

Minutes of the proceedings passed at the 24th Annual General Meeting of M/s. Cybele Industries Limited held on September 30, 2017, Saturday at 10.00 a.m. at the registered office at No.138 SIDCO Industrial Estate, Ambattur, Chennai 600 098.

Members present

34 members were present in person. Members in person included, members who were represented by their authorized representatives.

In addition following directors were present:

Mr. P.A. Joykutti : Chairman & Managing Director
Mrs. Annamma Joy : Joint Managing Director
Mr. Thomas P Joy : Executive Director
Mr. N. Karupiah : Independent Director (Audit Committee Chairman)
Mr. Sunny Kuffy George: Independent Director

Mr. S. Srikanth, Partner of M/s. Karpagam & Co., Statutory Auditors of the Company and Mrs. Parimala Natarajan, Practising Company Secretary and Scrutinizer for e-voting were also present by invitation.

Chairman of the Meeting

Mr. P.A. Joykutti took the chair.

The following documents and registers were placed on the table:

- 1) Directors' Report for the year ended March 31, 2017
- 2) The Audited Accounts and Auditors' Report thereon for the year ended March 31, 2017.
- 3) The Register of Members & Proxy Register (remained open for inspection during the meeting).
- 4) The Register of Directors' Shareholdings (remained open for inspection during the meeting).

At 10.00 A.M., the Chairman welcomed the Members, Board of Directors and other invitees. The Chairman then stated that pursuant to the provisions of Section 103 of the Companies Act, 2013, the requisite quorum for the meeting was 30 members present in person and announced that the requisite quorum, being present, the meeting is called to order. The Chairman delivered his speech.

Notice of the AGM

The Chairman requested the members that the Notice convening the 24th Annual General Meeting along with the explanatory statement may be taken as read and members agreed for the same.

Auditors Report

The Chairman then requested the Statutory Auditor to read the Auditors' Report.

Mr. G. Baskar, Chief Financial Officer read the Auditors' Report on the Financial Accounts of the Company for the year ended March 31, 2017. It was further agreed by the shareholders that the Annexure to the Auditors' Report would be taken as read.



E-Voting

The Chairman informed that as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), the Company extended E-Voting facility to the members of the Company (who were holding shares as on cut-off date September 22, 2017) in respect of the businesses to be transacted at the Annual General Meeting. He also informed remote e-voting commenced at 9.00 a.m. on 26.09.2017 and ended at 5.00 p.m. on 29.09.2017. For this purpose, the Company has appointed Scrutinizer Mrs. Parimala Natarajan, Practicing Company Secretary for scrutinizing the e-voting process. He further informed that pursuant to Section 107 of the Companies Act, 2013, the resolutions shall not be passed by show of hands as Company provided remote e-voting facility. However, for the benefit of shareholders who were present at the meeting and who had not cast their votes through E-voting, a poll has been arranged and the members who did not participate can exercise their votes. The poll papers were distributed to the members. Mrs. Parimala Natarajan, Practicing Company Secretary, who has been appointed as Scrutinizer for E-voting process looked after the polling process at the meeting.

The Chairman addressed the members and briefed them about the Company's performance and the current scenario of the cable and real estate industry.

He thanked the members for their trust and support extended to the Company and its management in this journey.

The Chairman ordered the Poll on the resolutions of Ordinary Business set out in items from 1 and 2 of the Annual General Meeting Notice.

Result of the Electronic Voting and Ballot (Physical Voting) on the Ordinary Business as given in the Notice of the 23rd Annual General Meeting held on 30th September, 2017.

On the basis of the Scrutinizer's Report for the Electronic Voting and Ballot (Physical Voting) the summary of which is mentioned hereunder and that all the resolutions for the Ordinary business as set out in item No. 1 and 2 in the Notice of the 24th Annual General Meeting have been duly passed with requisite majority.

ORDINARY BUSINESS

1. Adoption of Annual Report and Accounts for the Financial Year ended on March 31, 2017 and Reports thereon - Ordinary Resolution

"RESOLVED THAT the Audited Balance Sheet, Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2017 and Report of the Board of Directors and the Auditors thereon be and are hereby received, considered and adopted".

Voting details:

Total numbers of valid votes cast in respect	Number of votes cast in favour of the Resolution	%of votes cast in favour the total numbers of valid votes cast	Number of votes cast against the Resolution	% of votes cast against on the total number of valid votes cast



7749660	7749660	100	0	0
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Result: Passed with requisite majority

2. Appointment of Auditor of the Company and fixation of their Remuneration
- Ordinary Resolution

RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions if any of the Companies Act, 2013 ("Act") read with the Companies (Audit & Auditors) Rules, 2014 and Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) including any statutory enactment or modification thereof for the time being in force and pursuant to the recommendation of the Audit Committee and Board of Directors of the Company (Board) M/s. Manavalan & Co., Chartered Accountants, Chennai (Firm Registration No.0124785, allotted by the Institute of Chartered Accountants of India (ICAI) who have confirmed their willingness to be appointed as Auditors of the Company and also certified that if the appointment is made, it shall be in accordance with the conditions prescribed under Rule 4 of the Companies (Audit & Auditors) Rules, 2014, as well as satisfy the criteria provided in Section 141 of the Companies Act, 2013, be and is hereby appointed as Statutory Auditors of the Company in the place of M/s. Karpagam & Co., Chartered Accountants, Chennai, the retiring Auditors who have completed two terms of five consecutive five years, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company (subject to ratification of their appointment by the Members of every intervening Annual General Meeting held after this Annual General Meeting) and that the Board be and is hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary to give effect to this resolution.

Voting details:

Total numbers of valid votes cast in respect	Number of votes cast in favour of the Resolution	%of votes cast in favour the total numbers of valid votes cast	Number of votes cast against the Resolution	% of votes cast against on the total number of valid votes cast
7749660	7749660	100	0	0

Result: passed with requisite majority

The Chairman requested all members, who have not voted through e-voting mechanism, to participate in poll and cast their votes in proportion of their shares of the paid-up equity share capital of the Company as on the cut-off date.



The Chairman also requested Mrs. Parmata Natarajan, Scrutinizer to orderly conduct of the voting and submit report including e-voting result.

The Chairman informed that the combined result of e-voting and the poll declared the combined results along with report of scrutinizer informed to the BSE Ltd, and report of Scrutinizer for e-voting and the Poll uploaded on website of the Company.

The chairman thanked the shareholders for their participation in the annual general meeting of the company.

There being no other business, the meeting concluded with a vote of thanks to the chair.

Date: September 30, 2017
Place: Chennai

CHAIRMAN

