

TRACO CABLE COMPANY LIMITED

(A Government of Kerala Undertaking)

Registered Office: Sea Port-Airport Road, Irimpanam, P.O. - 682309, Tripunithura, Ernakulam, Kerala, CIN: U31200KL1960SGC001860, Email: md@tracocable.com, Telephone No. 0484 – 2781432, Web: www.tracocable.com

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 63rd Annual General Meeting of Traco Cable Company Limited will be held on Friday the 29th day of September, 2023 at 11.30 A.M. through video conferencing or other audio visual means, to transact the following businesses:

ORDINARY BUSINESSES

1. To appoint a Director in place of Shri. Alex Kozhimala (holding DIN: 06392145) who retires by rotation and being eligible, offers himself for re-appointment.
2. To authorise the board of directors of the company for fixing the remuneration of statutory auditors of the company for the financial year 2023-24.

SPECIAL BUSINESSES

Ordinary Resolution

1. Appointment of Shri. Adv. A. G. Dinesh as Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

“**RESOLVED THAT** pursuant to section 152 and other applicable provisions of the Companies Act, 2013 and rules made there under, Shri. Adv. A.G. Dinesh, who was recommended by the Government of Kerala, vide its G. O. (Rt) No. 856 / 2022 / ID dated 12.08.2022 as per Article 11 of Articles of Association of the company and was accordingly appointed as an Additional Director of the company (DIN: 01551289) by the Board of Directors in its meeting held on 18.10.2022 and in respect of whom the company has received a notice in writing from the director himself, liable to retire by rotation, on terms & conditions as determined by the Govt. of Kerala, be and is hereby appointed as a Director of the company.”

2. Appointment of Shri. Adv. Francis V. Antony as Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

“**RESOLVED THAT** pursuant to section 152 and other applicable provisions of the Companies Act, 2013 and rules made there under, Shri. Adv. Francis V. Antony, who was recommended by the Government of Kerala, vide its G. O. (Rt) No. 336 / 2023 / ID dated 27.04.2023 as per Article 11 of Articles of Association of the company and was accordingly appointed as an Additional Director of the company (DIN: 10213866) by the Board of Directors in its meeting held on 26.05.2023 and in respect of whom the company has received a notice in writing from the director himself, liable to retire by rotation, on terms & conditions as determined by the Govt. of Kerala, be and is hereby appointed as a Director of the company.”

3. Ratification of remuneration to cost auditor

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs.30,000/- (Rupees thirty thousand only) plus applicable rate of tax to M/s. Rajendran Mani & Varrier, Practicing Cost Accountants, Ernakulam, appointed as cost auditor by the board of directors of the company to audit the cost records of the company for the financial year 2018-19, be and is hereby ratified”.

NOTES:

1. In view of the massive outbreak of COVID-19 pandemic, social distancing is a norm to be followed and pursuant to Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 03/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and all other relevant circulars issued from time to time, physical attendance of members to the AGM venue is not required and may be held through video conferencing (VC) or other audio visual means (OAVM). Hence, members can attend and participate in this AGM through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast votes in lieu of members is not available at this AGM. However, the body corporate is entitled to appoint authorised representative to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The members can join the AGM in VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of meeting by following the procedures mentioned in this notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2022, May 05, 2022 and December 28, 2022 the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the notice calling AGM has been uploaded on the website of the Company at www.tracocable.com. The AGM notice is also available on the website of NSDL i.e. www.evoting.nsd.com.

Explanatory statement of material facts in respect of the special business pursuant to section 102 of the Companies Act, 2013.

1. Pursuant to Section 152 and other applicable provisions of Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time

being in force), Shri. Adv. A. G. Dinesh (DIN: 01551289) was appointed as an Additional Director of the company, by the Government of Kerala, vide its G. O. (Rt) No. 856 / 2022 / ID dated 12.08.2022 as per Article 11 of Articles of Association of the company, in respect of whom the company has received a notice in writing from the director himself and his appointment was accordingly approved by the Board of Directors on the 313th board meeting held on 18th October 2022. Shri. Adv. A. G. Dinesh will be liable to retire by rotation under section 152(6) of the Companies Act, 2013. The terms and conditions regulating the appointment of Shri. Adv. A. G. Dinesh is to be determined by the Government of Kerala.

Except Shri. Adv. A. G. Dinesh, no other director or any of the Key Managerial Personnel of the company or their relatives are, directly or indirectly, concerned or interested, in the resolution set out in Item No.1. None of the directors are related to each other.

2. Pursuant to Section 152 and other applicable provisions of Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri. Adv. Francis V. Antony (DIN: 10213866) was appointed as an Additional Director of the company, by the Government of Kerala, vide its G. O. (Rt) No. 336 / 2023 / ID dated 27.04.2023 as per Article 11 of Articles of Association of the company, in respect of whom the company has received a notice in writing from the director himself and his appointment was accordingly approved by the Board of Directors on the 318th board meeting held on 26th May 2023. Shri. Adv. Francis V. Antony will be liable to retire by rotation under section 152(6) of the Companies Act, 2013. The terms and conditions regulating the appointment of Shri. Adv. Francis V. Antony is to be determined by the Government of Kerala.

Except Shri. Adv. Francis V. Antony, no other director or any of the Key Managerial Personnel of the company or their relatives are, directly or indirectly, concerned or interested, in the resolution set out in Item No.2. None of the directors are related to each other.

3. The board of directors, on the basis of recommendations made by the audit committee in its 27th audit committee meeting held on 13th September 2021, approved the appointment M/s. Rajendran Mani & Varrier, Practicing Cost Accountants, Ernakulam, as the cost auditor of the company for the financial year 2018-19 for a cost audit fee of Rs.30,000/- per year plus applicable rates of tax, (Rupees thirty thousand only) in its 307th board meeting held on 29th September 2021.

In accordance with the provisions of section 148(3) of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration recommended by the audit committee shall be considered and approved by the board of directors and ratified subsequently by the shareholders.

Hence, the board hereby recommends the members to ratify the approval of remuneration to cost auditor.

None of the directors or any of the Key Managerial Personnel of the company or their relatives are, directly or indirectly, concerned or interested, in the resolution set out in Item No. 3.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Monday 25th day of September 2023 at 9 A.M. and ends on Thursday 28th September 2023 at 5 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The register of members of the company shall remain closed from 24.09.2023 to 29.09.2023 both days inclusive.

During this period, shareholders of the company holding shares in physical form as on cut-off date 24.09.2023, may cast their vote electronically.

For any other clarifications please contact Greevas Job Panakkal, Company Secretary. Email id: cs@tracocable.com , Contact no. 0484 2781432, 9446 003275.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

How to Log-in to NSDL e-Voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a verification code as shown on the screen. **Your user ID and password are pasted below this page.**
4. Your user ID details are given below:

Manner of holding shares	Your User ID is:
For Members holding shares in Physical Form.	EVEN Number (125489) followed by Folio Number registered with the company.

5. Your password details are given below:
 - a) You need to enter the initial password which is pasted below on the right side of this page and the system will force you to change your password.
6. If you have not received the “ Initial password” or have forgotten your password:
 - a) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your folio number, your name and your registered address etc.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the home page of e-voting. Click on e-voting. Then click on Active Voting Cycles.

2. After clicking on active voting cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-voting as the voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by e-mail to fjakkara@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details / Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on: 022 4886 7000 / 022 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF AGM THROUGH VC / OAVM ARE AS UNDER:-

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those members / shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholder / member login by using the remote e-voting credentials. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed.
2. Members are encouraged to join the meeting through laptops for better experience.
3. Further members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker from 22nd September to 24th September 2023 by sending a request mentioning their name, folio number, email id, mobile number at cs@tracocable.com .
6. Shareholders who would like to express their views / have questions may send their questions in advance from 22nd September to 24th September 2023 mentioning their name, folio number, email id, mobile number at cs@tracocable.com . The same will be replied by the company.
7. The company has the right to restrict / limit the number of questions / views expressed by the shareholders.
8. Those shareholders who have registered themselves as speaker will only be allowed to express their views / ask questions during the meeting.

By the order of Board of Directors

Ernakulam
02.09.2023

Sd/-
Managing Director

NOTE: The independent audit of the annual accounts for the year 2022-23 is nearing to completion and after completing the audit, the same will be placed for adoption in the adjourned annual general meeting.