



# 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-303702

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

Website: [www.emgeecables.com](http://www.emgeecables.com), E-mail: [eccl.jpr@gmail.com](mailto:eccl.jpr@gmail.com)

CIN : L31300RJ1987PLC003918

## POSTAL BALLOT NOTICE

### Notice pursuant to Section 110 of the Companies Act, 2013

Dear Shareholder(s),

**Notice** is hereby given that pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 the Company is seeking consent of the shareholders, through proposed Special Resolutions, set out herein below, proposed to be passed by way of postal ballot.

Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 pertaining to the said Special Resolutions setting out the material facts and the reasons for the proposal and the Postal Ballot Form (the 'Form') are being sent along with this Notice for your consideration.

The Board of Directors of the Company have appointed CS Manoj Maheshwari, FCS 3355, Practising Company Secretary, Jaipur, as a Scrutinizer for conducting the Postal Ballot process in accordance with the law and in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Form duly completed with the assent (for) or dissent (against), in the enclosed self-addressed business reply envelope so that it reaches the Scrutinizer on or before the closing of working hours i.e. 05:00 P.M. on Monday, 25<sup>th</sup> day of January, 2016, addressed to CS Manoj Maheshwari, Scrutinizer, Emgee Cables and Communications Ltd., at the registered office of the Company situated at F-75-76, Udhog, Vihar, Jaitpura, Jaipur -303702.

As per the provisions of the Companies Act, 2013, Special Resolutions shall be declared as passed by way of postal ballot if votes cast in favour of the resolutions are not less than three times the number of the votes, if any, cast against the resolutions by members entitled to vote.

Members may note that as required under the provisions of Sec 108, 110 and other applicable provisions (if any) of the Companies Act, 2013 and the rules as applicable in that regard and Clause 35B of the Listing Agreement, the Company has engaged the services of Central Depository Services (India) Limited to provide remote e-voting facility to members of the Company. Accordingly, the Company is providing remote e-voting facility as an alternate, which would enable them to cast votes electronically, instead of dispatching Postal Ballot Forms. Please read and follow the instructions on remote e-voting enumerated in the Notes to this Notice. Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the remote e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the facility are given separately.

If a member has opted for remote e-voting, then he/she should not vote by Postal Ballot and vice versa. However, in case members cast their vote both via physical ballot and remote e-voting, then remote e-voting shall prevail and voting done via physical ballot shall be treated as invalid. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating remote e-voting.

If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com) till 5:00 P.M. on Monday, 25<sup>th</sup> January, 2016. Please refer to the instructions annexed to this notice for e-voting.

The Scrutinizer will submit his report to the Managing Director after completion of the scrutiny and the result of the voting by postal ballot will be announced on Wednesday, 27<sup>th</sup> January, 2016, at 05:00 P.M. (appointed time) by the Managing Director, failing him, Director, failing him Company Secretary of the Company. Members who wish to be present at the time of declaration of results may do so by reaching at the registered office of the Company at the appointed time. Also, the result will be published on the website of the Company, [www.emgeecables.com](http://www.emgeecables.com). The resolutions, if approved, will be taken as passed effectively on the last date of receipt of postal ballot forms and e-voting, i.e. 25<sup>th</sup> January, 2016.

### **SPECIAL RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT**

#### **Item no. 1 – Increase and Reclassification of Authorized Share Capital Clause and alteration of Capital Clause of Memorandum of Association**

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

**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules issued thereunder (including any statutory modification or re-enactment thereof for the time being in force) the authorized share capital of the Company be and is hereby increased from Rs. 5,00,00,000 (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lac) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,00,00,000 (Rupees Ten Crores only) divided into 70,00,000 (Seventy lac) equity shares of Rs. 10/-(Rupees Ten Only) each and 30,00,000 (Thirty Lac) preference shares of Rs. 10/-(Rupees Ten Only) each.



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**RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be and is hereby amended and be substituted by the following:

*V. Rs. 10,00,00,000 (Rupees Ten Crore only) divided into 70,00,000 (Seventy lac) equity shares of Rs. 10/-(Rupees Ten Only) each and 30,00,000 (Thirty Lac) preference shares of Rs. 10/-(Rupees Ten Only) each.*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof ), be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s) of the Company.

## Item no. 2 – Alteration of Article 5 of Articles of Association

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

**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules issued thereunder (including any statutory modification or re-enactment thereof for the time being in force), Article 5 of the Articles of Association of the Company be and is hereby amended and substituted by the following:

*5. The authorized share capital of the Company shall be in accordance with Clause V of the Memorandum of Association of the Company with such rights, privileges and conditions respectively attached thereto as may be from time to time conferred by the Regulations of the Company, and the Company may from time to time increase or reduce its capital and divide the shares in the capital for the time being into several classes, consolidate or sub-divide the shares and attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and the Companies Act, 2013 and the rules issued thereunder and vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company and the legislative provisions for the time being in force in that behalf.*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof ), be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s) of the Company.

## Item no. 3 –Issue of Preference Shares

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

**RESOLVED THAT** pursuant to the provisions of Sections 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 ('Rules') framed thereunder, as may be amended from time to time, and the Memorandum and Articles of Association of the Company and any rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such terms, conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the members of the Company be and is hereby accorded to the Board to invite/offer, issue and allot 25,00,000 (Twenty Five Lac) – 8% Cumulative Preference Shares ('CPS') of Rs. 10/- each, aggregating to Rs. 2,50,00,000 (Rupees Two Crore and Fifty Lac Only), in one or more tranche(s), for cash at par, to the following persons by way of private placement;

<b>Sr. No.</b>	<b>Name</b>	<b>Address</b>	<b>Category</b>	<b>No. of shares</b>	<b>%age of the Issue</b>
1.	Mr. Abhinav Choudhari	6, Chanakyapuri, Bani Park, Jaipur, 302016, Rajasthan	Promoter	9,00,000	36
2.	Mr. Shripal Choudhari	6, Chanakyapuri, Bani Park, Jaipur, 302016, Rajasthan	Promoter	8,00,000	32
3.	Mrs. Anuradha Chouhdari	6, Chanakyapuri, Bani Park, Jaipur, 302016, Rajasthan	Promoter	8,00,000	32

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 55 read with rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 (as amended from time to time), of the Act, the each CPS shall:

- carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- be non-participating in the surplus funds;
- be non-participating in the surplus funds and profits, on winding up which may remain after the entire capital has been repaid;



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- d) be paid dividend on cumulative basis;
- e) be non-convertible
- f) have voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Act;
- g) CPS will be redeemed at the expiry of three years from the date of allotment.

## RESOLVED FURTHER THAT

a. the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue and also shall be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to the compliance with the applicable guidelines, notification, rules and regulations;

b. the Board be and is hereby authorised to accept any amendments, modifications, variations and alterations as any regulatory authority may stipulate in that behalf and;

c. the Board be and is hereby authorised to delegate all or any of its powers to a committee of directors or executives (as it may consider appropriate) to give effect to the aforesaid resolutions including to execute any documents on behalf of the Company before any governmental authority (ies) and to appoint any professional advisers / consultants / lawyers in that regard.

## Item no. 4 –Issue of Equity Shares

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

**RESOLVED THAT** pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended read with the rules made thereunder, to the extent notified and in effect, and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, and subsequent amendments thereto, including but not restricted to the (SEBI ICDR Regulations), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto as in force and subject to other applicable rules, regulations and guidelines of the Securities and Exchange Board of India, and the stock exchanges where the shares of the Company are listed and enabling provisions of the Memorandum and Articles of Association of the company and the listing agreements entered into between the Company and the Stock Exchanges and subject to requisite approvals, consents, permissions and/or sanctions if any, of SEBI, the Stock Exchanges and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred hereunder), the Board be and is hereby authorized to create, offer, issue and allot up to 10,00,000 (Ten Lac) equity shares of face value of Rs. 10/- each ("Equity Shares") fully paid up, for cash, at such price (including premium) being not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations, on a preferential basis, so that the total value of the number of Equity Shares so issued at a price not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations aggregates to not more than Rs. 1,00,00,000 (Rupees One Crore) for cash to the following stated at such time or times, in one or more tranches and on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion:

Sr. No.	Name	Address	Category	No. of shares	%age of the Issue
1.	Mr. Narendra Karnavat	2A Kitab Mahal, 192 Dr D.N. Road, Mumbai 400001.	Non promoter	5,00,000	50%
2.	Mr. Bharmal Lodha	A50/1370 MIG Colony, Adarsh Nagar, Worli, Mumbai 400030	Non promoter	5,00,000	50%

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter VII and Regulation 71 of the SEBI ICDR Regulations, the "**Relevant Date**" for the purpose of calculating the floor price for the issue of Equity Shares is 24<sup>th</sup> December, 2015 , since 25<sup>th</sup> December, 2015 is a public holiday and 26<sup>th</sup> December, 2015 being Saturday.

**RESOLVED FURTHER THAT** the equity shares to be allotted pursuant to the aforesaid preferential allotment shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up equity shares of face value of Re. 10/- each of the Company, subject to lock-in as per requirements of SEBI ICDR Regulations and subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the proposed allottee in dematerialised form within a period of 15 days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval.



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**RESOLVED FURTHER THAT** subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, as may deem expedient.

**"RESOLVED FURTHER THAT** the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admitting the new equity shares allotted on preferential basis as and when required."

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity shares and listing of the equity shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

**Place: Jaipur**  
**Date: 15.12.2015**

**By Order of the Board**  
**For Emgee Cables and Communications Ltd.**

**Sulekha Jangid**  
**Company Secretary**

## **NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out above is annexed hereto.
2. Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as received from Registrar and share transfer agent as on Friday, 11<sup>th</sup> December, 2015.
3. Voting rights shall be reckoned only on the fully paid up shares registered in the name of the Member as on the cut-off date i.e. Friday, 11<sup>th</sup> December, 2015.
4. As per Rule(s) enumerated in Companies (Management and Administrative) Rules 2014, details of dispatch of Notice and Postal Ballot Form(s) to the members will be published in one (1) English newspaper having nationwide circulation and in one (1) vernacular newspaper in the principal Vernacular language circulating in the State in which the registered office of the company is situated.
5. In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and Rules 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Equity Listing Agreement, the company is pleased to offer remote e-voting facility as an alternate to all the members of the company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Remote E-voting is optional.

## **The procedure and instructions for remote e-voting are as under:**

### **In case of members receiving e-mail:**

- I. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- II. Click on "Shareholders" tab.
- III. Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.

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- 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*	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"> <li>• 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.</li> <li>• 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.</li> <li>• Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
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"> <li>• Please enter the DOB or 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).</li> </ul>

- 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 resolution 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 remote e-voting on the resolutions contained in this Notice.
- X. Click on the **EVSN i.e. 151211001** for the relevant **Emgee Cables and Communications Ltd.** on which you choose to vote.
- 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 "RESOLUTION 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 changed 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. Note for Non-Individual Shareholders & Custodians:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
  - 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 they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
  - 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.
- XVIII. In case you have any queries or issues regarding remote 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.



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## Members receiving Notice by Post/Courier:

Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.

- The remote e voting period starts at 10:00 A.M. on Saturday, 26<sup>th</sup> December, 2015 and ends at 05:00 P.M. on Monday, 25<sup>th</sup> January, 2016. The e-voting module will be disabled by CDSL for voting thereafter.
- 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.voting@cdslindia.com](mailto:helpdesk.voting@cdslindia.com).
- Members have the option either to vote through the remote e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can seek duplicate Postal Ballot Form from the Company, fill in the requisite details and send the same to the Company.

## EXPLANATORY STATEMENT PURSUANT TO SEC. 102 OF THE COMPANIES ACT, 2013

### Item Nos. 1 and 2:

The Board of Directors at their meeting held on December 15, 2015 considered a capital raising proposal for the Company to augment long term capital requirement of the Company and to ensure ideal debt equity ratio of the Company.

Accordingly it is proposed to increase the authorised share capital of the Company from Rs. 5,00,00,000 (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lac) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,00,00,000 (Rupees Ten Crore only) divided into 70,00,000 (Seventy lac) equity shares of Rs. 10/-(Rupees Ten Only) each and 30,00,000 (Thirty Lac) preference shares of Rs. 10/-(Rupees Ten Only) each and consequently alter the Capital Clause of the Memorandum and Articles of Association of the Company.

The Board of Directors of the Company believe that the proposed increase in Capital is in the best interest of the Company and its members. The Board of Directors, therefore, recommend the special resolutions at item nos. 1 and 2 through postal ballot for your approval.

None of the Directors, Key Managerial Personnel and their relatives in any way is concerned or interested in the special resolutions set forth in item nos. 1 and 2 of the notice, except to the extent of shares that may be allotted to them.

The Memorandum and Articles of Association of the Company (as amended) will be open for inspection at the registered office of the Company during business hours on all working days between 11:00 A.M. and 1:00 P.M. up to 27<sup>th</sup> January, 2016.

### Item No. 3:

The Board considered an issue of 25,00,000 (Twenty Five Lac) 8% Cumulative Preference Shares of Rs. 10/- at par as permitted (all of which are hereinafter collectively referred to as "CPS") of an aggregate amount not exceeding Rs. 2,50,00,000 (Rupees Two Crore and Fifty Lac Only) to proposed allottees as a preferential issue in terms of The Companies Act, 2013, for the purpose of augmenting capital requirement of the Company.

The CPS will bear a dividend of 8% per annum payable from the date of allotment of CPS till the date of redemption. The CPS shall be redeemed at the expiry of 3 years from the date of allotment of CPS. The CPS will not be listed security. The offer / issue / allotment / redemption would be subject to the all regulatory compliances, approvals etc.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the ministry of corporate affairs/stock exchanges and other regulatory bodies, if any as may be required under the provisions of the Companies Act, 2013 and the listing agreement, as in force.

Pursuant to the provisions of section 55 of the Companies Act, 2013, read with the rules applicable in that behalf approval of the members is required for the proposed allotment of CPS on a preferential basis. Accordingly, the consent of the shareholders is being sought, pursuant to the applicable provisions of the Companies Act, 2013 read with Rules made thereunder to issue and allot CPS on preferential basis as stated in the resolution. The proposed preferential issue is subject to the approval of the members of the Company to the Board, without the need of any further approval from the members, to undertake the preferential issue.

In terms of the provisions of Section 55 read with rules made thereunder of the Companies Act, 2013 the relevant disclosures / details are given below:

a)	the size of the issue and number of preference shares to be issued and nominal value of each share	25,00,000 – 8% Cumulative Preference Shares ("CPS") of Rs. 10/- each, aggregating Rs. 2,50,00,000 in one or more tranche(s)
b)	the nature of such shares i.e. cumulative or non - cumulative, participating or non - participating , convertible or non – convertible	Cumulative, Non-participating Non-Convertible Preference shares
c)	the objectives of the issue;	to augment long term capital requirement of the Company and to ensure ideal debt equity ratio of the Company

# 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-303702

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

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

CIN : L31300RJ1987PLC003918

d)	the manner of issue of shares	Preferential						
e)	the price at which such shares are proposed to be issued;	At par						
f)	the basis on which the price has been arrived at;	Not applicable as shares are being issued at par						
g)	the terms of issue, including terms and rate of dividend on each share, etc.;	The shares shall carry a fixed cumulative dividend at a rate of 8% on the capital for the time being paid-up thereon						
h)	the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion;	Each CPS shall be redeemed at the expiry of three years from the date of allotment of CPS						
i)	the manner and modes of redemption;	Redemption after 3 years in cash						
j)	the current shareholding pattern of the company;	Equity Shareholding Pattern as on December 11, 2015: <table border="1" style="margin-left: 20px;"> <thead> <tr> <th>Category</th> <th>% to equity Capital</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>47.04</td> </tr> <tr> <td>Public</td> <td>52.96</td> </tr> </tbody> </table>	Category	% to equity Capital	Promoter	47.04	Public	52.96
Category	% to equity Capital							
Promoter	47.04							
Public	52.96							
k)	the expected dilution in equity share capital upon conversion of preference shares.	Nil						
l)	Transferability of CPS	At the option of allottee.						
m)	Payment Terms	The entire issue price of Rs. 10/- per CPS shall be payable upfront on application.						
n)	Variation in terms of CPS	Any variation in the terms of the CPS after allotment thereof will be valid only if consented to by all holders of the CPS and in accordance with applicable provisions of the Companies Act, 1956, 2013 or any statutory modification thereof and Rules framed thereunder.						

The issue of CPS is in accordance with the provisions of the Articles of Association of the Company. There is no subsisting default in the redemption of preference shares issued by the Company earlier or in the payment of dividend due on those preference shares issued by the Company.

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommend the special resolution through postal ballot for your approval.

None of the Directors, Key Managerial Personnel and their relatives in any way is concerned or interested in the resolutions set forth in item no. 3 of the notice, except Mr. Shripal Choudhari, Managing Director, Mrs. Anuradha Choudhari, Director and Mr. Abhinav Choudhari, Director and CFO being allottees.

The Memorandum and Articles of Association of the Company will be open for inspection at the registered office of the Company during business hours on all working days between 11:00 A.M. and 1:00 P.M. up to 27<sup>th</sup> January, 2016.

#### Item No. 4:

The Company is in the process of raising additional capital to meet the needs of its growing business, including long-term capital requirements for pursuing growth plans and to maintain ideal debt equity Ratio, and for that purpose proposes to issue up to 10,00,000 Equity Shares of Rs.10 each to the following person(s):

Sr. No.	Name	Address	PAN	Category	No. of shares
1.	Mr. Narendra Karnavat	2A Kitab Mahal, 192 Dr D.N. Road, Mumbai 400001.	AACPK8028Q	Non Promoter	5,00,000
2.	Mr. Bharmal Lodha	A50/1370 MIG Colony, Adarsh Nagar, Worli, Mumbai 400030	ABTPL9203G	Non Promoter	5,00,000

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The Board of Directors of the Company in their meeting held on 15<sup>th</sup> December, 2015 approved the proposal for augmenting capital by way of issuance of fresh equity through preferential issue of securities.

Section 62 of the Companies Act, 2013 and the provisions of the Listing Agreement provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 62 unless the shareholders of the Company decide otherwise.

The Resolution, if passed, will have the effect of allowing the Board to issue and allot Equity Shares to the investors who are not existing members of the Company. Since the proposed Special Resolution would result in issue of Equity Shares of the Company otherwise than to the members of the Company in the manner laid down under Section 62 of the Companies Act, 2013, consent of the shareholders is being sought pursuant to the provisions of Section 42, 62 and all other applicable provisions of the Companies Act, 2013 and the Listing Agreement.

The Equity Shares allotted would be listed on BSE Limited. The Preferential Allotment is subject to the approval of the members of the Company and other statutory approvals, if any. Since the Company is listed, the proposed issue is in terms of the provisions of the Companies Act, 2013 ("Act"), SEBI (ICDR) Regulations, 2009 (as amended), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and other applicable provisions. Details of the Preferential Allotment and other particulars in terms of Regulation 73 of SEBI (ICDR) Regulations in relation to the aforementioned Special Resolution are given as under:

## 1. Objects of the Issue:

To meet the needs of our growing business, including long term capital requirements for pursuing our growth plans and to enhance our Debt equity ratio.

## 2. Intention of promoters / directors / key management persons to subscribe:

The Preferential Allotment is being made to Mr. Narendra Karnavat and Mr. Bharmal Lodha, who are not the Promoters of the Company.

## 3. Pre-issue & Post-issue Shareholding Pattern of the Company is given below:

Post allotment of Equity Shares under Preferential Allotment, there will be a consequential change in the shareholding of the Company:

Sr. No.	Category of shareholder	Pre-issue as on 11 <sup>th</sup> December, 2015		Post-issue*	
		Total number of shares	Percentage of total number of shares**	Total number of shares	Percentage of total number of shares
A	<b>Promoters' holding:</b>				
1.	Indian:				
	Individual	10,09,630	22.92	10,09,630	18.68
	Bodies Corporate	10,62,770	24.12	10,62,770	19.66
	<b>Sub Total (A1)</b>				
2.	Foreign Promoters	0	0	0	0
	<b>Sub Total (A2)</b>				
	<b>Sub Total A(A1+A2)</b>	<b>20,72,400</b>	<b>47.04</b>	<b>20,72,400</b>	<b>38.34</b>
B	<b>Non-Promoters' Shareholding</b>				
1.	Institutional Investors				
	Financial Institutions/ Banks	50,000	1.13	50,000	0.92
2.	Non-Institutions				
	Bodies Corporate	1,33,300	3.03	1,33,300	2.47
	Individuals	18,28,300	41.50	28,28,300	52.32
	NRI	3,16,500	7.18	3,16,500	5.86
	OCB	5,000	0.12	5,000	0.09
	<b>Sub Total B(B1+B2)</b>	<b>23,33,100</b>	<b>52.96</b>	<b>33,33,100</b>	<b>61.66</b>
C	<b>GDRS</b>	0	0	0	0
	<b>Grand Total(A+B+C)</b>	<b>44,05,500</b>	<b>100</b>	<b>54,05,500</b>	<b>100</b>

\* The post-issue shareholding calculated above assumes issue and allotment of 10,00,000 Equity Shares to the Promoters/Non-Promoter under Preferential Allotment.

\*\* The aforesaid percentages are based on capital as on Friday, 11<sup>th</sup> December, 2015.



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#### 4. Proposed time of Allotment:

The Equity Shares shall be allotted within a period of 15 days from the date of receipt of shareholders' approval, or in the event of the allotment of Equity Shares requiring approvals or permissions from any regulatory authority or the Central Government, within 15 days from the date of such approvals or permission, as the case may be.

#### 5. The identity of the natural persons who are the ultimate beneficial owners and change of control, if any:

Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and / or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

<u>Name, PAN and address of allottee</u>	<u>Category</u>	<u>Ultimate beneficial owners of the proposed allottees</u>	<u>Pre holding</u>	<u>No of equity shares to be allotted</u>	<u>Issue Price (INR) of equity shares</u>	<u>Post-issue holding</u>	<u>% Post-issue holding</u>
Mr. Narendra Karnavat, AACPK8028Q, 2A Kitab Mahal, 192 Dr D N Road, Mumbai 400001.	Non Promoter	Not Applicable	Nil	5,00,000	Rs. 10/- each	5,00,000	9.25
Mr. Bharmal Lodha, ABTPL9203G A50/1370 MIG Colony, Adarsh Nagar, Worli, Mumbai 400030	Non Promoter	Not Applicable	Nil	5,00,000	Rs. 10/- each	5,00,000	9.25

#### 6. Undertakings of the Company:

The Company undertakes to re-compute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2009, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

#### 7. Issue Price and Relevant Date:

The price at which Equity Shares will be allotted under the Preferential Allotment shall be in accordance with Chapter VII of the SEBI ICDR Regulations and the Companies Act, 2013. As per Chapter VII of the said SEBI (ICDR) Regulations, issue of Equity Shares, on a preferential basis, can be made at a price not less than the higher of the following:

(a) The average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on the recognized Stock Exchange during the twenty six weeks preceding the Relevant Date; or

(b) The average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on a Stock Exchange during the two weeks preceding the Relevant Date. For this purpose, "Relevant Date" means the date thirty days prior to the date of passing of the proposed Resolution.

Accordingly, the Relevant Date for the preferential allotment is Thursday, 24<sup>th</sup> December, 2015, since 25<sup>th</sup> December, 2015 is a public holiday and 26<sup>th</sup> December, 2015 is Saturday in terms of Regulation 71 of the SEBI (ICDR) Regulations.

#### 8. Instrument and Numbers:

The Company is proposing to issue up to 10,00,000 Equity Shares to Mr. Narendra Karnavat and Mr. Bharmal Lodha.

#### 9. Change in control:

There shall be no change in management or control of the Company pursuant to the issue of equity shares.

#### 10. Lock-in:

The Equity Shares proposed to be offered and allotted in the Preferential Allotment shall be locked-in in accordance with Regulation 78 of Chapter VII of SEBI (ICDR) Regulations.

#### 11. Auditor's Certificate:

The Statutory Auditor's certificate, as required under Regulation 73(2) of the SEBI (ICDR) Regulations will be made available for inspection at the Registered Office of the F-75-76, Udhog Vihar, Jaitpura, Jaipur-303 702 between 10:00 A.M. and 01:00 P.M. on all working days (excluding Sunday) up to Wednesday, 27<sup>th</sup> January, 2016.



## **EMGEE CABLES AND COMMUNICATIONS LIMITED**

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The Company has not made any preferential issue of securities during the current year.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013, other applicable provisions of Companies Act, 2013 and Chapter VII of the Regulations.

The Board of Directors believe that the proposed Preferential issue and allotment of Equity Shares is in the best interest of the Company and its members. Your Directors, therefore, recommend the special resolution set out at item no. 4 for your approval.

None of the Directors/Key Managerial Personnel/their relatives of the Company are in any way concerned or interested in the above referred special resolution.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement.

All the documents referred to in the accompanying Notice and Statement Annexed thereto would be available for inspection without any fee by the members at the Registered Office of the Company during 11:00 A.M. to 1:00 P.M. on any working day (excluding Saturday and Sunday) till 27<sup>th</sup> January, 2016.

**Place: Jaipur**  
**Date: 15.12.2015**

**By Order of the Board**  
**For Emgee Cables and Communications Ltd.**

**Sulekha Jangid**  
**Company Secretary**

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## POSTAL BALLOT FORM

(Please read the instructions carefully before filling this form)

Serial No.:-

1.	Name(s) of Member(s)/Beneficial Owner: (including joint holders, if any, in block letters)	_____
2.	Registered address of the sole/first named Member/Beneficial Owner:	_____ _____ _____ _____
3.	Registered Folio no./DP ID*/Client ID*: (*applicable to investors holding shares in dematerialized form)	_____
4.	No. of shares held:	

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated 15<sup>th</sup> December, 2015 issued by the Company by sending my/our assent/dissent to the said Special Resolutions by placing the tick mark (✓) in the appropriate column below:

Sr. no.	Particulars	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution to Increase and Reclassify the Authorized Share Capital and alteration of Capital Clause of Memorandum of Association.			
2.	Special Resolution to alter the Article 5 of Articles of Association			
3.	Special Resolution for issue of Preference Shares			
4.	Special Resolution for issue of equity shares			

Place:

Date:

\_\_\_\_\_  
Signature of the Member/ Beneficial Owner

**NOTE: FOR INSTRUCTIONS, PLEASE REFER OVERLEAF**



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## **INSTRUCTIONS:**

1. The members are requested to carefully read the instructions printed in the Postal Ballot form and return the Postal Ballot form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self addressed envelope, so as to reach the Scrutinizer, before the closing of working hours i.e. 5:00 P.M. on Monday, 25<sup>th</sup> January, 2016, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
2. The self-address business-reply envelope addresses the Scrutinizer appointed by the Board of Directors of the Company is attached herewith.
3. The members are requested to exercise their voting rights by using the attached Postal Ballot form only. No other form or photocopy thereof is permitted.
4. Envelopes containing Postal Ballot form if deposited in person or sent by courier at the expense of the registered member will also be accepted.
5. This form should be completed and signed by the shareholder. In case of joint share holding, this Form should be completed and signed (as per the specimen signature registered with the Company/Depository Participants) by the first named Member and in his absence, by the next named Member. Joint shareholders shall be counted as single shareholder when voting right is considered.
6. Unsigned/incomplete/defaced/mutilated Postal Ballot Form will be rejected.
7. Voting rights shall be reckoned only on the fully paid up shares registered in the name of the Member as on the cut-off date i.e. **Friday, 11<sup>th</sup> December, 2015.**
8. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should also be accompanied by certified true copy of Board Resolution/Letter of Authority delegating requisite power to the person to cast vote on the Postal Ballot Form.
9. Member is requested to fill the Postal Ballot Form with indelible ink pen (and avoid filling it by using erasable writing medium/s, e.g. pencil etc.).
10. The right of voting by Postal Ballot shall not be exercised by a proxy.