



Established In 1994 Public Ltd Co. Listed In Stock Exchange. More than 3000 Project Customers
Our Esteemed Client: Tata/Birla/RIL/Essar/DRDO/BARC/Navy/Railway/NTPC/L&T/NPCL/GAIL

Registered Office:

Office No: 53, Jagat Satguru Industrial Estate.
Off Aarey Road, Near Kothkar Compound,
Goregaon (East) Mumbai- 400063.

Contact Details:

Phone : 022+29271460/5890/1098/09324237471
Mail ID : sunil@rtclcables.com
Website : www.rtclcables.com
CIN NO : L31300MH1994PLC083244

Ref No.: RTL/BSE/Notice-AGM/16-17/03

Date: 06/09/2016

To,
The General Manager,
Department of Corporate Services,
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, 21st Floor, Fort,
Mumbai - 400 001

Ref.: Scrip Code – 533083
Subject: Notice of 22nd ANNUAL GENERAL MEETING

Respected Sir,

Pursuant to Regulation 30 read with Clause 12 of Para A of Part A of Schedule III of SEBI (Listing Obligation & Disclosure Requirements), Regulation, 2015, please find enclosed herewith the Notice of 22nd Annual General Meeting of **RISHABHDEV TECHNOCABLE LIMITED** to be held on Friday 30th September, 2016 at 10:00 A.M. at the Registered office of the Company at Unit No. 53, Jagat Satguru industrial Estate, Near Vishweshwar Nagar Road, Goregaon East, Mumbai-400063,

Kindly consider the aforesaid details for your necessary records.

Thanking You.

Your faithfully,

For **Rishabhdev Technocable Limited**


Sunil B. Golchha
Chairman & Managing Director
DIN NO: 00318899



Encl.: as above



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NOTICE TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT THE 22nd ANNUAL GENERAL MEETING OF THE MEMBERS OF RISHABHDEV TECHNOCABLE LIMITED WILL BE HELD ON FRIDAY, 30TH SEPTEMBER, 2016 AT THE REGISTERED OFFICE OF THE COMPANY AT UNIT NO. 53, JAGAT SATGURU INDUSTRIAL ESTATE, NEAR VISHWESHWAR NAGAR ROAD, GOREGAON (EAST), MUMBAI 400063, MAHARASHTRA AT 10:00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

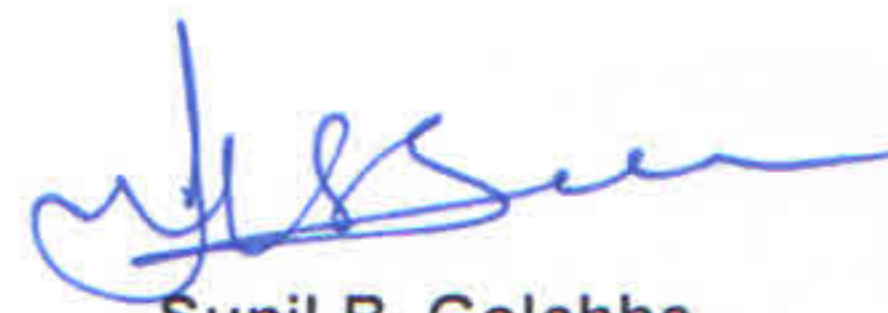
Ordinary Business:

1. To receive, consider and adopt the Financial Statements of the Company for the Financial Year ended 31st March 2016 including Audited Balance Sheet as at 31st March, 2016, the Statement of the Profit and Loss for the year ended on that date and Reports of the Board of Directors along with the Independent Auditors Report thereon.
2. To appoint the New Statutory Auditors and to fix their remuneration and in this regards pass with or without modification, 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, framed there under, as amended from time to time and pursuant to the recommendations of the Audit Committee, M/s. JMK & Co. Chartered Accountants (Firm Registration No. 120459W), be appointed as statutory Auditors of the Company in place of resigning auditors M/s. DMKH & Co, Chartered Accountants (Firm Registration No. 116886W), to hold office from the conclusion of this 22nd Annual General Meeting (AGM) until the conclusion of the 27th AGM, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors decided."

3. If any earlier Ordinary/Special Business is pending, to be consider and discuss in this Annual General Meeting.

For and on Behalf of the Board of Director
Rishabhdev Technocable Limited



Sunil B. Golchha
Chairman & Managing Director
DIN: 00318899



Date: 06.09.2016

Place: Mumbai

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members / proxies are requested to bring their copies of annual report to the meeting and attendance slip duly filled in for attending the meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday September 24, 2016 to Friday September 30, 2016 (both days inclusive) for the purpose of Annual General Meeting. Cut-off date for the purpose of e-voting

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- in the Annual General Meeting will be September 23rd, 2016.
4. Members desiring any information regarding the accounts are requested to write to the Company at least 7 days before date of the meeting, so as to enable the Company to keep the information ready.
 5. Statutory Registers and the documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days (Monday to Friday) between 10.00 a.m. to 2.00 p.m. up to the date of Annual General Meeting and will also be available for inspection at the Meeting.
 6. Green Initiative in the Corporate Governance: The Government of India- Ministry of Corporate Affairs has vide the Circular No. 17/2011 21st April, 2011, allowed service of documents to the shareholders in the electronic mode. Thus, having regard to the said Circular read with the information Technology Act, 2000, the Company hereby requests the Members to register their E-mail Address (and any change therein from time to time) with M/s Universal Capital Securities Pvt. Ltd., the Registrar and Share Transfer Agents of the Company. The Company proposes to send the future correspondence in electronic form to the Members who's E-mail Address is registered with the Registrar and Share Transfer Agents of the Company. Any Member desiring to receive the said correspondences in the physical form should inform the Company.
 7. Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents M/s Universal Capital Securities Pvt. Ltd. 25, Shakil Niwas, Opp. Satya Sai Baba Temple, Mahakali Caves Road, Andheri (East), Mumbai- 400093.
 8. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
 9. **Voting through electronic means:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting system provided by Central Depository Securities Limited (CDSL). The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM is termed as 'remote e-voting'.
 - II. 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.
- The instructions for e-voting are as under:**
- A. In case a Member receives an email from CDSL [for members whose email IDs are registered with the Company/ Depository Participants]:
 - (1) Open email and open PDF file viz; "RISHABHDEV TECHNOCABLE e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (2) Launch internet browser by typing the following URL: <https://www.evoting.CDSL.com/>
 - (3) Click on "Shareholder – Login"
 - (4) Put user ID and password as initial password/PIN noted in step (a) above. Click Login.
 - (5) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (6) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (7) Select "EVEN" (E-Voting Event Number) of Rishabhdev Technocable Limited.
 - (8) Now you are ready for e-voting as Cast Vote page opens.
 - (9) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when Prompted.
 - (10) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (11) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (12) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs.mukeshsaraswat@gmail.com with a copy marked to evoting@cdsl.co.in



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CIN NO : L31300MH1994PLC083244

(13) Important

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)
	<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.
	<ul style="list-style-type: none"> 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	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio. <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 (v).

(14) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when Prompted.

(15) 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.

(16) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(17) Upon confirmation, the message "Vote cast successfully" will be displayed.

(18) Once you have voted on the resolution, you will not be allowed to modify your vote.

10. Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinize_fpo@rtclcables.com with a copy marked to evoting@CDSL.co.in.
11. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants or who request physical copy of notice]:
12. In case of any queries, you may refer the frequently asked questions (FAQs) for shareholders and e-voting user manual for shareholders available at the downloads section of www.evoting.CDSL.com.
13. If you are already registered with CDSL for e-voting, then you can use your existing user ID and password / PIN for casting your vote.
14. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
15. The e-voting period commences on, Tuesday 27th September, 2016 (10:00 am) and ends on Thursday 29th September, 2016 (5:00 pm)., the cut-off date of 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for



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voting thereafter. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

As the voting would be through electronic means, the Members who do not have access to e-voting, may send their assent or dissent in writing on the Ballot Form enclosed with the Annual Report. You are required to complete and sign the Ballot Form and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company - Mr. Mukesh Saraswat, Practicing Company Secretary, Scrutinizer, M.K Saraswat & Associates, Office Address at 1st Floor JBF House 13, Old Post Office Lane Kalabadevi Road Marine Line (East), Mumbai-400002 not later than, 29th September, 2016 (6.00 p.m. IST). Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting, i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

16. Mr. Mukesh Saraswat (Membership No. 28618), Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process (including ballot form received from the members who do not have access to the e-voting facility) in a fair and transparent manner.
17. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, and send it to the Chairperson of the Company.
The Results shall be declared at or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rtclcables.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and also communicated to the Bombay Stock Exchange Ltd. (BSE).
18. The Company has opted e-voting facility with CDSL. As per the information by R&T of our Company.

For and on Behalf of the Board of Director
Rishabhdev Technocable Limited

Sunil B. Golchha
Chairman & Managing Director
DIN: 00318899



Date: 06.09.2016
Place: Mumbai



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

ITEM NO. 2:

M/s. DMKH & Co., Chartered Accountants holding office of the Statutory auditors of the Company up to the conclusion of this Annual General Meeting has tendering resignation due to pre occupancy from the post of Statutory Auditor of the Company as on 06/09/2016. Hence recommendation of Audit Committee Board approved the appointment of New Auditor M/s JMK & Co. in the place on existing Auditor for the period of 5 Years commencing from the conclusion of 22nd AGM till the conclusion of the 27th AGM, subject to ratification by members every year, as may be applicable.

M/s JMK & Co., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 2 of the notice.

The Board recommends the resolution set forth in item No. 2 of the notice for approval of the members.

For and on Behalf of the Board of Director
Rishabhdev Technocable Limited



Sunil B. Golchha
Chairman & Managing Director
DIN: 00318899



Date: 06.09.2016
Place: Mumbai



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Form No. MGT-11
PROXY FORM
22ND ANNUAL GENERAL MEETING – 30TH SEPTEMBER, 2016

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

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting / of the company, to be held on the Friday 30th September, 2016 at 10:00 a.m. at Registered office and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	To receive, consider and adopt the Financial Statements of the Company for the Financial Year ended 31st March 2016 including Audited Balance Sheet as at 31st March, 2016, the Statement of the Profit and Loss for the year ended on that date and Reports of the Board of Directors along with the Independent Auditors Report thereon		
2.	To appoint the New Statutory Auditors and to fix their remuneration		

* Applicable for investors holding shares in Electronic form.

Signed this ____ day of ____ 20__

Affix Revenue Stamps

Signature of Shareholder Signature of Proxy holder

Signature of the shareholder

Across Revenue Stamp

- Note:
- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
 - 2) The proxy need not be a member of the company



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Attendance Slip

RISHABHDEV TECHNOCABLE LIMITED

(Unit No.53, 1st Floor, Jagat Satguru Industrial Estate, Vishveshwar Nagar Road, Goregaon
(East), Mumbai-400063.)

(Please fill the attendance slip and hand it over at the entrance of meeting venue. Joint shareholders may obtain additional attendance slip on request.)

Ref. Folio

DP ID* _____

No. of shares held

Client ID _____

Name and Address of Shareholder: _____

I / We hereby record my / our presence at the Annual General Meeting of Rishabhdev Technocable Ltd held on 30th September, 2016 at 10.00 a.m. at Regd. Office: 53, Jagat Satguru Industrial Estate, 1st Floor, off. Aarey Road, Goregaon (E), Mumbai- 400 063

Signature of Shareholder / Proxy

* Applicable for Shareholders holding shares in Electronic form