

**SHILPI CABLE TECHNOLOGIES LIMITED**

**MINUTES OF THE 6<sup>TH</sup> ANNUAL GENERAL MEETING OF SHILPI CABLE TECHNOLOGIES LTD. HELD ON 29<sup>TH</sup> SEPTEMBER, 2012, AT AIWAN E GALIB AUDITORIUM, MATA SUNDRI LANE, ITO, NEW DELHI - 110002**

**Present:**

Mr Mukesh Kumar Gupta	Chairman Cum Managing Director
Mr Ghanshyam Pandey	Director and Member
Mr Manish Goel	Director and Member
Mr Sandeep Gupta	Chairman of Audit Committee
Mr Vinay Mittal	CFO
Ms Shruti Bhardwaj	Company Secretary

In addition to the above, there were 60 members and all were present personally.

The Register of Directors' Shareholding was placed before the meeting in accordance with the requirement section 307(7) of the Companies Act, 1956, it remained open and accessible during the continuance of the meeting to all persons attending the meeting.

Ms. Shruti Bhardwaj, Company secretary, welcomed the Shareholders present and thereafter introduced them to others Directors of the Company sitting on the Dias.

**Chairman**

At the request of all the members present at the meeting, Chairman cum Managing Director of the Company took the Chair. He extended the warm welcome to all the members present at the General Body Meeting.

**Quorum**

After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order.

  
CHAIRMAN  
INITIALS

**Notice**

With the specific consent of the members present, the notice convening the meeting together with the explanatory statement was taken as read and then the usual business of the company was taken on hand.

**Ordinary Business:**

1. **Consideration, approval and adoption of Annual Accounts and reports of Auditors and Directors thereon**

With the consent of the members, the Directors' Report was taken as read. The Chairman briefly apprised the members about the performance of the Company during the year under report and read the Auditors' Report on the Annual Accounts of the Company for the year ended 31<sup>st</sup> March, 2012 as a preliminary to adoption of accounts. He invited the members' queries on the Annual Accounts; however, no query was raised.

Mr. Gagan Kumar proposed and Mr. Kapil Jain seconded the following resolution as an ordinary resolution to be adopted by the General Body:

**"Resolved that** the Balance sheet of the Company as on 31st March, 2012 and Profit & Loss Account for the year ended on that date along with all the notes and annexure (consolidated and standalone) and reports of Auditors and Directors thereon be and are hereby received, considered and adopted."

The Chairman put the resolution to vote and declared the same as having been carried unanimously on show of hands.

2. **Re-appointment of Mr Manish Goel and Mr Sunil Kala Retiring Director**

Ms Shashi Jain proposed the following ordinary resolution relating to re-appointment of Mr Ghanshyam Pandey and Mr Sandeep Gupta which was seconded by Mr Vinod Kumar :

**"Resolved that** Mr Manish Goel, who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company."

  
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**"Resolved that** Mr Sunil Kala, who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company."

The Chairman put the resolution to vote and declared the same as having been carried unanimously on show of hands.

### **3. Re-appointment of Statutory Auditors**

The Chairman informed the members present at the meeting that M/s RMA & Associates, statutory auditors hold the office until the conclusion of this Annual General Meeting and being eligible they offered themselves for the re-appointment.

Mr. Narendra Singh Chauhan proposed the following resolution as an Ordinary Resolution. The same was seconded by Mr Gagan Kumar:

**"Resolved that** M/s RMA & Associates Chartered Accountants, New Delhi, the retiring Auditors of the Company be and is hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting on such remuneration as may be mutually decided between the aforesaid Auditors and the Board of Directors of the Company."

The Chairman put the resolution to vote and declared the same as having been carried unanimously on show of hands as an Ordinary Resolution.

### **Special Business:**

#### **4. Appointment and payment of Remuneration to relative of Director u/s 314 of the Companies Act 1956.**

Ms. Suman Chopra proposed the following resolution as an Ordinary Resolution. The same was seconded by Ms. Prachi Mehta.

**"Resolved that** pursuant to the provisions of Section 314 of the Companies Act, 1956 and other approvals, if any, consent of members be and is hereby given for holding of place of profit by Mr Vishal Goel as Marketing Head of the company, at a total monthly remuneration of Rs 1,50,000 per month w.e.f 1<sup>st</sup> November, 2011.

**Resolved further that** the Board of Directors of the Company be and is hereby authorized, to change the remuneration, designation and other terms and conditions of the aforesaid appointee, including increase in remuneration upto a limit prescribed under section 314(1B) of the Companies Act, 1956 read with Director's Relative (Office or Place of Profit) Rules, 2011; and to take all such steps and actions and

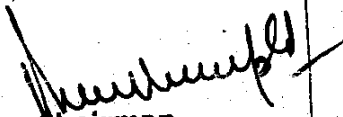
  
CHAIRMAN'  
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to give such directions, as may be in its absolute discretion deemed necessary and to do all such acts and things which may be necessary or incidental for the purpose."

**5. Vote of Thanks**

There being no other business to be transacted, the meeting concluded with a hearty vote of thanks to the Chair.

**Date: 20/10/2012**  
**Place: New Delhi**

  
**Chairman**

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