



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 resolution seeking shareholders approval are proposed to be passed by Postal Ballot. The Explanatory Statement pertaining to the resolution 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, ACS, 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 Monday, the 24th Day of March, 2014, 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 Company Secretary 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 Thursday, the 27th day of March, 2014 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 Resolution

1. To consider and, if thought fit, to pass 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 50,41,000 (Fifty lacs Forty One Thousand) 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 the proposed allottee 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 50,41,000 Equity Shares to the following person:

SN	Name of the proposed allottee	Category	Number of Equity Shares
1	Paradigm India Investment Fund Limited	Non-promoter	50,41,000

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 25th February, 2014, being the date 30 days prior to the date of the declaration of postal ballot results.

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
For Shilpi Cable Technologies Ltd.

Date: 15th February, 2014
Place: New Delhi

Sd/-
Sneha Modi
Company Secretary

NOTES:

- a. Explanatory Statement for the proposed resolutions mentioned above pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956 and 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 Monday, 24th day of March, 2014.
- 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 14th day of February, 2014.
- e. Voting period commences on and from Saturday, the 22nd day of February, 2014 and ends on Monday, 24th day of March, 2014.
- 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 electronic 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	For Members holding shares in Physical Form
User-id	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. For members who have not updated the PAN with the company or in their demat account may use the following default value in the field of PAN while logging on to the voting platform (AAAAA1234A)	Enter your 10 digit alphanumeric Permanent Account Number issued by Income Tax Dept. For members who have not updated the PAN with the company or in their demat account may use the following default value in the field of PAN while logging on to the voting platform (AAAAA1234A)

- 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 102 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956 and Companies Act, 2013

Item No. 1

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 50,41,000 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 50,41,000 (Fifty lacs Forty One Thousand) 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: Relevant Date for the purpose of the present preferential issue is 25th February, 2014, being the date 30 days prior to the date of the declaration of postal ballot results.

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:

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

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 Investor. The proposed allottee has already obtained PAN.

The present issued, subscribed and paid-up share capital of the Company is Rs. 44,27,51,360 divided into 4,42,75,136 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 allottee is shown in the table below:

SN	Name, Regd. Address & PAN	Name of the natural persons, who ultimately controls the proposed allottee	Category	Number of Equity Shares to be issued	Pre issue shareholding	%	Post issue shareholding	%
1	Paradigm India Investment Fund Limited C/o Aurisse International Ltd, 2nd Floor, Wing A, Cyber Tower 1, Ebene Cyber City, Ebene, Republic of Mauritius Pan: AAGCP1149Q	Mr. John Jeffrey Lablache	Non-promoter	50,41,000	Nil	Nil	50,41,000	10.22

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 Company is 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	0.08	36000	0.08
(b)	Central Government/ State Government(s)	-	-	-	-
(c)	Bodies Corporate	16750000	37.83	16750000	33.96
(d)	Financial Institutions/ Banks	-	-	-	-
(e)	Any Other	-	-	-	-
	Sub Total(A)(1)	16786000	37.91	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	37.91	16786000	34.04
(B)	Public shareholding				
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	6759000	15.26	6759000	13.71
(g)	Foreign Venture Capital Investors	-	-	-	-
(h)	Qualified Foreign Investor	-	-	-	-
(i)	Any Other (specify)	-	-	-	-
	Sub-Total (B)(1)	6759000	15.26	6759000	13.71
B 2	Non-institutions				
(a)	Bodies Corporate	4448957	10.05	9489957	19.24
(b)	Individuals				
I	Individuals - i. Individual shareholders holding nominal share capital up to Rs 1 lakh	2750701	6.21	2750701	5.58
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	4729313	10.68	4729313	9.59
(c)	Qualified Foreign Investors	-	-	-	-
(d)	Any Other (specify)				
(d-i)	NRI	186107	0.42	186107	0.38
(d-ii)	Clearing Members	39705	0.09	39705	0.08
(d-iii)	HUF	3357979	7.58	3357979	6.81
(d-iv)	Trusts	5217374	11.78	5217374	10.58
	Sub-Total (B)(2)	20730136	46.82	25771136	52.26
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	27489136	62.09	32530136	65.97
	TOTAL (A)+(B)	44275136	100	49316136	100
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	44275136	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, 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 is available for inspection by any member at the registered office of the Company and also available on the website of the Company.

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
For **Shilpi Cable Technologies Ltd.**

Date: 15th February, 2014
Place: New Delhi

Sd/-
Sneha Modi
Company Secretary