



CYBELE INDUSTRIES LTD

® AN IS / ISO 9001 : 2015 COMPANY



Ref.: Sect/2019-20

Date: 30.08.2019

The General Manager
Corporate Relations Department
BSE Limited
Floor 25 , P J Towers, Dalal Street,
Mumbai - 400 001.
Scrip Code: 531472

Through: BSE Listing Centre

Dear Sir / Madam,

Sub: Notice of Twenty Sixth Annual General Meeting and e-voting intimation

This is to inform you that the Twenty Sixth Annual General Meeting (AGM) of the Company is scheduled to be held on Friday, September 27, 2019, at 10.00 a.m. at the Registered Office at No.138, SIDCO Industrial Estate, Ambattur, Chennai – 600 098.

A copy of notice convening the Twenty Sixth AGM of the company being sent to the shareholders of the company is enclosed and the same is also available on the company's website www.cybele.co.in

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their vote electronically through the electronic voting (remote e-voting) service facility arranged by Central Depository Services (India) Limited.

Details of events are as under:

Cut-off date for dispatch of AGM Notice and Annual Report	August 30, 2019
Cut-off date for determining eligible shareholders for remote e-voting	September 20, 2019
e-voting start date & time	9.00 a.m. on Monday, September 23, 2019
e-voting end date & time	5.00 p.m. on Thursday, September 26, 2019.

We request you to take the above information on record as compliance with the relevant regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,
For Cybele Industries Limited

P.A. Joykutty
Managing Director

Encl: as above

CYBELE INDUSTRIES LIMITED

NOTICE is hereby given that the **Twenty Sixth Annual General Meeting** of the Company will be held at the Company's Registered Office at No.138, SIDCO Industrial Estate, Ambattur, Chennai - 600 098 on Friday, the 27th September, 2019 at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2019 and the Balance Sheet as on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Thomas P Joy (DIN: 01850040) who retires by rotation at this Annual General Meeting and eligible offers himself for re-appointment.

SPECIAL BUSINESS :

3. **Re-appointment of Mr. N. Karuppiah as an Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

RESOLVED that pursuant to provisions of Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (the 'Act') and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment(s) thereof to the Act and the Listing Regulations, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. N. Karuppiah (DIN: 02083289) as an Independent Director not liable to retire by rotation to hold office for the second term of five years from April 1, 2019 to March 31, 2024.

RESOLVED FURTHER that any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.

4. **Re-appointment of Mr. Sunny Kutty George as an Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

RESOLVED that pursuant to provisions of Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (the 'Act') and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment(s) thereof to the Act and the Listing Regulations, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Sunny Kutty George (DIN:

01739835) as an Independent Director not liable to retire by rotation to hold office for the second term of five years from April 1, 2019 to March 31, 2024.

RESOLVED FURTHER that any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.

5. **Appointment of Mrs. Franklin Christopher Jean Franklin as an Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED that Mrs. Franklin Christopher Jean Franklin (DIN: 08519247), who was appointed by the Board of Directors as an Additional Director of the Company with effect from July 27, 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, appointment of Mrs. Franklin Christopher Jean Franklin (who meets the criteria for independence) as provided in Section 149(6) of the Act as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years commencing with effect from July 27, 2019 be and is hereby approved.

RESOLVED FURTHER that any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute and deliver all such necessary documents for the purpose of giving effect to the aforesaid resolution.

6. **Revision in Remuneration to Mr. P.A. Joykutty, Managing Director of the Company for the remaining tenure of his appointment.**

To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

RESOLVED THAT in accordance with the provisions of Sections 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment

CYBELE INDUSTRIES LIMITED

thereof, for the time being in force) and subject to such consents and permissions, as may be required, the approval of the Members of the Company be and is hereby accorded for revision in remuneration payable to Mr. P.A. Joykutty (DIN: 01850120) Managing Director for the remaining tenure of his appointment i.e. from April 01, 2019 to July 31, 2021, on a fixed remuneration of Rs.1,50,000/- (Rupees One Lakh and Fifty Thousand only) per month plus other Perquisites, allowances, insurance, retiral benefits including Gratuity and Provident Fund, etc., shall be as per the Policy of the Company with the liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling in accordance with the provisions of the Act and as may be agreed to between the Board of Directors and Mr. P.A. Joykutty.

RESOLVED FURTHER that in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the payment of the remuneration shall be governed by the limits prescribed under Section II of Schedule V of the Act or any amendment thereof.

RESOLVED FURTHER that any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute and deliver all such necessary documents for the purpose of giving effect to the aforesaid resolution.

7. **Revision in Remuneration to Mrs. Annamma Joy, Joint Managing Director of the Company for the remaining tenure of his appointment.**

To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

RESOLVED THAT in accordance with the provisions of Sections 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force) and subject to such consents and permissions, as may be required, the approval of the Members of the Company be and is hereby accorded for revision in remuneration payable to Mrs. Annamma Joy (DIN: 03411810) Joint Managing Director for the remaining tenure of his appointment i.e. from April 01, 2019 to July 31, 2021, on a fixed remuneration of Rs.1,50,000/- (Rupees One Lakh and Fifty Thousand only) per month plus other Perquisites, allowances, insurance, retiral benefits including Gratuity and Provident Fund, etc., shall be as per the Policy of the Company with the liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling in accordance with the provisions of the Act and as may be agreed to between the Board of Directors and Mrs. Annamma Joy.

RESOLVED FURTHER that in the event of loss or inadequacy of profits in any financial year during the

aforesaid period, the payment of the remuneration shall be governed by the limits prescribed under Section II of Schedule V of the Act or any amendment thereof.

RESOLVED FURTHER that any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute and deliver all such necessary documents for the purpose of giving effect to the aforesaid resolution.

8. **Revision in Remuneration to Mr. Thomas P Joy, Executive Director of the Company for the remaining tenure of his appointment.**

To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

RESOLVED THAT in accordance with the provisions of Sections 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force) and subject to such consents and permissions, as may be required, the approval of the Members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Thomas P Joy (DIN: 01850040) Executive Director for the remaining tenure of his appointment i.e. from April 01, 2019 to July 31, 2021, on a fixed remuneration of Rs.2,00,000/- (Rupees Two Lakhs only) per month plus other Perquisites, allowances, insurance, retiral benefits including Gratuity and Provident Fund, etc., shall be as per the Policy of the Company with the liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling in accordance with the provisions of the Act and as may be agreed to between the Board of Directors and Mr. Thomas P. Joy.

RESOLVED FURTHER that in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the payment of the remuneration shall be governed by the limits prescribed under Section II of Schedule V of the Act or any amendment thereof.

RESOLVED FURTHER that any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute and deliver all such necessary documents for the purpose of giving effect to the aforesaid resolution.

(By Order of the Board)
for **CYBELE INDUSTRIES LIMITED**

Place : Chennai
Date : 27.07.2019

P.A. JOYKUTTY
Managing Director

CYBELE INDUSTRIES LIMITED

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 settling our material facts in respect of the special business of this notice is annexed hereto
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 23rd September, 2019 to 27th September 2019 (both days inclusive)
4. Members / Proxies should bring the attendance slip duly filled in for attending the Meeting.
5. All documents referred to in the accompanying Notice are open for inspection at the Company's Registered Office during Office hours on all working days up to the date of the Annual General Meeting.
6. Members holding shares in physical form are requested to dematerialize the shares in electronic form to facilitate faster transfer and avoid rejections for bad deliveries. The share certificates may be sent directly to the Secretarial department / Registrar and Transfer Agents.
7. The Company's Equity Shares are presently listed at the BSE Limited, Mumbai

VOTING THROUGH ELECTRONIC MEANS:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the members the facility to exercise their right to vote at the Twenty Sixth Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL) on all resolutions set forth in this Notice.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 23rd September, 2019 (9.00 a.m) and ends on 26th September, 2019 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.

- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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.(Sequence number has been provided as Serial Number (SL NO.) in the Address Label • 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).

CYBELE INDUSTRIES LIMITED

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of the Company on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 have to

create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- 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.

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, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Information:

- i. Mrs. Parimala Natarajan, Practicing Company Secretary (CP No.5239), Chennai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- ii. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the company and make a scrutinizer's report of the votes cast in favour or against forthwith to the Chairman of the Company.
- iii. Voting is provided to the members through e-voting and at the Annual general meeting of the Company. A member can opt for only one mode of voting i.e. either through e-voting or at the annual general meeting of the Company.
- iv. If a member casts votes by both modes, then voting done through e-voting shall prevail.

The results shall be declared not later than two days from the date of Annual General Meeting (AGM) of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.cybele.co.in and on the website of CDSL within forty eight hours of AGM and communicated to the BSE Ltd., where the shares of the Company are listed.

CYBELE INDUSTRIES LIMITED

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

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item Nos. 3 to 8 of the accompanying Notice.

Item Nos. 3 and 4:

Mr. N. Karuppiah (DIN: 02083289) and Mr. Sunny Kutty George (DIN: 01739835) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges. They hold office as Independent Directors of the Company till March 31, 2019.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, based on the report of performance evaluation of Independent Directors, has recommended the reappointment of Mr. N. Karuppiah and Mr. Sunny Kutty George as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company from April 1, 2019 to March 31, 2024.

In terms of Section 149 of the Companies Act, 2013, every Independent Director shall hold office for a term upto 5 consecutive years on the Board of the Company. Any re-appointment of such Independent Director shall be approved by the Members of the Company by way of Special Resolution.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing the candidature of Mr. N. Karuppiah and Mr. Sunny Kutty George to be re-appointed as Independent Directors of the Company.

The Company has also received consent letter(s) and declaration from Mr. N. Karuppiah and Mr. Sunny Kutty George confirming their eligibility for re-appointment as Independent Directors for the second term in line with the requirements of Companies Act, 2013 and Listing Regulations.

Mr. N. Karuppiah and Mr. Sunny Kutty George are not related to any other Director(s) of the Company. A brief profile of Mr. N. Karuppiah and Mr. Sunny Kutty George along with other details as required under Listing Regulations, Companies Act, 2013 and Secretarial Standard forms part of the 'Corporate Governance Report and its Annexures'.

In the opinion of the Board, Mr. N. Karuppiah and Mr. Sunny Kutty George fulfil the conditions specified in the Companies Act, 2013 and Listing Regulations and are independent of the management. Except Mr. N. Karuppiah and Mr. Sunny Kutty George none of the other Directors, Key Managerial Personnel, Promoters or their relatives are in any way concerned or interested, financially or otherwise, in their respective resolutions.

Board recommends passing of the proposed resolutions stated

in Item Nos. 3 and 4 as Special Resolutions and requests Members' approval for the same.

Item No. 5

Mrs. Franklin Christopher Jean Franklin (Jean Franklin) was appointed as an Additional Director on the Board of the Company with effect from July 27, 2019 to hold office up to the date of the Annual General Meeting. She was appointed as an Independent Director of the Company subject to the approval of the Members.

The Company has received declaration from Jean Franklin that she meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Jean Franklin fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as an Independent Director and he is independent of the Management.

Approval of the Members is being sought to confirm the appointment of Jean Franklin as a Director of the Company effective from July 27, 2019 and to appoint her as an Independent Director of the Company, not liable to retire by rotation for a period up to five consecutive years from July 27, 2019.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a member signifying his intention to propose the appointment of Jean Franklin as a Director of the Company.

The profile of Jean Franklin together with her directorships and committee memberships held in other companies forms part of Annexure to the Board's Report.

As at date of this notice, Jean Franklin does not hold any shares in the Company.

Except Jean Franklin, none of the Directors, Key Managerial Personnel of the Company are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

Board recommends passing of the proposed resolution stated in Item No.5 as an Ordinary Resolution and requests Members' approval for the same.

Item Nos. 6 to 8:

Mr. P.A. Joykutty appointed as Managing Director of the Company with effect from August 1, 2016 and having more than 40 years experience and he is a Promoter of the Company.

Mrs. Annamma Joy appointed as Joint Managing Director of the Company with effect from August 1, 2016 and having more than 30 years experience and she is a Promoter of the Company.

Mr. Thomas P Joy appointed as Executive Director of the Company with effect from August 1, 2016 and having more than 25 years experience and he is a Promoter of the Company.

CYBELE INDUSTRIES LIMITED

Taking into consideration of their experience and expertise, it is proposed to revise their remuneration as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors as per the remuneration details mentioned in the resolutions.

The brief profile, nature of their experience and expertise, is given in Annexure 1 to this notice, as per Secretarial Standards on General Meeting (SS-2) and SEBI (LODR) Regulations and forming part of this Explanatory Statement.

In accordance with the provisions of Sections 197 and 198 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act, the proposed remuneration payable to Mr. P.A. Joykutty, Mrs. Annamma Joy and Mr. Thomas P. Joy requires approval of the members by way of Special Resolution.

Board recommends passing of the proposed resolution stated in Item Nos.6 to 8 as Special Resolution and requests Members' approval for the same.

Except Mr. P.A. Joykutty, Mrs. Annamma Joy and Mr. Thomas P. Joy, none of the Directors, Key Managerial Personnel of the Company are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

By Order of the Board)
for **CYBELE INDUSTRIES LIMITED**

Place : Chennai
Date : 27.07.2019

P.A. JOYKUTTY
Managing Director