

**CS ISHAN MAHAJAN**  
**ACS, M.COM**  
**PRACTICING COMPANY SECRETARY**

189, Shahpur Jat, New Delhi-110049

To,

The Chairman

**Shilpi Cable Technologies Limited**

(CIN: L64201DL2006PLC150753)

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

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and voting through ballot paper (Poll) at the Annual General Meeting (AGM) of Shilpi Cable Technologies Limited ("Company") held on Thursday, 30 November 2017 at 10:30 a.m. at Mapple Emerald, Rajokri, National Highway-8, New Delhi, 110038**

I, Ishan Mahajan, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Shilpi Cable Technologies Limited for the purpose of scrutinizing the voting process i.e. remote e-voting and voting through ballot paper (Poll) at the Annual General Meeting (AGM), under the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolution(s) mentioned in Notice dated November 05, 2017 for 11<sup>th</sup> AGM of the Members of the Company held on Thursday, November 30, 2017 at 10:30 a.m.

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company.



The Shareholders of the Company as on the "cut off" date i.e. Thursday, November 23, 2017 were entitled to avail the facility of remote e-voting as well as poll at the AGM on the proposed resolutions (item no. 1 to 7) as set out in the Notice dated November 05, 2017.

The remote e-voting period commenced on Monday, November 27, 2017 at 09:00 A.M. and ended on Wednesday, November 29, 2017 at 05:00 P.M., via e-voting Platform on the designated website of National Securities Depository Ltd (NSDL) viz. <http://www.evoting.nsdl.com>.

The Company had also provided voting through poll to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility. 1 (One) ballot box were kept for polling and the ballot box was locked in my presence.

After completion of Poll at the AGM, the ballot box was opened in my presence and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company.

Thereafter, the votes cast through remote e-voting were unblocked, after completion of poll at the AGM, in the presence of two witnesses who were not in the employment of the company. I have scrutinized and reviewed the remote e-voting based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirement of the Act and rules relating to remote e-voting and voting through poll at the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and voting through poll at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

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The consolidated summary of results of remote e-voting and poll at AGM are as under:

- a. **Resolution No. 1:-** To receive, consider and adopt the Audited Financial Statements and Audited Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2017 together with the Report of the Board of Directors and Auditors thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage (%)
	Poll	e-votes	Total	
Assent	3,277	3,36,65,024	3,36,68,301	99.97
Dissent	0	9,261	9,261	0.03
Total	3,277	3,36,74,285	3,36,77,562	100.00

Therefore, the resolution No. 1 has been approved with requisite majority.

- b. **Resolution No. 2:-** 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.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	3,277	57,797	61,074	63.91
Dissent	0	34,488	34,488	36.09
Total	3,277	92,285	95,562	100.00

Therefore, the resolution No. 2 has been approved with requisite majority.



- c. **Resolution No. 3:-**To ratify the appointment of M/s. RMA & Associates. Chartered Accountants (Firm Registration No. 000978N), as the Statutory Auditors of the Company and to authorize Board to fix their remuneration.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	3,277	3,36,35,704	3,36,38,981	99.89
Dissent	0	38,581	38,581	0.11
Total	3,277	3,36,74,285	3,36,77,562	100.00

Therefore, the resolution No. 3 has been approved with requisite majority.

- d. **Resolution No. 4:-**Appointment of Mrs. Nalini Malhotra as an Independent Director of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	3,277	3,36,54,388	3,36,57,665	99.94
Dissent	0	19,897	19,897	0.06
Total	3,277	3,36,74,285	3,36,77,562	100.00

Therefore, the resolution No. 4 has been approved with requisite majority.



- e. **Resolution No. 5:-** Ratification of Remuneration to the Cost Auditor for the Financial Year 2017-18.

<b>Ordinary Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>Poll</b>	<b>e-votes</b>	<b>Total</b>	
Assent	3,277	3,36,56,939	3,36,60,216	99.95
Dissent	0	17,346	17,346	0.05
Total	3,277	3,36,74,285	3,36,77,562	100.00

Therefore, the resolution No. 5 has been approved with requisite majority.

- f. **Resolution No. 6:-** Waiver of Recovery of Excess Managerial Remuneration paid to Mr. Manish Goel, Managing Director of the Company for the period 01<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017.

<b>Special Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>Poll</b>	<b>e-votes</b>	<b>Total</b>	
Assent	3,277	23,377	26,654	22.89
Dissent	0	89,812	89,812	77.11
Total	3,277	113,189	116,466	100.00

Therefore, the resolution No. 6 has not been approved by the members of the Company.



- g. **Resolution No. 7:-** Waiver of Recovery of Excess Managerial Remuneration paid to Mr. Ghanshyam Pandey, Whole-Time-Director of the Company for the period 01<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	3,277	3,35,95,377	3,35,98,654	99.73
Dissent	0	90,222	90,222	0.27
Total	3,277	3,36,85,599	3,36,88,876	100.00

Therefore, the resolution No. 7 has been approved with requisite majority.

The registers, ballot papers and all other related documents shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I shall hand over the registers, ballot papers and all other related documents to the company.

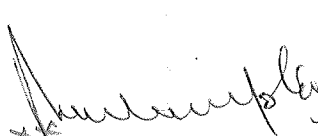
Thanking you,

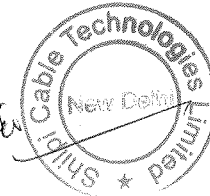
For ISHAN MAHAJAN  
PRACTISING COMPANY SECRETARY



Ishan Mahajan  
Scrutinizer  
CP No.: 18275

Countersigned by

  
Chairman



December 01, 2017  
New Delhi

December 01, 2017  
New Delhi