

# CENTRAL CABLES LIMITED

CIN NO. : L31300MH1981PLC023772

Regd. Office : 5, Temple Road, Civil Lines, Nagpur - 440001 India. Tel. : +91 8550933881

Email : care.centralcables@gmail.com, Website: [www.centralcables.in](http://www.centralcables.in)

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 37TH ANNUAL GENERAL MEETING (AGM) OF MEMBERS OF CENTRAL CABLES LIMITED WILL BE HELD ON FRIDAY, 28TH DAY OF SEPTEMBER, 2018 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5 TEMPLE ROAD, CIVIL LINES, NAGPUR-440001, MAHARASHTRA, TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the Year ended 31<sup>st</sup> March, 2018, together with Report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mrs. Swarna Mimani (DIN :01186819) whole time director, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint the Statutory Auditor of the Company and fix its remuneration and if thought fit to pass, with or without modification(s) the following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provision of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s), thereof, for the time being in force) based on the recommendation of Audit Committee of the Company, and the Board M/s. R.K. Patodi & Co., Chartered Accountant (Firm Registration No. 305091E), be and are hereby appointed as the Statutory Auditor of the Company, for a term of 5 consecutive years commencing from the conclusion of 37th Annual general Meeting (AGM) till the conclusion of the 42nd Annual general Meeting on such remuneration as may be mutually agreed upon by the Board of Directors and Statutory Auditors.”

### **SPECIAL BUSINESS:**

4. **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 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the requisite approvals, consents, permissions and/or sanctions as may be required from the shareholders, if any, the company had adopted the Table F of Schedule I of the Companies Act, 2013 as the new set of Article of Association of the Company, the existing Articles of Association of the Company be substituted with a new set of Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** the Company Secretary and the Compliance Officer be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:  
5 Temple Road, Civil Lines  
Nagpur-440001  
CIN: L31300MH1981PLC023772  
Date: 13-08-2018

By order of the Board of Directors  
For Central Cables Limited  
SD/-  
Mritunjay Kumar  
Company Secretary

### **Notes:**

1. An Explanatory Statement pursuant to Section 102(1) of Companies Act, 2013 relating to Special Business to be transacted at the meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY IS NEED NOT BE MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE OF THE COMPANY, DULY COMPLIED AND SIGNED, NOT LESS THAN FOURTY EIGHT (48) HOURS BEFORE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of Company carrying voting right may appoint a single person as proxy and such person shall not act as the proxy for any other person or member. During the period beginning twenty-four (24) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would entitle to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days (3) of notice in writing is given to the company.

3. Members/ Proxies should bring the enclosed Attendance Slip duly filled in and signed in terms of specimen signature lodged with company for attending the meeting. Member attending the AGM are requested to bring with them DP & Client ID Numbers, Folio Numbers for dematerialised holding and physical holding respectively. The Company would accept only the Attendance Slip from a member actually attending the meeting or from the person attending as proxy under a valid proxy form registered with the Company not less than 48 hours before the Commencement of the meeting. Attendance Slips of the members/ valid proxies not personally present at the meeting or relating to proxies which will invalid will not accepted from any other member/person.
4. Corporate members intending to send their authorised representative under Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of Board Resolution authorising their representative to attend and vote at the meeting.
5. In case of joint holding, the joint holders whose name stand first, as per the Company's records, shall alone be entitle to vote.
6. Members holding shares in same name under different Ledger Folios are requested to apply for consolidation of such folios and send the relevant share certificates to Share Transfer Agent/Company.
7. Members are requested to notify immediately any changes in their address to the company in case their shares are held in dematerialised form. This information should be passed so that the information required can be made readily available at the meeting.
8. Members holding the shares in physical form are advice to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 can be obtained from the Company at its Registered Office. Members desiring to avail this facility may send their Nomination Form duly filled in, to the Company at its Registered Office by quoting their respective folio number.
9. All the members are requested to register their e-mail ids with the Registrar and Share Transfer Agent of the Company for the purpose of service of documents under section 20 of the Companies Act, 2013 by e-mode instead of physical service of documents.
10. Electronic copy of Notice of the Annual General Meeting of the Company interalia the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail Ids are registered with company/ Depositor participants for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copy of notices interalia the process and manner of e-voting along with Attendance Sheet and Proxy Form is being sent in the permitted mode.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic mode are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding the Shares in physical form can submit their PAN to the Company.
12. Under Rule 18 of (Management and Administration) Rule, 2014, Members, who have not got their email ids registered, are requested to register their email address and changes therein with the Company in respect of the physical shares and with Depository Participants in respect of dematerialised shares. Members are also requested to provide their Unique Identification Number and PAN (CIN in case of Corporate Members) to the Company/Depository Participants.
13. The members may also note that the notice of Annual General Meeting will also be available on the website of the company i.e. [www.centralcables.in](http://www.centralcables.in). and on the website of the CDSL i.e [www.evotingindia.com](http://www.evotingindia.com).
14. The facility for voting through ballot or polling paper shall be made available at the meeting and the member attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

15. Relevant documents referred to in the accompanying notice are open for inspection by the members at the registered office of the company on all working days, except Saturday, Sunday and Public holiday, during the business hours (10:00 a.m. to 1:00 p.m.) up to the date of meeting.
16. The Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> September, 2018 to 28<sup>th</sup> September, 2018 (both day inclusive).
17. The Register of Directors and Key Managerial Personnel and their shareholding Maintained under Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
18. The Register of Contract or Arrangements in which the directors are interested, maintained under section 189 of the companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
19. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not entitle to cast their vote again.

### **Instruction for E-Voting**

**Pursuant to the provision of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rule, 2014, as amended, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard-2 on General meeting, the company is pleased to provide to its members facility to exercise their right to vote on resolution proposed to be passes in the meeting by the electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting. The Company has engaged the services from CDSL for the purpose of providing e-voting facility to all its members.**

### **In Case of Members who receive the Notice in electronic mode:**

Open the email and the PDF file with your Client ID No. or Registration Folio No. as Password. The said PDF file contains your user ID and Password for remote e-voting. Please note that the password is an initial password.

### **The procedure with respect to remote e-voting is provided below:**

- i. The voting period begins on Tuesday, 25<sup>th</sup> September, 2018 at 9.00 AM and ends on Thursday, 27<sup>th</sup> September, 2018 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Voting right will be reckoned on the Paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off 21<sup>st</sup> September, 2018.
- iii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iv. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- v. Click on Shareholders.
- vi. Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the company.
- vii. Next enter the Image Verification as displayed and Click on Login.
- viii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com). and voted on an earlier voting of any company, then your existing password is to be used.

ix. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned instruction vi.</li> </ul>

- x. After entering these details appropriately, click on “SUBMIT” tab.
- xi. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii. Click on the EVSN for CENTRAL CABLES LIMITED on which you choose to vote.
- xiv. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xvi. After selecting the resolution 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.
- xvii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xix. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xx. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobile. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xxi. Note for Non – Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same and send it to the email id of Scrutinizer i.e. [vedpragati@rediffmail.com](mailto:vedpragati@rediffmail.com)
- xxii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## GENERAL INSTRUCTIONS

- a. There will be one vote for every client No. / Registered Folio No. irrespective of the number of joint holders.
- b. The Result of E-voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes. Declared Results, along with the Scrutinizer's Report, will be available forthwith on the company's corporate website [www.centralcables.in](http://www.centralcables.in) and on the website of CDSL, such Results will be forwarded to the Stock Exchange.
- c. The e-voting period begins from Tuesday, 25<sup>th</sup> September, 2018 at 9.00 AM and ends on Thursday, 27<sup>th</sup> September, 2018 at 5.00 PM. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 21<sup>st</sup> september, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
- d. Members of the Company holding shares either in physical form or in dematerialized form as on the cutoff/entitlement date of 21<sup>st</sup> september, 2018 may cast their vote electronically.
- e. The Board of Director of the Company has appointed Mrs. Pragati Ved Kakani, (C.P. No. 8109. and Membership No. 5309), Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- f. The Chairman shall, at the General Meeting, at the end of discussion on the resolution on which voting is to be held, allow voting, with the assistance of scrutinizer, by use of ballot or polling paper.
- g. The Scrutinizer shall, immediately after the conclusion of the AGM, count the vote cast at the AGM and thereafter, unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total vote cast in favour of or against, if any, not later than 48 hours after the conclusion of AGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
- h. The Result so declared, along with the scrutinizer's Report, shall be placed on the Company website viz. [www.centralcables.in](http://www.centralcables.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). within two (2) working days of passing of the resolution at the AGM of the company. The result shall also be forwarded to Stock Exchange.

A Road Map along with prominent landmark for easy location to reach the venue of Annual General Meeting is annexed to this notice.

Registered Office:  
5 Temple Road, Civil Lines  
Nagpur-440001  
CIN: L31300MH1981PLC023772  
Date: 13-08-2018

By order of the Board of Directors  
For Central Cables Limited  
Sd/-  
Mritunjay Kumar  
Company secretary



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The existing Articles of Association of the Company are based on the Companies Act, 1956 and several regulations in the existing Articles contain reference to the Sections of the Companies Act, 1956. Some regulations in the existing Articles are no longer in conformity with the provisions of the Companies Act, 2013. With the enactment of the Companies Act, 2013, several regulations of the existing Articles of the Company require alteration and/or deletion. Given this position, it is considered expedient to wholly replace the existing Articles by a new set of Articles. The draft Articles shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays, Sundays and Public Holidays between 11.00 am to 1.00 pm upto the date of this Annual General Meeting. None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said Resolution. The Board of Directors recommends the Special Resolution set out at Item No.4 of the Notice under category of Special Business for approval by the members

**Registered Office:**  
5 Temple Road, Civil Lines  
Nagpur-440001

By order of the Board of Directors  
For Central Cables Limited  
Sd/-

CIN: L31300MH1981PLC023772  
Date: 13-08-2018

Mritunjay Kumar  
Company secretary

### **ANNEXURE TO NOTICE OF 37th AGM**

#### **Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting**

**[In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]**

Name of Director	Mrs. Swarna Mimani
Date of Birth	05/12/1980
Date of Appointment	10/03/2009
Relationship with Directors	Mr. Govinddas Daga- Father
Expertise in Specific functional area	She is expertise in Specific Functional areas of Management and finance, Administration and General Corporate areas.
Qualification	She holds a degree of Diploma in Family Managed Business and Master Degree in Management and Business Administration from IIM BANGLORE
Board Membership of Companies as on March 31, 2018	Nil
Chairman/Member of the Committees of the Board of Directors as on March 31, 2018	Nil

# CENTRAL CABLES LIMITED

CIN NO. : L31300MH1981PLC023772

Regd. Office : 5, Temple Road, Civil Lines, Nagpur - 440001 India. Tel. : +91 8550933881

Email : care.centralcables@gmail.com, Website: [www.centralcables.in](http://www.centralcables.in)

Date: 28.09.2018

**37th Annual General Meeting**  
Venue: 5, Temple Road, Nagpur.

Time: 11:00 AM

## PROXY FORM (Form No. MGT-11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

FOLIO/DP ID AND CLIENT ID:	
NAME OF THE MEMBER:	
REGISTERED ADDRESS:	
ADDRESS:	E MAIL ID:

I/ We, being the member(s) of Central Cables Limited holding \_\_\_\_\_ shares of the Company, hereby appoint

Name:- \_\_\_\_\_ Address: \_\_\_\_\_

Email Id:- \_\_\_\_\_ Signature: \_\_\_\_\_

or failing him/her

Name:- \_\_\_\_\_ Address: \_\_\_\_\_

Email Id:- \_\_\_\_\_ Signature: \_\_\_\_\_

or failing him/ her

Name:- \_\_\_\_\_ Address: \_\_\_\_\_

Email Id:- \_\_\_\_\_ Signature: \_\_\_\_\_

as my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 37th Annual General Meeting of the Company to be held on Friday, 28th September, 2018 at 11:00 AM at 5, Temple Road, Civil Lines, Nagpur- 440001 and at any adjournment thereof in respect of resolutions as are indicated below:

Resolution Nos.	Resolutions	Please Tick (Optional)		
		For	Against	Absent
<b>Ordinary Business</b>				
1.	Adoption of Audited Standalone Financial Statement of the Company and the reports of Board of Directors and Auditors for the financial year ended 31st March, 2018.			
2.	Approval for re-appointment of Mrs. Swarna Mimani (DIN :01186819), Director retiring by rotation.			
3.	Appointment of M/s. R.K.Patodi & Co., Chartered Accountant, (FRN: 305091E), as the Statutory Auditor of the Company and authorized the Board to fix the remuneration.			
<b>Special Business</b>				
4.	Adoption of new Article of Association- Table F of Schedule I of Companies Act, 2013			
Signed this _____ day of _____, 2018; Member's Folio./ DP ID/Client Id No. _____				Affix Revenue Stamp of Re. 1/-
Signature of Shareholder: _____; Signature of the Proxy: _____				

### Notes:

- Proxy need not to be a member of the Company
- The proxy form in order to be effective should be duly signed by the Member across the Revenue Stamp and should reach at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend the meeting and vote on their behalf at the meeting. Refer Note 4
- It is optional to indicate your preference. If you leave the for, against and abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may think appropriate.

**Route map for the location of the venue of the 37th Annual General Meeting of the Company to be held on Friday, 28th September, 2018, is given below:**

