

CYBELE INDUSTRIES LTD

NO.138, SIDCO Industrial Estate,

Ambattur, Chennai- 600 098.

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CIN: L31300TN1993PLC025063

Ref.: CIL/2016-17/CS

September 30, 2016

Corporate Relationship Department
BSE Limited
Floor 25, P J Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Dear Sir/Madam,

Sub : Proceeding of the 23rd Annual General Meeting of our Company
Script Code-531472


The 23rd Annual General Meeting of our Company was held on September 30 2016 at our registered office.

In compliance with the provisions of Regulation 30, Part A Para A (13) of Schedule III to the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. We enclose herewith the Proceedings of 23rd Annual General Meeting of our company held on September 30, 2016.

You are requested to take the same on record and disseminate at the website of BSE Ltd.

Thanking you

Yours Faithfully
For Cybele Industries Ltd


Managing Director

Encl: As above

Minutes of the proceedings passed at the 23rd Annual General Meeting of M/s. Cybele Industries Limited held on September 30, 2016, Friday 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. Joykutty : Chairman & Managing Director
Mrs. Annamma Joy : Joint Managing Director
Mr. Thomas P Joy : Executive Director
Mr. N. Karuppiah : Independent Director (Audit Committee Chairman)
Mr. Sunny Kutty George: Independent Director

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

Chairman of the Meeting

Mr. P.A. Joykutty took the chair.

The following documents and registers were placed on the table:

- 1) Directors' Report for the year ended March 31, 2016
- 2) The Audited Accounts and Auditors' Report thereon for the year ended March 31, 2016.
- 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 23rd 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, 2016. 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 Clause 35B of the Listing Agreement, the Company extended E-Voting facility to the members of the Company (who were holding shares as on cut-off date September 23, 2016) 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 26.09.2016 and ended at 5.00 p.m. on 29.09.2016. 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 to 3 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, 2016.

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 to 6 in the Notice of the 23rd 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, 2016 and Reports thereon - Ordinary Resolution

"RESOLVED THAT the Audited Balance Sheet, Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2016 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
7752619	7752619	100	0	0



Result: Passed with requisite majority

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

RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder, and pursuant to the recommendations of the audit committee of the Board of Directors, M/s. Karpagam & Co. , Chartered Accountants be and is hereby reappointed as the auditors of the company, to hold office from the conclusion of this AGM to the conclusion of the next AGM and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors.

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
7752619	7752619	100	0	0

Result: passed with requisite majority

3. Reappointment of Mr. P.A. Joykutty as Managing Director of the Company
- Special Resolution

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, consent of the Members of the Company be and is hereby accorded to the reappointment of Mr. P.A. Joy Kutty (DIN - 01850120) as Managing Director of the Company for a period of 5 years with effect from August 1, 2016 on the following terms and conditions:

- (a) Salary: Rs.75,000/- (Rupees Seventy Five Thousands only) including dearness and allowances per month.
(b) Perquisites:

- (1) Medical Reimbursement: Reimbursement of expenses incurred for self and family subject to ceiling of one month's salary in a year.
- (2) Accommodation: To provide furnished accommodation.
- (3) Club Fee: Fee of club subject to maximum of two clubs. No admission and life membership will be paid.
- (4) Provident Fund: Company's contribution towards Provident Fund as per the rules of the Company, but subject to statutory limit.
- (5) Leave Travel Concession: Entitled for Leave Travel Concession for self and family subject to the ceiling of one month's salary in a year.
- (6) Provision of Car and Telephone: Entitled for provision of car and telephone at residence and the same will not be considered as perquisites.



The personal long distance calls on telephone and use of car for private purpose will be billed by the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Part II, Section II of Schedule V of the Companies Act, 2013 or any amendment thereof.

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to do such acts, deeds, matters and things and to execute and deliver all necessary documents for the purpose of giving effect to the aforesaid 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
7752619	7752619	100	0	0

Result: passed with requisite majority

4. Reappointment of Mrs. Annamma Joy as Joint Managing Director of the Company - Special Resolution

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, consent of the Members of the Company be and is hereby accorded to the reappointment of Mrs. Annamma Joy (DIN - 03411810) as Joint Managing Director of the Company for a period of 5 years with effect from August 1, 2016 on the following terms and conditions:

(a) Salary: Rs.75,000/- (Rupees Seventy Five Thousands only) including dearness and allowances per month.

(b) Perquisites:

- (1) Medical Reimbursement: Reimbursement of expenses incurred for self and family subject to ceiling of one month's salary in a year.
- (2) Accommodation: To provide furnished accommodation.
- (3) Club Fee: Fee of club subject to maximum of two clubs. No admission and life membership will be paid.
- (4) Provident Fund: Company's contribution towards Provident Fund as per the rules of the Company, but subject to statutory limit.
- (5) Leave Travel Concession: Entitled for Leave Travel Concession for self and family subject to the ceiling of one month's salary in a year.
- (6) Provision of Car and Telephone: Entitled for provision of car and telephone at residence and the same will not be considered as perquisites.



The personal long distance calls on telephone and use of car for private purpose will be billed by the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Part II, Section II of Schedule V of the Companies Act, 2013 or any amendment thereof.

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to do such acts, deeds, matters and things and to execute and deliver all necessary documents for the purpose of giving effect to the aforesaid 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
7752619	7752619	100	0	0

Result: passed with requisite majority

5. Reappointment of Mr. Thomas P Joy as Wholetime Director of the Company - Special Resolution

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, consent of the Members of the Company be and is hereby accorded to the reappointment of Mr. Thomas P Joy (DIN - 01850040) as Wholetime Director of the Company for a period of 5 years with effect from August 1, 2016 on the following terms and conditions:

(a) Salary: Rs.75,000/- (Rupees Seventy Five Thousands only) including dearness and allowances per month.

(b) Perquisites:

- (1) Medical Reimbursement: Reimbursement of expenses incurred for self and family subject to ceiling of one month's salary in a year.
- (2) Accommodation: To provide furnished accommodation.
- (3) Club Fee: Fee of club subject to maximum of two clubs. No admission and life membership will be paid.
- (4) Provident Fund: Company's contribution towards Provident Fund as per the rules of the Company, but subject to statutory limit.
- (5) Leave Travel Concession: Entitled for Leave Travel Concession for self and family subject to the ceiling of one month's salary in a year.
- (6) Provision of Car and Telephone: Entitled for provision of car and telephone at residence and the same will not be considered as perquisites.



The personal long distance calls on telephone and use of car for private purpose will be billed by the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Part II, Section II of Schedule V of the Companies Act, 2013 or any amendment thereof.

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to do such acts, deeds, matters and things and to execute and deliver all necessary documents for the purpose of giving effect to the aforesaid 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
7752619	7752619	100	0	0

Result: passed with requisite majority

6. Amendment of Object Clause of Memorandum of Association - Special Resolution

RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and subject to necessary approval(s) if any, from the competent authorities, Memorandum of Association of the Company be amended by adding new clause No. 12 to the Clause III A object clause of the MOA of the Company with the following:

12. To purchase agricultural land and carry on agriculture, cultivation of various crops and other connected farming activities.

RESOLVED further that all the Directors of the Company and such officials as may be authorized by the Board in this regard be and are hereby severally authorised to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the 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
7752619	7752619	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. Parimala 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, 2016

Place: Chennai


CHAIRMAN

