

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 : 91-141-3240104-05, 3277104 • Fax : 91-141-2230520 • E-mail : info@emgeecables.com, eccl.jpr@gmail.com

CIN: L31300RJ1987PLC003918

Ref.: ECCL/BSE/2015-16

Date: 09.11.2015

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

Sub: Result of Postal Ballot

Ref.: Scrip Id.: 530333

Dear Sir / Ma'am,

This has reference to our letter dated 06.10.2015 enclosing the Postal ballot notice dated 25.09.2015 along with the explanatory statement seeking the consent of members by way of Special Resolution vide postal ballot/electronic voting with respect to the following item of business:

1. Creation of mortgage or charge, sell, lease or otherwise dispose off the whole or Substantially the whole of the undertaking(s) of the Company under Section 180(1)(a) of the Companies Act, 2013 to secure borrowings upto a sum of Rs. 50,00,00,000/- (Rupees Fifty Crores Only)

In connection with the above, we would like to inform you that Resolution in the aforesaid notice has been passed by the members of the Company by requisite majority.

Find enclosed herewith the Scrutinizer's Report dated November 7, 2015.

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**

Encl: a/a



MANOJ MAHESHWARI
COMPANY SECRETARY

☎ 2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.

"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

November 7, 2015

To,
Mr. Shripal Choudhari
Managing Director and CEO
Emgee Cables and Communications Limited,
F-75-76, Udhyog Vihar,
Jaitpura, Jaipur-303 702,

Dear Sir,

Sub: Passing of Resolutions through Postal Ballot.

Pursuant to the resolution passed by the Board of Directors of **Emgee Cables and Communications Limited** (hereinafter referred to as "Company") on Friday, September 25, 2015, I had been appointed as the Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the Special Resolution as circulated in the postal ballot notice dated September 25, 2015.

To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder vide The Companies (Management and Administration) Rules, 2014 (as amended) and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 April 17, 2014, listed companies, are required to provide e-voting facility to their shareholders on all shareholder resolutions to be passed at General Meetings or through Postal Ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, e-voting which has been made applicable, the company has provided for the same.

The Company accordingly had made arrangements with the System Provider CDSL for providing a system of recording votes of the shareholders electronically through remote e-voting. The company had also accordingly made arrangements through its Registrar and Transfer Agent, MCS Share Transfer Agent Limited (herein after referred as "RTA") to set up the remote e-voting facility on the CDSL e-voting Website <https://www.evotingindia.com>.

The Company through RTA also uploaded the resolution together with the explanatory statement on which remote e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice dated September 25, 2015 sent to the shareholders by e-mail and by courier. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of September 25, 2015.



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Reference to the Companies Act, 2013	Type and description of the Resolutions
1) Special Resolution pursuant to Section 180(1) (a) and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to create charge/mortgage, sell/lease or otherwise dispose off the whole or substantially the whole of undertaking(s) and/or asset(s), present and future of the Company to secure borrowings within the overall limits aggregating to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) .

I report that the Postal Notice dated September 25, 2015 under section 110 of the Companies Act, 2013 read with the Rule 22 under the Chapter on "Management and Administration" as notified by MCA on March 27, 2014 (as amended) was dispatched to all the shareholders by electronic means via e-mail to 202 (Two Hundred and Two) shareholders and by courier to 2,435 (Two Thousand Four Hundred and Thirty Five) shareholders along with the self-addressed prepaid Business Reply Envelope on or before October 5, 2015. I further report that as stated in the Notice sent to the shareholders, the Company had fixed 5:00 p.m. on Wednesday, November 4, 2015 as the last date for receipt of Postal Ballots and for remote e-voting.

As confirmed by the management, there were no such envelopes containing Postal Ballot forms which were returned undelivered and 12 e-mails were bounced back and physical Postal Ballot Forms have been dispatched to such shareholders immediately thereafter by the Company.

As stated in sub rule 4 of Rule 20 of The Companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 The Companies (Management and Administration) Rules, 2014, an advertisement was published by the company in "The Indian Express, English Newspaper and "Nafa Nuksan" vernacular language Newspaper, *in English language*, on October 6, 2015, informing about the completion of the dispatch of the postal ballot Notices, by courier and electronic means via e-mail, to the shareholders along with other related matters mentioned therein.

There were no physical postal ballot forms received by the Company. The votes cast by the members by remote e-voting through CDSL up to 05.00 P.M. on November 4, 2015, being the last date fixed by the Company for remote e voting, were considered for my scrutiny. The details of the remote e-voting was provided by the system provider namely CDSL.

On scrutiny, I report that out of 2,637 (Two Thousand Six Hundred and Thirty Seven) shareholders, 12 (Eight) shareholders have exercised their votes through remote e-voting and none of the shareholder have exercised their votes through Postal Ballot Forms. The details of polling results for the item placed for consideration by the members are given below:



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Item No 1: Special Resolution pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)

Total No. of Shareholders	2,637		
Total No. of Shares	44,05,500		
Receipt of postal Ballot Forms	From October 6, 2015 to November 4, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	12	20,66,900
Total Votes cast through Postal Ballot forms received	B	0	0
Grand Total of remote e-voting/Postal Ballot Form (A+B)	C	12	20,66,900
Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated)	D	0	0
Net remote e-voting/Postal Ballot Forms (C-D)	E	12	20,66,900

NOTES:

- i. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Postal Ballot or the number of shares mentioned in the Postal ballot whichever is less.
- ii. There is no case where the shareholder has voted both through Postal Ballot and through remote e-voting.

SUMMARY OF POSTAL BALLOT

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	20,64,400	20,64,400	100	20,64,400	0	100	0
Public institutional holders	50,000	0	0	0	0	0	0
Public-others	22,91,100	2,500	0.11	2,500	0	100	0



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Total	44,05,500	20,66,900	46.92	20,66,900	0	100	0
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Percentage of Votes cast in favour: **100%** Percentage of votes cast against: **0.00**

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the Special Resolution under Section 180(1) (a) of the Companies Act, 2013 as set out in the notice of postal ballot dated September 25, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of the announcement of the result.

I further report that as per the Postal Ballot Notice dated September 25, 2015 and the Board Resolution dated September 25, 2015, the Managing Director may declare and confirm the above results of voting by postal ballot in respect of the resolution referred herein. The results of Postal Ballot together with the Scrutinizer's Report would be displayed on the Company's website www.emgeecables.com and on the website of CDSL within 2 days of passing of the resolutions and shall also be communicated to the Stock Exchanges.

I further report that the Company has duly complied with Rule 22 of The Companies (Management and Administration) Rules, 2014 regarding procedure to be followed for conducting business through postal ballot. I further report that as per the said rules, the records maintained by me including the data as obtained from CDSL, the system provider for the remote e-voting facility extended by them are in my safe custody which will be handed over to the Managing Director of the Company after he approves and signs the minutes of the meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Yours Faithfully,



CS Manoj Maheshwari
Scrutinizer
FCS: 3355
C.P. No.: 1971

