

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 38TH ANNUAL GENERAL MEETING (AGM) OF MEMBERS OF CENTRAL CABLES LIMITED WILL BE HELD ON FRIDAY, 27TH DAY OF SEPTEMBER, 2019 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 Financial Year ended 31st March, 2019, together with Report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Govinddas Daga (DIN : 00202975) director, who retires by rotation and being eligible, offers himself for re-appointment.

Registered Office:

5 Temple Road, Civil Lines

Nagpur-440001

CIN: L31300MH1981PLC023772

Website: www.centralcables.in

By order of the Board of Directors

For Central Cables Limited

SD/-

Mritunjay Kumar

Company Secretary &

Compliance Officer

Date : 14-08-2019

Notes:

1. The Company's Statutory Auditor M/s. R.K. Patodi & CO., Chartered Accountant (FRN: 305091E) was appointed as Statutory Auditor for a period of five consecutive year at the 37th Annual General Meeting held on 28th September, 2018 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditor.

Pursuant to the amendments made to the companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification by the Members for the appointment of the Statutory Auditors had been withdrawn from the Statute.

In view of the above, ratification by the members for the continuance of the appointment at the 38th AGM has not being sought. The Statutory Auditor has given a confirmation to the effect that it is eligible to continue with its appointment and that it has not been disqualified in any manner from continuing as Statutory Auditor. The remuneration payable to the Statutory Auditor shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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. A member holding more than ten percent (10%) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as the proxy for any other person or member.

Proxies submitted on behalf of societies, partnership firm etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization. Proxy does not have the right to speak at the meeting and can vote on a poll.

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 Number, Folio Number 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 stands first, as per the Company's records, shall alone be entitled 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. Pursuant to Section 72 of the Companies Act, 2013 members holding the shares in physical form are advised 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. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in the Form No. SH-14.

9. All the members are requested to register their e-mail ids with the Registrar and Share Transfer Agent- Link Intime Private Limited 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 38th 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* indicating 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 at its registered office address or to the Registrar & Share Transfer Agent, M/s. Link Intime Private Limited C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai –83.
12. Pursuant to section 101 of the Companies Act, 2013 & Rule 18 of (Management and Administration) Rule, 2014, and regulation 36 of Listing Regulation, company can serve the Annual Report and other communications through electronic mode to the members who have registered their e-mail address either with the company or Depositories or the Members, who have not got their email ids registered, are requested to register their email address either with the company or with the depository. In view of the same the members who have not registered their e-mail addresses so far are requested to support Green Initiative and register their e-mail addresses for receiving the communication including Annual Report, Notices, Circulars, etc. from the company electronically.
13. The company is also in receipt of Complaints from various members from time to time regarding non-receipt of Annual Reports. Under Regulation 34 of SEBI (Listing Obligations and Disclosures Regulations) Regulations, 2015 (Listing Regulations), duly ammended the company shall submit the annual report to the Stock Exchange not later than the day of commencement of dispatch to its shareholders. Hence, members may download the copy of full Annual Report of the Company from the website of the company i.e. www.centralcables.in. Or from the website of the CDSL i.e 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. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2019 to 27th September, 2019 (both day inclusive).

16. The Register of Directors and Key Managerial Personnel and their shareholding Maintained under section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
17. The Register of Contract or Arrangements in which the directors, if any, are interested, maintained under section 189 of the companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
18. All documents, if any, 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 (11:00 a.m. to 1:00 p.m.) up to the date of meeting.
19. Pursuant to the SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vides Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, the company has stopped w.e.f 1st April, 2019 processing and effecting transfer of securities (except in case of transmission or transposition of securities) in physical mode if such requests have been received on or after 1st April, 2019. In other words, to get the equity shares transferred on or after 1st April, 2019, such shares are to be held in dematerialized mode. Letter have been sent to all the shareholders holding shares in physical mode informing them that the shares will be transferred only in dematerialised mode and therefore shareholders were requested to dematerialise their existing shares held in physical mode.
20. 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.
21. A brief resume of the director proposed to be appointed or re-appointed, nature of his expertise in functional areas, disclosures of relationship between directors inter-se, name of the entities in which he also holds the directorship and the memberships of committees of the Board and his shareholding in the company pursuant to the Regulation 36 of Listing Regulations with respect to directors seeking appointment or re-appointment at the forthcoming Annual General Meeting forms integral part of the notice and is given in the Annexure of this Notice.
22. **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 Standarad-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, 24th September, 2019 at 9.00 AM and ends on Thursday, 26th September, 2019 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 20th September, 2019 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 20th September, 2019.
- iii. The members who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again.
- iv. The shareholders should log on to the e-voting website 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. 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:

For Members holding shares in Demat Form and Physical Form	
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"> • 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. • 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.

Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> 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.
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- 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 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.
- 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 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

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, under help section or write an email to 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, alongwith the Scrutinizer’s Report, will be available forthwith on the company’s corporate website 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, 24th September, 2019 at 9.00 AM and ends on Thursday, 26th September, 2019 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 20th September, 2019 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 20th September, 2019 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 Annual 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 and on the website of CDSL 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.
- i. 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

Website: www.centralcables.in

Date : 14-08-2019

By order of the Board of Directors

For Central Cables Limited

SD/-

Mritunjay Kumar

Company Secretary &

Compliance Officer

ANNEXURE TO NOTICE OF 38th AGM

Details of the Directors seeking appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 (Listing Regulation).

Name of Director	Mr.Govinddas Daga
Date of Birth	16/12/1951
Date of Appointment	29/01/1981
Relationship with Directors	Mrs. Swarna Mimani- Daughter
Expertise in Specific functional area	Mr. Govindas Govardhandas Daga has more than 35 years of experience in the field of manufacturing, finance & management. Mr. Daga provides the strategic guidance and foresight to the Company. He is supported by a team of qualified and professional executives with considerable experience in theirrespective fields.
Qualification	Master of Science & MSEE from USA
Board Membership of Companies as on March 31, 2019	He is not a director in any other listed entity & accordingly does not have membership of any Board Committee of the listed entity.
Chairman/Member of the Committees of the Board of Directors as on March 31, 2019	
Total Number of Shares	1066875

Route map for the location of the venue of the 38th Annual General Meeting of the Company to be held on Friday, 27th September, 2019, is given below:

