



**EXTRACTS OF THE 8TH ANNUAL GENERAL MEETING OF SHILPI CABLE TECHNOLOGIES LIMITED HELD ON MONDAY, 1<sup>ST</sup> SEPTEMBER, 2014 AT 11.30 A.M AT SIRI FORT AUDITORIUM COMPLEX, (AUDITORIUM- III), AUGUST KRANTI MARG, NEW DELHI- 110049**

**Item no. 11: Issue of Bonus Shares**

**Resolved that** pursuant to the provisions of Section 63 of the Companies Act, 2013 and pursuant to Article No. 59 of the Articles of Association of the Company, and applicable provisions of the SEBI (ICDR) Regulations 2009 and other applicable provisions, if any, and subject to such consents and approvals as may be required and such other terms, conditions, alterations, modifications, changes and variations as may be specified by stock exchange or any other authorities; a sum of Rs. 49,31,61,360/- (forty nine crores thirty one lacs sixty one thousand three hundred sixty only) be capitalized out of the amount standing to the credit of the Securities Premium Account of the Company and the same be applied for allotment of 4,93,16,136 (four crore ninety three lacs sixteen thousand one hundred thirty six) fully paid new Equity Shares of Rs. 10 each as Bonus Shares to the persons, whose names appear on the Register of Members of the Company or whose names appear as the beneficial owner(s) of the Equity Shares of the Company, in the records of the Depositories, on such date as may hereafter be fixed by the Board of Directors (herein after referred to as "the Record Date") and that such new Equity Shares be accordingly allotted as Bonus Shares to such persons respectively, in proportion of 1 (one) Equity Share for every 1 (one) Equity Shares held by them on the Record Date, inter-alia, on the following terms and conditions:

- a. That the new Equity Shares so allotted shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing Equity Shares;
- b. no letter of allotment shall be issued in respect of Bonus Shares and in the case of the members who hold shares or opt to receive the shares in Dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in case of the members who hold equity shares in physical form, the share certificates in respect of Bonus Shares will be dispatched, within such time as prescribed by law and relevant authorities.
- c. That the issue and allotment of the new Equity Shares in favour of non-resident members of the Company, if any shall be in accordance with the regulations and provisions issued by the Reserve Bank of India from time to time.

**Resolved further that** the Board of Directors be and is hereby authorized:

- i. To apply for listing of the new Equity Shares issued as Bonus shares to the Stock Exchange and also to make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) for crediting the Bonus shares to the individual demat accounts of the allottees;
- ii. To accept and to carry, on behalf of the company, modifications, if any, relating to the issue of the new Equity Shares, which may be proposed by the concerned regulatory authorities and which the Board may in their absolute discretion think fit and proper; and

**Shilpi Cable Technologies Limited**

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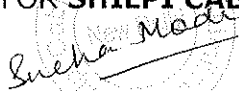
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- iii. To settle all question or difficulties that may arise with regard to the allotment and issue of the said new Equity Shares in such manner as they shall determine in their absolute discretion."

**Resolved further that** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to the aforesaid Resolution."

**CERTIFIED TO BE TRUE  
FOR SHILPI CABLE TECHNOLOGIES LIMITED**

  
**SNEHA MODI**  
**COMPANY SECRETARY**  
MEMBERSHIP NO. A34158



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

The Board of Directors of the company evaluated encouraging performance during the financial year 2013-14. It also discussed its sustainability in the current year and after careful evaluation of foreseeable future earning and other criteria felt that it is appropriate to capitalize the part of reserve fund by way of issue of bonus shares in the ratio of 1 (One) new equity share for 1 (One) existing equity shares as proposed in the resolution.

The bonus shares proposed to be issued will rank pari-passu in all respects and carry the same rights as the existing equity shares of the Company.

Pursuant to the applicable provisions of the Companies Act, 2013 and Articles of Association of the Company, it would be necessary to obtain approval of the members by way of special resolution for issue of bonus shares by capitalization of its reserve fund and hence necessary resolution has been proposed for the approval of members.

The Board of Directors recommends the Special Resolutions for the approval of the Members.

The Directors, the Key Managerial personnel of the Company and their relatives are deemed to be concerned or interested in the resolution to the extent of shares held, if any by them in the Company.

**CERTIFIED TO BE TRUE  
FOR SHILPI CABLE TECHNOLOGIES LIMITED**

*Sneha Modi*  
**SNEHA MODI  
COMPANY SECRETARY  
MEMBERSHIP NO. A34158**

**Shilpi Cable Technologies Limited**

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