

EMGEE CABLES & COMMUNICATIONS LTD.

Admn. Off. : T-16, 3rd Floor, "Alankar Plaza", Central Spine, Vidhyadhar Nagar, Jaipur - 302 023

R.O. & Works : F-75-76, Udyog Vihar, Jaitpura, Jaipur - 303 702 INDIA

Tel : 88244 23382 / 88244 23384 / 0141-2230520 • Fax : 91-141-2230520 • E-mail : info@emgeecables.com, eccl.jpr@gmail.com

CIN: L31300RJ1987PLC003918

No: ECCL/BSE/17-18

Date: 01/09/2017

To,
The Manager,
Department of Corporate Services,
BSE Ltd.,
25th Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai – 400 001

Sub. - : Annual General Meeting of the members of the Company and Book Closure

Ref. - : Scrip Code/ID – 530333/EMGEECA

Dear Sir / Madam,

Pursuant to Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that, the register of Members and Share Transfer Books of the Company will remain closed from **Saturday the 23rd Day of September, 2017 to Friday the 29th day of September, 2017** (both days inclusive) for the purpose of 30th Annual General meeting which is scheduled to be held on Friday the 29th day of September, 2017 at the registered office of the Company at F-75-76, Udyog Vihar, Jaitpura, Jaipur-303704.

Notice containing the business to be transacted at the meeting enclosed herewith.


As per section 108 of the Companies Act, 2013, read with rule 20 of the companies (Management and Administration) Rule, 2014 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means(e-voting). The Instructions for e-voting are mentioned in the Notice attached.

You are requested to take the same on record and inform all those concerned accordingly.

Thanking you,

Yours Sincerely,

For Emgee Cables and Communications Limited


(Sulekha Jangid)

Company Secretary & Compliance Officer

Encl: A/A

NOTICE OF 30th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th Annual General Meeting [“AGM”] of the members of **EMGEE CABLES AND COMMUNICATIONS LIMITED** will be held on Friday, 29th day of September, 2017 at 11:00 A.M. at the registered office of the Company at F-75-76, Udhyog Vihar, Jaitpura, Jaipur to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend on 8% Cumulative Preference Shares for the Financial Year 2016-17 @ 8% on pro rata basis.
3. To appoint a director in place of Mrs. Anuradha Choudhari (DIN: 06794396), who retires by rotation and being eligible, offers herself for re-appointment.

4. APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:

To appoint auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 35th Annual General Meeting, to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies(Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactments thereof for the time being in force), and pursuant to the recommendation of the audit committee and Board of Directors, M/s. Parakh & Co., Chartered Accountants, Jaipur (Firm Registration No. 001475C) be and are hereby appointed as Auditors of the Company in place of the retiring Auditors M/s. P.S.D. & Associates, Chartered Accountants (Firm Registration No. 004501C), to hold office for a period of five consecutive years commencing from the conclusion of this Annual General Meeting until the conclusion of the 35th Annual General Meeting of the Company to be held in Calendar Year 2022 (subject to ratification of the appointment by the members of the Company at every Annual General Meeting held after this Annual General Meeting) at such remuneration as shall be fixed by the Board of Directors of the Company in accordance with the recommendation of the audit committee and that such remuneration may be paid on a progressive billing basis.”

SPECIAL BUSINESS:

5. RATIFICATION OF REMUNERATION TO COST AUDITOR:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the payment of the remuneration of Rs. 25,000/- (Rupees Twenty

Five Thousand Only) plus applicable Taxes and reimbursement of out of pocket expenses at actuals to M/s. Bikram Jain & Associates, Cost Auditor (Firm Registration No. 101610), appointed by the Board of Directors of the Company to conduct audit of cost records made and maintained by the company pertaining to Electrical cable products for financial year commencing on 1st April, 2017 and ending on 31st March, 2018, in connection with the aforesaid audit be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

6. RE-APPOINTMENT OF MR. SHRIPAL CHOUDHARI (DIN : 00403872) AS A MANAGING DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Articles of Association of the Company and all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, Mr. Shripal Choudhari (DIN: 00403872) be and is hereby re-appointed as Managing Director and designated as CEO of the Company at a total remuneration not exceeding Rs. 3,00,000/- per month, for a period of 3 (Three) years with effect from June 01, 2017 to May 31, 2020 on the terms and conditions including remuneration as set out below:

(I) **Basic Salary:** Not exceeding Rs. 1,00,000/- per month.

(II) **Perquisites and Benefits** : In addition to above the following perquisites not exceeding the overall ceiling as prescribed under schedule V, annexed to the Companies Act, 2013 will be provided to the Managing Director and CEO:

CATEGORY (A)

a) Medical Reimbursement / Mediclaim Insurance:

Reimbursement of expenses actually incurred, for self and family; the total cost to the Company shall not exceed one month’s salary per year or three months’ salary in a period of three years. However only those expenses will be reimbursed which have not been reimbursed in the mediclaim insurance policy, if any, taken by the company from time to time.

b) Leave Travel Concession:

For self and family once in a year; the total cost to the Company shall not exceed one months’ salary per year or three months’ salary in a period of three years.

c) Club Fees

Fees of clubs payable subject to a maximum of two clubs except entrance and life membership fees.

CATEGORY (B)

In addition to the perquisites, Mr. Shripal Choudhari shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

a) Provident Fund / Superannuation Fund or Annuity Fund:

The Company's contribution to Provident Fund / Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

b) Gratuity:

Gratuity payable shall not exceed half month's Basic Salary for each completed year of service.

c) Leave:

Earned leave on full pay and allowances as per the rules of the company, but not exceeding one month's leave for every eleven months of service.

CATEGORY (C)

a) Conveyance

Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.

b) Telephone

Free telephone facility at residence. Personal long distance calls shall be billed by the Company.

c) Reimbursement of Expenses

Apart from the remuneration as aforesaid, Mr. Shripal Choudhari, Managing Director & CEO shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

d) Sitting Fee

No sitting fee shall be paid to Mr. Shripal Choudhari, Managing Director & CEO for attending the Meetings of Board of Directors or any committee thereof.

Other Terms & Conditions:

a) Mr. Shripal Choudhari perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.

b) He shall be liable to retire by rotation.

c) If at any time Mr. Shripal Choudhari, ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Managing Director.

d) Either party to terminate the appointment on three months' notice in writing to the other.

RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Shripal Choudhari in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made

thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and are hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the company and Mr. Shripal Choudhari, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

7. INCREASE IN BORROWING LIMITS FROM RS. 75,00,00,000/- TO RS. 100,00,00,000/- :

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the special resolution passed by the members of the Company at the 29th Annual General Meeting held on 30th September, 2016 and pursuant to section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities, if any, while granting such approvals, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing for the purpose of business, from time to time, any sum or sums of monies on such terms and conditions with or without security as the Board of Directors may think fit, which together with the monies already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) and being borrowed by the Board at any time shall not exceed in the aggregate at any time **Rs. 100,00,00,000/- (Rupees One Hundred Crores Only)** in Indian Rupees or equivalent thereof in any foreign currency(ies)irrespective of the fact that such aggregate amount of borrowings outstanding at any time may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised and it shall always be deemed to have been so authorised to finalise and execute the requisite agreement, documents, deeds and writings and to do all such other acts, deeds and things as may be necessary to give effect to the above resolution.”

8. TO CONSIDER AND APPROVE RELATED PARTY TRANSACTIONS WITH H.M.S. INVESTMENTS PRIVATE LIMITED.

To consider and, if thought fit, to pass, the following resolution as a **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to compliances of all applicable laws and regulations, if any, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into related party transactions/contract/arrangement with H.M.S. Investments Private Limited for sale/purchase of goods, for an aggregate amount of not more than Rs. 50,00,00,000/- (Rupees Fifty Crores) for financial 2017-18 on such terms and conditions as laid down in the explanatory statement and in such form and manner as the Board in its absolute discretion may deem fit and proper.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and deeds as may be required and to sign all such acts and documents as may be necessary to implement the decision”.

**BY ORDER OF THE BOARD OF DIRECTORS
For EMGEE CABLES AND COMMUNICATIONS LIMITED**

SD/-

(SULEKHA JANGID)

**COMPANY SECRETARY &
COMPLIANCE OFFICER**

JAIPUR, MAY 30, 2017

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights.

A member holding more than ten percent 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 a proxy for any other person or shareholder.

- 2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution/ Power of attorney authorizing their representative to attend and vote on their behalf at the Meeting**
- 3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.**

4. At the forthcoming Annual General Meeting, Mrs. Anuradha Choudhari , Whole Time Director of the Company liable to retires by rotation, seeks re-appointment.
5. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the required details pursuant to Schedule V of the Companies Act, 2013 and Secretarial Standard on General Meeting are provided as an annexure to notice.
6. Members /Proxies/ Authorized representative are requested to bring their copy of annual report and the attendance slip duly filled to attend the Meeting.
7. Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
8. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Company.
9. For security reasons and for proper conduct of the AGM, entry to the place of the AGM will be regulated by the Attendance Slip, which is annexed to this Notice. Members, Proxies and authorized representatives attending the meeting are requested to bring the attendance slip duly filled to the Meeting complete in all respects and signed at the place provided thereat and hand it over at the entrance of the venue. Members/Proxies/ Authorized representative attending the meeting are required to submit a valid identity proof such as PAN Card/AADHAR/passport etc. to enter the AGM hall.
10. The Register of Members and Share Transfer Books of the Company will remain closed from **23rd September, 2017 to 29th September, 2017** (both days inclusive) for the purpose of Annual General Meeting and for the payment of dividend to Preference share holders and AGM.
11. In accordance with the provisions of Section 123 of the Companies Act, 2013, dividend on Preference shares as recommended by the Board of Directors, if declared at the AGM, will be paid within a period of 30 days from the date of declaration to those Members whose names appear in the Register of Members of the Company, as at the close of business hours on Friday, September 22, 2017.
12. Members are requested to address all correspondence to **M/s MCS Share Transfer Agent Limited**, F- 65 1st floor, Okhla Industrial Area, Phase -1 New Delhi, Delhi - 110020, who is acting as our Registrar and Share Transfer Agent. Please quote your folio number and our Company's name in all your future correspondences.

13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts 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.
14. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11:00 A.M. and 1:00 P.M. up to the date of Annual General Meeting.
15. The Annual Report and the Notice of AGM are available at the website of the Company at www.emgeecables.com and website of CDSL Depository at www.evotingindia.com.
16. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least ten days before the date of meeting to enable us to keep the information ready at the meeting.
17. Members holding shares in physical form are requested to immediately intimate change of address/bank mandate if any, to the Registrar and Share Transfer Agent quoting reference of the registered folio number.
18. Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.
19. The Government took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its Members through electronic mode.

Accordingly, the Company sends all communication including the Notice along with Annual Report in electronic form to all Members whose email Id's are registered with the Company/ Depository Participant(s) unless a specific request for hard copy has been requested.

Members are requested to update their email Id's with the Company for receiving the notices and other documents at their email address.

20. 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 form are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agents.
21. Members desirous of making nomination as permitted under Section 72 of the Companies Act, 2013 in respect of the physical shares held by them in the Company, can make nominations in Form SH-13, which can be procured from the Registrar and Share Transfer Agent **M/s MCS Share Transfer Agent Ltd.** The Members

holding shares in Demat form may contact their respective depository participants for such nominations

22. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

23. CS Manoj Maheshwari, Practising Company Secretary (Membership No. FCS 3355, COP No.1971), Jaipur has been appointed as a scrutinizer for the conduct of e-voting process in a fair and transparent manner.
24. The Scrutinizer, after scrutinizing the votes cast at the meeting (Polling by ballot) and through remote e-voting, will, not later than 48 hours from the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company **www.emgeecables.com** and on the website of CDSL **www.evotingindia.com**. The results shall simultaneously be communicated to Stock Exchanges.
25. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on **Friday, 22nd September, 2017** (Cut off date).
26. The remote E-voting period **begins on Sunday, 24th September, 2017 at 10.00 a.m. and ends on Thursday, 28th September, 2017 at 05.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on Friday, 22nd September, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
27. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as of the cut-off date i.e. September 22, 2017, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However if you are already registered

with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.

28. Members who have received the Notice by email and who wish to receive the Notice in physical form are requested to fill in the requisite details and send the same to the Company.

29. E-VOTING FACILITY:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (ii) Click on “Shareholders- “Login”
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If 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 in instruction (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of Emgee Cables and Communications Limited.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. 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 Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non-Individual Shareholders and Custodians**
- Non- Individuals shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 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.

Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **Friday, 22nd September, 2017** may follow the same instructions as mentioned above for e-Voting.

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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Bikram Jain & Associates, Cost Accountants, (Firm Registration No101610), as the Cost Auditor of the Company to conduct audit of cost records made and maintained by the company pertaining to Electrical cable products for financial year commencing on 1st April, 2017 and ending on 31st March, 2018.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company.

Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018 as set out in the Resolution for the aforesaid services to be rendered by them.

None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

ITEM NO. 6

The members at the Annual General Meeting held on 30th September, 2016 appointed Mr. Shripal Choudhari as Managing Director of the company for a period of 3 years with effect from 01st June 2014. The current term of Mr. Shripal Choudhari as Managing Director expired on 31st May 2017.

Mr. Shripal Choudhari , aged 59 years, is an Commerce Graduate and holds Diploma in Wire and Cable from Wire Association International USA, having over 29 years of expertise in the Research and Development and Marketing of wires and cables products business. He is the founder of EMGEE GROUP. The company has grown and flourished under his guidance. His management skills and self belief has been a crucial factor in the growth and expansion of the business. His presence serves as a positive catalyst in the company. Mr. Shripal Choudhari possesses appropriate skills, experience and knowledge; inter alia, in the field of Research and Development and Marketing of wires and cables products business..

Pursuant to recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 30th May, 2017 approved re-appointment of Mr. Shripal Choudhari, as Managing Director and designated him as the Managing Director and CEO of the Company, for a period of 3 (Three) years with effect from 1st June, 2017 to 31st May, 2020 on the terms and conditions including remuneration as set in the resolution . This is subject to the approval of the members at this Annual General Meeting.

The Company is a manufacturing and trading company, the financial performance of the company has been satisfactory. The remuneration proposed is as recommended by Nomination and Remuneration Committee and appropriate considering the job profile, size of the Company and the prevailing industry standards.

This should be treated as an abstract of the terms of re-appointment and payment of remuneration to Mr. Shripal Choudhari , Managing Director and a memorandum as to the nature of concern of interest of the Directors as required under section 190 of the Companies Act, 2013.

Save and except Mr. Shripal Choudhari being appointee, Mr. Abhinav Choudhari (his son) and Mrs. Anuradha Choudhari (his wife), being relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the said resolution.

Brief resume and other details of Mr. Shripal Choudhari, as stipulated under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Schedule V of the Companies Act, 2013 and the relevant provisions of the Secretarial Standard on General Meeting are provided in the Annexure to the notice of the Annual general Meeting.

The Board recommends Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

ITEM NO. 7

As per provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the members in General Meeting, borrow monies in excess of the aggregate of the paid-up capital of the Company and its free reserves.

The Company may expand/diversify its production capacity and it may be partly financed through Term Loans from Banks. Hence, increase in borrowings of the Company would necessitate restructuring of the borrowing limits by authorizing the Board of Directors to borrow moneys which may exceed at any time aggregate of the paid-up capital of the Company and its free reserves.

In supersession of the special resolution passed by the members of the Company at the 29th Annual General Meeting held on 30th September, 2016 and pursuant to section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and provisions of Articles of Association and all other applicable rules, laws and acts ,if any, and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities, if any, while granting such approvals, the Board recommends the revised limit to the extent of **Rs. 100,00,00,000/- (Rupees One Hundred Crores only)** in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit under 180(1)(c) of the Companies Act, 2013 as set out in the Resolution for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommend the Special Resolution set out at Item No. 7 of the Notice for approval by the Members in supersession of the resolution passed by the members of the Company at the 29th Annual General Meeting held on 30th September, 2016.

ITEM NO. 8

In the light of provisions of section 188 of the Companies Act 2013 and rules thereof (including any amendment thereto or re-enactment thereof), and the applicable provisions of Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company in their Meeting held on May 30, 2017, approved the annual limits for 2017-18 subject to the approval of the shareholders. Shareholders' approval for the same is sought for in the ensuing AGM.

Company may enter into with its Related Party (as defined under the Companies Act 2013) for the financial year 2017-18 for such amount as Board of Directors of the Company may from time to time determine in the interest of the Company, and fit in the ordinary course of Business and on Arm's length Basis. All prescribed disclosures as required to be given under the provisions of the Companies Act 2013 and Companies (Meetings of Board and its Powers) Rules, 2014, are given herein below in a tabular format for kind perusal of the members.

Particulars of the proposed transactions for the purpose of approval u/s 188 of the Companies act, 2013 maximum value of contract/ transactions.

Transactions defined u/s 188(1) of Companies Act, 2013- sale, purchase or supply of any goods or materials and availing or rendering of any services* * In Ordinary Course of Business and on Arm's length basis.
--

The details of the transaction are given hereunder:

- (A) Name of Related party and nature of relationship: HMS Investments Private Limited, in which directors are common.
- (B) Nature, duration and particulars and material terms of contract, including value, if any of the contract or arrangement: Contract under Section 188(1)(a) and/or 188(1)(d) (sale, purchase or supply of any goods or materials and availing or rendering of any services) having value of Not more than Rs. 50,00,00,000/- (Rupees Fifty Crores Only) for F.Y. 2017-18, transaction in the ordinary course of Business and on Arm's Length Prices.
- (C) Name of the Directors and KMP who are related: Mr. Shripal Choudhari, Managing Director and CEO and Mr. Abhinav Choudhari, Director and CFO (his son), Mrs. Anuradh Choudhari, Whole Time Director (his wife).

(D) Advance paid or received for the Transaction-NIL

(E) Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract: All proposed transactions would be carried out as part of the business requirements of the Company and are ensured to be on Arm's length basis.

(F) Any other relevant information- All factors and information relevant to the arrangement and important for the Board to take a decision have been considered and are disclosed/stated above.

Common Directors/ Members are hereby informed that pursuant to second proviso of section 188(1) of the Companies Act, 2013, no member of the company shall vote on such special resolution, to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Board of Directors of your Company recommends the resolution as set out in the Item no. 8 of the notice for the approval of members of the Company as Ordinary Resolution.

Save and except Mr. Shripal Choudhari, Managing Director & CEO, Mr. Abhinav Choudhari Director and CFO are Common Directors and Mrs. Anuradha Choudhari, Whole time Director, being relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the said resolution.

**BY ORDER OF THE BOARD OF DIRECTORS
For EMGEE CABLES AND COMMUNICATIONS LIMITED**

SD/-

(SULEKHA JANGID)

COMPANY SECRETARY & COMPLIANCE OFFICER

JAIPUR, MAY 30, 2017

ANNEXURE TO THE NOTICE OF 30th AGM

Disclosure as required under Schedule V to the Companies Act, 2013, is given hereunder:

Mr. Shripal Choudhari

I.	General information:	
(1)	Nature of industry	Manufacturing and Trading
(2)	Date or expected date of commencement of commercial production	Commercial operation commenced in April 1987
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
(4)	Financial performance based on given indicators (March 31, 2017)	
		(Amount in Rs.)
	Total Revenue	1,755,313,152/-
	Less: Total Expenditure	1,743,060,683/-
	Profit / (Loss) before Taxation	12,309,912/-
	Tax expenses	4,834,219/-
	Profit / (Loss) after Tax	7,475,693/-
(5)	Foreign Investment or collaborators, if any	N.A
II.	Information about the appointee:	
(1)	Background details	Mr. Shripal Choudhari, aged 59 years is a Commerce Graduate and holds Diploma in Wire and Cable from Wire Association International USA bearing over 29 years of rich experience in the Research and Development and Marketing of wires and cables products business..
(2)	Past remuneration	Rs. 60,000/- per month
(3)	Job profile and his suitability	Appointed as Managing e Director for a period of 3 (Three) years with effect from June 1, 2017 on terms and conditions of his appointment as mentioned in the resolution.
(4)	Remuneration proposed	Not exceeding Rs. 3,00,000/- Per Month
(5)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed is justified and commensurate with the profile of the appointee and the industry standards.
(6)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Managing Director of the Company. Father of of Mr. Abhinav Choudhari and Husband of Mrs. AnuradhaChoudhari.
III.	Other Information:	
(1)	Reasons of loss or inadequate profits	Due to economic slowdown and consequent adverse market conditions prevailing in the country.
(2)	Steps taken or proposed to be taken for improvement	The company is making certain strategic and management changes which would result in better efficiency and thereby contributing to the profitability in the years to come.
(3)	Expected increase in productivity and profits in measurable terms	The company is very conscious about improvement in efficiency and undertakes constant measure to improve it. However it is extremely difficult in the present scenario to predict efforts to improve the margins.

The remuneration package proposed to be given to Mr. Shripal Choudhari is as per details given in the resolution.

Additional information on Director being appointed/ re-appointed as required under Regulation 36 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in the order of the items mentioned in the Notice:

Name of Directors	Mrs. Anuradha Choudhari	Mr. Shripal Choudhari
Date of Birth & Designation	12.12.1962 Whole Time Director	22.10.1958 Managing Director and CEO
Age	55 Years	59 Years
Brief resume of the director	Promoter and Whole Time Director of the Company. She is a Graduate, bearing over 21 years of experience in the administration sector.	Promoter & one of the first Directors of the Company, Shri Shripal Choudhari has been on the Board of Directors since incorporation on 31 st March, 1987. He is a Commerce Graduate and holds Diploma in Wire and Cable from Wire Association International USA bearing over 29 years of rich experience in the Research and Development and Marketing of wires and cables products business..
Nature of expertise in specific functional areas	Administration	R&D and Marketing
Terms of appointment/ Re-appointment	Appointed as Whole Time Director of the Company, for a period of 3 (Three) years with effect from June 1, 2016	Appointed as Managing Director of the Company, for a period of 3 (Three) years with effect from June 1, 2017
Remuneration last drawn	Refer MGT-9	Refer MGT-9
Remuneration to be drawn	NA	Not exceeding Rs. 3,00,000/- per month
No. of Board meetings attended during the year	6(Six) Board meetings held in the Financial Year 2016-17	6(Six) Board meetings held in the Financial Year 2016-17
Original date of appointment and date of re-appointment	Original Date of Appointment- February 12, 2015 Date of re-appointment- June 1, 2016	Original Date of Appointment- March 31, 1987 Date of re-appointment- June 1, 2014
Disclosure of relationships between inter-se	Wife of Shri Shripal Choudhari (Managing Director and CEO)and mother of Shri Abhinav Choudhari(Director and CFO)	Husband of Mrs. Anuradha Choudhari (Whole Time Director) and Father of Mr. Abhinav Choudhari (Non Executive Director and CFO)
Names of listed entities (other than Emgee Cables and Communications Limited) in which the person also holds the directorship and the membership of Committees of the board	NIL	Glance Finance Limited <ul style="list-style-type: none"> • Audit Committee • Stakeholder & Relationship Committee • Nomination & Remuneration Committee
Shareholding in Emgee Cables and Communications Limited	2,75,900	1,53,000

EMGEE CABLES AND COMMUNICATIONS LIMITED

Admin. off.:T-16, "Alankar Plaza", Central Spine, Vidhyadhar Nagar, Jaipur-302023

R. O. & Works: F-75-76, Udhyog Vihar, Jaitpura, Jaipur-303704

Tel: +91-141-3240104-05,3277104 Fax: +91-141-2230520

Website: www.emgeecables.com, E-mail: eccl.jpr@gmail.com

CIN : L31300RJ1987PLC003918

ATTENDANCE SLIP FOR ATTENDING ANNUAL GENERAL MEETING

Regd. Folio No.....
.....

No. of Shares held

DP. ID. No.
.....

Client ID.No.

I certify that I am a member / proxy / authorised representative for the member(s) of the Company.

I hereby record my presence at the 30TH **Annual General Meeting** of the Company held on Friday, 29th September, 2017 at 11:00 A.M. at the Registered Office of the Company at F-75-76, Udhyog Vihar, Jaitpura, Jaipur

.....
Member's / Proxy's name in Block Letters
Proxy

.....
Signature of Member/

Note : Please fill up this attendance slip and hand over at the entrance of the meeting hall.

EMGEE CABLES AND COMMUNICATIONS LIMITED

Admin. off.:T-16, "Alankar Plaza", Central Spine, Vidhyadhar Nagar, Jaipur-302023
R. O. & Works: F-75-76, Udhog Vihar, Jaitpura, Jaipur-303704
 Tel: +91-141-3240104-05,3277104 Fax: +91-141-2230520
 Website: www.emgeecables.com, E-mail: eccl.jpr@gmail.com
 CIN : L31300RJ1987PLC003918

**Form No. MGT-11
 PROXY FORM**

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

CIN :L31300RJ1987PLC003918
 Name of the Company : EMGEE CABLES AND COMMUNICATIONS LIMITED
 Registered Address : F-75-76, Udhog Vihar, Jaitpura, Jaipur-303704

Name of the Member(s)	
Registered address	
E-mail ID	
Folio No. / DP ID and Client ID	

I/We, being the Member(s) of..... shares of the above named Company, hereby appoint

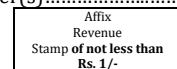
1. Name:.....
 Address:.....
 E-mail ID:.....
 Signature:....., or failing him/her
2. Name:.....
 Address:.....
 E-mail ID:.....
 Signature:....., or failing him/her
3. Name:.....
 Address:.....
 E-mail ID:.....
 Signature:.....

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Friday, 29th day of September, 2017 at 11.00 A.M. at the Registered Office of the Company situated at F-75-76, Udhog Vihar, Jaitpura, Jaipur and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution Number	Resolution	Vote (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of the financial statements of the Company for the year ended 31 March, 2017 together with the reports of the Board's and Auditor's thereon. (Ordinary Resolution)			
2.	To appoint a director in place of Mrs. Anuradha Choudhari (DIN: 06794396), who retires by rotation and being eligible, offers herself for re-appointment. (Ordinary Resolution)			
3.	Appointment of the Statutory Auditors of the Company.(Ordinary Resolution)			
4.	To declare dividend on preference shares @8% on prorata basis.(Ordinary Resolution)			
Special Business				
5.	Ratification of Remuneration to Cost Auditor. (Ordinary Resolution)			
6.	Re-appointment of Mr. Shripal Choudhari (DIN: 00403872) as a Managing Director of the Company. (Ordinary Resolution)			
7.	Increase in borrowing limits from Rs. 75,00,00,000/- to Rs. 100,00,00,000/- (Special Resolution)			
8.	To consider and approve related party transactions with H.M.S. Investments Private Limited . (Ordinary Resolution)			

Signed this..... day of2017.

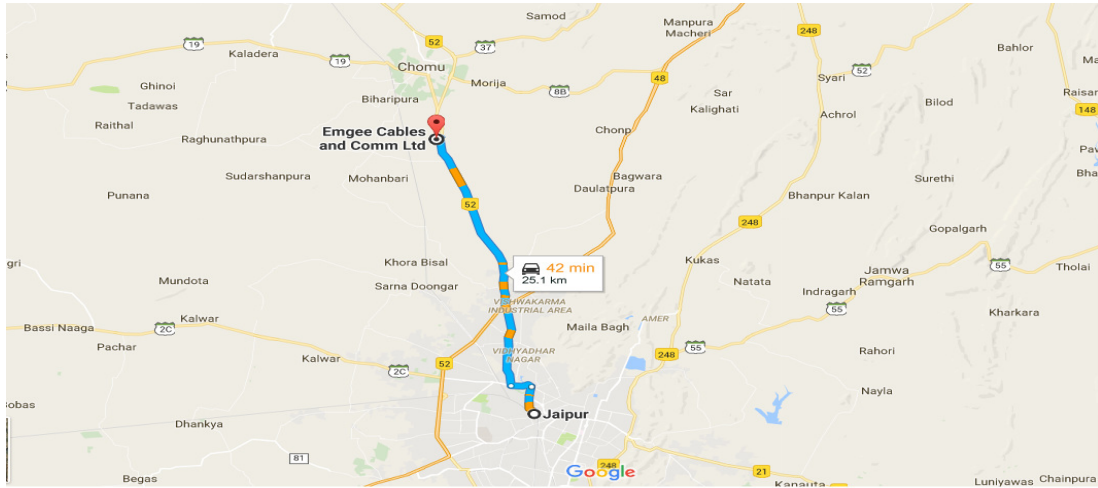
Signature of shareholder.....
 Signature of proxy holder(s).....



* It is optional to indicate your preferences. If you leave the "for" or "against" column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Note: This form of Proxy, to be effective, should be deposited at the Registered Office of the Company not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.

ROUTE MAP TO THE VENUE OF THE 30th ANNUAL GENERAL MEETING



Venue of 30th AGM: F-75-76, Udyog Vihar, Jaitpura, Jaipur-303704