Manish Goel is deemed to be concerned or interested in proposed resolution.

For and on Behalf of the Board
For **Shilpi Cable Technologies Ltd.**

Sd/-
Mukesh Kumar Gupta
Managing Director

Date: 31st August, 2013

Place: New Delhi

Encl:

1. Postal Ballot Form
2. Self-Addressed Postage Pre-Paid Envelope