

SHILPI CABLE TECHNOLOGIES LTD

Registered office: A-19/B 1 Extension, Mohan Co Operative Industrial Estate P O Badarpur,
New Delhi 110044



NOTICE FOR EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of the Company will be held on Friday, 24th January, 2014 at 10.30 AM at the registered office at A-19/B-1 Extension, MCIE, P O Badarpur New Delhi 110044, to transact the following business:

1. 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 81(1A) of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), such of the provisions of the Companies Act, 2013 as are in force and applicable, and subject to the provisions of the Memorandum & Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, where the shares of the Company are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 and other applicable regulations and guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), Government of India ("GOI"), or any other relevant authority and clarifications thereon issued from time to time, if any, and subject to all such statutory, regulatory and government approvals, permissions or sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions or sanctions, and which may be agreed to by the Board of Director of the Company (hereinafter referred to as "the Board" which expression shall be deemed to include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution); the consent of the members of the Company be and is hereby given to the Board to create, issue and allot up to 1,18,00,000 (one crore eighteen lacs) Equity Shares of a face value of Rs. 10/- each of the Company, at an issue price of Rs. 30/- (Rupees thirty only) per share or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2009 and other applicable provisions, by way of preferential allotment to various persons as listed below, as per the terms and conditions given in the explanatory statement annexed to this notice, which, inter-alia, include:

- a. Issue of upto 1,18,00,000 Equity Shares to the following person:

SN	Name of the proposed allottee	Category	Number of Equity Shares
1	Leman Diversified Fund	FII (Non-promoter)	23,60,000
2	Davos International Fund	FII (Non-promoter)	23,60,000
3	Aspire Emerging Fund	FII (Non-promoter)	23,60,000
4	Highbluesky Emerging Market Fund	FII (Non-promoter)	47,20,000
Total			1,18,00,000

- b. The Equity Shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including as to dividend with the existing equity shares of the Company except that new equity shares will be subject to lock-in requirement in terms of the provisions of the SEBI (ICDR) Regulations, 2009.
- c. The Relevant Date for the purpose of pricing of issue of Equity Shares in accordance with the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 is **24th December, 2013**, being the date 30 days prior to the date of the general meeting of the members of the Company.

Resolved Further That for giving effect to this Resolution, the Board be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental to this resolution and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the Equity Shares and the utilization of the issue proceeds of the Shares for the Company's plans, to prescribe the forms of application, enter into any agreements or other instruments, and to take such actions or give such directions as they may consider as being necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as they may deem fit."

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

Sd/-

Mukesh Kumar Gupta
(Managing Director)
(DIN 00163044)

Date : 27.12.2013

Place : New Delhi

Notes:

- A. APPOINTMENT OF PROXY: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.**
- B.** The Explanatory Statements, pursuant to the provisions of the Companies Act, in respect of the business under Item No. 1 above, is annexed hereto. Disclosures required to be made in terms of the SEBI (ICDR) Regulations, 2009 with respect to the proposed resolution for preferential allotment are also given in the said explanatory statement and may be considered as an integral part of this Notice.
- C. Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extraordinary General Meeting.
- D.** Pursuant to Clause 47(f) of the Listing Agreement entered into with the Stock Exchanges, the company has created an exclusive email id for quick redressal of shareholders/investors grievances. The said email ID is investors@shilpicabletech.com
- E. 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 the date of the General Meeting.

The explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 and Section 102 of the Companies Act, 2013

To augment the fund requirements of the Company, your Company intends to raise funds through preferential issue of equity shares. Your Board proposes to issue upto 1,18,00,000 equity shares at a price of Rs. 30/- (Rupees thirty only) per share or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2009 and other applicable provisions.

Since your Company is a listed company, the proposed issue is in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2009, and other applicable provisions, if any. In terms of the provisions of the Companies Act and the aforesaid SEBI Regulations; the relevant disclosures/ details are given below:

Instrument and Numbers: The Company is proposing to issue upto 1,18,00,000 (one crore eighteen lacs) Equity Shares of a face value of Rs. 10/- each of the Company on preferential basis as per the special resolution proposed in the notice.

Relevant Date & Issue Price: The relevant date for the purpose of determination of issue price of the equity shares is the date 30th day prior to the date on which the meeting of the general body of shareholders is held, in terms of Section 81(1A) of the Companies Act, 1956, to consider the proposed issue. Relevant Date for the purpose of the present preferential issue is 24th December, 2013.

As per Regulation 76(1) of the SEBI (ICDR) Regulations, 2009, a minimum issue price of the equity shares in preferential issues has to be calculated as follows:

- a) The average of weekly high and low of the closing prices of the related shares quoted on the stock exchange during the six months preceding the relevant date;
- or
- b) The average of weekly high and low of the closing prices of the related shares quoted on a stock exchange during the two weeks preceding the relevant date;

whichever is higher.

The shares of the Company are listed and traded on the BSE Ltd (BSE) and National Stock Exchange of India Ltd (NSE). The issue price will be higher than the minimum issue price determined under Regulation 76 of the SEBI (ICDR) Regulations, 2009.

Payment: In terms of the provisions of Regulation 77 of the SEBI (ICDR) Regulations, 2009, 100% of the issue price of the equity shares shall be payable by the proposed allottees before the allotment of shares to them.

Identity & Particulars of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee and pre & post issue holding of the proposed allottees:

Present preferential issue of Equity Shares is proposed to be made to the following non promoter Foreign Institutional Investors, which are incorporated in Mauritius. All the proposed allottees are registered with SEBI as sub account under the SEBI (FII) Regulations, 1995 and other applicable provisions. All the proposed allottees have already obtained PAN. All the proposed allottees are controlled and managed by their respective Board of Directors.

The present issued, subscribed and paid-up share capital of the Company is Rs. 37,51,61,360 divided into 3,75,16,136 equity shares of Rs. 10/- each. Post Preferential issue, the issued, subscribed and paid-up share capital of the Company shall be Rs. 49,31,61,360 divided into 4,93,16,136 equity shares of Rs. 10/- each. The pre issue and post issue shareholding of the proposed allottees is shown in the table below:

SN	Name, Regd. Address & PAN	Name of the natural persons, who ultimately controls the proposed allottee (Board of Directors of the proposed allottees)	Category	Number of Equity Shares to be issued	Pre issue shareholding	%	Post issue shareholding	%
1	Leman Diversified Fund Ebene House, 3rd Floor, 33 Cybercity, Ebene, Republic of Mauritius PAN: AABCL8363M	Mr. Mohammad Rezah Cotobally and Mr. Li Siv Lan Patricia Virginie Li Chip Sangbeguinot	FII (Non-Promoter)	2360000	Nil	Nil	2360000	4.79
2	Davos International Fund Ebene House, 3rd Floor, 33 Cybercity, Ebene, Republic of Mauritius PAN: AADCD7742G	Mr. Mohammad Rezah Cotobally and Mr. Li Siv Lan Patricia Virginie Li Chip Sangbeguinot	FII (Non-promoter)	2360000	Nil	Nil	2360000	4.79
3	Aspire Emerging Fund Cyber Tower, 1 Ebene, Tower Ebene, Mauritius PAN: AALCA5544M	Mr. Ashish Nanda Mr Aslam Kanowah Mr Chatananand Ramchurn Ms Chanchal Nanda	FII (Non-promoter)	2360000	Nil	Nil	2360000	4.79
4	Highbuesky Emerging Market Fund 7th Floor, Wing A, Cyber Tower 1, Ebene Cybercity, Ebene, Mauritius PAN: AADCK9460G	Mr. Markus Juren Schlogl, Mr. Logendra Appaya, Mr. Khemraj Rajkumarsingh	FII (Non-promoter)	4720000	Nil	Nil	4720000	9.57
Total 23.93				1,18,00,000	Nil	Nil	Nil	1,18,00,000

Since there is no prior shareholding of the proposed allottee, holding of pre-preferential shareholding in demat form is not applicable.

The proposed allottee has not sold any shares of the Company during the six months period prior to the relevant date.

There shall not be any change in control of the Company consequent to the proposed preferential issue of the equity shares.

Lock-in Period: The Equity Shares issued to non-promoter allottee shall be subject to a lock-in period of one year from the date of trading approval or such other period as may be prescribed in accordance with the SEBI regulations.

Further, shares allotted on preferential basis shall not be transferred by the allottee till trading approval is granted by all the stock exchanges, where the equity shares of the Company are listed.

Since there is no pre-preferential shareholding of the proposed allottee, lock-in of pre-preferential shareholding is not applicable.

Intention of promoters/directors/key management persons to subscribe: None of the promoters/ directors/ key management persons intends to subscribe to the present preferential issue of Equity Shares.

Pre-issue & Post-issue Shareholding Pattern of the Issuer Company: Pre-issue and post issue shareholding pattern of the Issuer Company will be as below:

SN	Category	Pre Issue		Post Issue	
		Number of Shares	%	Number of Shares	%
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	36000	0.10	36000	0.08
(b)	Central Government/ State Government(s)	-	-	-	-
(c)	Bodies Corporate	16750000	44.65	16750000	33.96
(d)	Financial Institutions/ Banks	-	-	-	-
(e)	Any Other	-	-	-	-
	Sub Total(A)(1)	16786000	44.74	16786000	34.04
2	Foreign				
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	-
b	Bodies Corporate	-	-	-	-
c	Institutions	-	-	-	-
d	Qualified Foreign Investor	-	-	-	-
e	Any Others (specify)	-	-	-	-
	Sub Total(A)(2)	0	0.00	0	0.00
(A)	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	16786000	44.74	16786000	34.04
(B)	Public shareholding				

SN	Category	Pre Issue		Post Issue	
		Number of Shares		Number of Shares	
1	Institutions				
(a)	Mutual Funds/ UTI	-	-	-	-
(b)	Financial Institutions / Banks	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-
(e)	Insurance Companies	-	-	-	-
(f)	Foreign Institutional Investors	-	-	11800000	23.93
(g)	Foreign Venture Capital Investors	-	-	-	-
(h)	Qualified Foreign Investor	-	-	-	-
(i)	Any Other (specify)	-	-	-	-
	Sub-Total (B)(1)	0	0.00	11800000	23.93
B 2	Non-institutions				
(a)	Bodies Corporate	3348635	8.93	3348635	6.79
(b)	Individuals				
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	3336110	8.89	3336110	6.76
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	5189989	13.83	5189989	10.52
(c)	Qualified Foreign Investors	-	-	-	-
(d)	Any Other (specify)				
(d-i)	NRI	121241	0.32	121241	0.24
(d-ii)	Clearing Members	71591	0.19	71591	0.14
(d-iii)	HUF	3445196	9.18	3445196	6.98
(d-iv)	Trusts	5217374	13.91	5217374	10.58
	Sub-Total (B)(2)	20730136	55.26	20730136	42.03
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	20730136	55.26	32530136	65.96
	TOTAL (A)+(B)	37516136	100	49316136	100
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	37516136	100	49316136	100

Objects and purpose of the Preferential Issue: Funds raised through the proposed preferential issue will be utilized for the purpose of capital expenditure on company's expansion plan, business acquisition(s)/ investment outside India, to meet the long term working capital requirements and other general corporate purpose.

Proposed time of Allotment: In terms of Regulation 74 of the SEBI (ICDR) Regulations, 2009, allotment of Equity Shares in the present preferential issue will be made within a period of 15 days from the date of passing of the aforesaid Special Resolution in the present general meeting, excluding the time taken in obtaining the necessary approvals, if any, or within such further period as may be prescribed or allowed by the SEBI, Stock Exchange(s) or other concerned authorities.

Undertaking in terms of Regulation 73 of the SEBI (ICDR) Regulations, 2009

Not applicable; since the equity shares of the Company have been listed on the stock exchanges for a period of six months or more as on the relevant date.

The Statutory Auditors of the Company has certified that the present preferential issue of equity shares on the above terms and conditions, is in accordance with the requirements contained in the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2009, as amended up to date. The Auditors' Certificate shall be laid before the General Meeting.

In terms of the provisions of the Companies Act and SEBI (ICDR) Regulations, the consent of members by way of a special resolution is required. The Board recommends the resolution for adoption by the members. None of the Directors, Key managerial Persons or their relatives may be deemed to be concerned or interested in the proposed resolution.

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

Sd/-

Mukesh Kumar Gupta

(Managing Director)

(DIN 00163044)

Date : 27.12.2013

Place : New Delhi

Shilpi Cable Technologies Ltd.

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



ATTENDANCE SLIP

(To be completed and Handed Over the Entrance of the Meeting Hall)

DP. Id

Folio No

Client Id

No of Shares held

All particulars should tally with the Company's records

I hereby record my presence at the Extraordinary General Meeting of the Company held at 10.30 a.m.on Friday the 24 January 2014 at the registered office at A-19/B-1 Extension, New Delhi 110044

Members Name(Sole Applicant).....

(1 "Joint holder).....

(2nd Joint holder).....

Father's Name.....

Complete Address

Proxy's Name.....

I certify that I am registered share holder/ proxy for the registered share holder of the company.

(Member's/Proxy's Signature)

- NOTES: 1. Attendance slip which is not complete in all respects shall not be accepted.
2. This attendance slip is valid only in case shares are held on the date of the meeting

Shilpi Cable Technologies Ltd.

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



PROXY FORM

(To be filled by the Share Holder)

DP. Id

Folio No

Client Id

No of Shares held..

I/Weof(Address) being

The member/Members of Shilpi CableTechnologies Ltd hereby appoint Mr./Mrsof

.....falling him/her, Mr./Ms

Ofas my/our proxy to vote for me/us,on

my/our behalf at the Extraordinary General Meeting of the Company held at 10.30 a.m. on Friday the 24 January 2014 at the registered office at A-19/B-1 Extension, New Delhi-110044 and at any adjournment thereof.

As witness my/our hand thisday of.....2014

Signature

- Note: 1. The proxy form duly executed and properly stamped should reach the Company's Registered office at least 48 hours before the time of the meeting.
2. The proxy need not be a member.
3. Proxycannotspeakatthemeetingorvoteonashowof hands.

