

**TRACO CABLE COMPANY LIMITED**

*(A Government of Kerala undertaking)*

**Registered Office: IV<sup>th</sup> Floor, KSHB Office Complex, Panampilly Nagar,  
Kochi - 682036, CIN: U31200KL1960SGC001860, Email: md@tracocable.com,  
Telephone No. 0484 – 2314864, Web: www.tracocable.com**

**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the 60<sup>th</sup> annual general meeting of the Traco Cable Company Limited will be held on Tuesday the 29<sup>th</sup> day of December, 2020 at 12.30 pm through video conferencing or other audio visual means, to transact the following businesses:

**ORDINARY BUSINESSES**

01. To appoint a director in place of Shri. P. Kumaran (DIN: 03134779) who retires by rotation and being eligible, offers himself for re- appointment.
02. To fix the remuneration of statutory auditors of the company for the financial year 2020-21

**SPECIAL BUSINESSES**

**Item No.1: Appointment of Shri. Prasad Mathew as Director and Managing 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 the applicable provisions of the Companies Act, 2013 and Rules made there under, Shri. Prasad Mathew, who was nominated by the Government of Kerala, vide its G.O. (Rt) No. 403/2020/ID dated 10.06.2020, as per article 22 of Articles of Association of the company and was accordingly appointed as a full time Managing Director (DIN: 07608179) of the company by the Board of Directors on 26.06.2020 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 and Managing Director of the company. "

**Item No.2: Appointment of Shri. A.J. Joseph as Director and Chairman**

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 applicable provisions of the Companies Act, 2013 and rules made there under, Shri. A. J. Joseph, who was nominated by the Government of Kerala, vide its G.O. (Rt) No.573/2020/ID dated 30.07.2020 as per article 11 of Articles of Association of the company and was accordingly appointed as a Director and Chairman of the company (DIN:08904438) by the Board of Directors vide circular resolution dated 18.08.2020 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 and Chairman of the company."

**Item No. 3: Increase in the borrowing limit**

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



**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, Laws, Rules, Regulations and Guidelines for the time being in force; the consent of the Share Holders be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs.100,00,00,000.00/- (Rupees One Hundred crores only) (including the money already borrowed by the Company) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company’s assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 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 vote for the members is not available for this AGM. However, the Body Corporate are entitled to appoint authorised representatives 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 the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the 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 and May 05, 2020 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 the AGM has been uploaded on the website of the Company at [www.tracocable.com](http://www.tracocable.com). The AGM notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

**Explanatory Statement of material facts in respect of the Special Businesses pursuant to Section 102 of the Companies Act, 2013.**

1. Shri. Prasad Mathew was appointed as full time Managing Director of the company in place of Shri. Biju Mathew who was Managing Director in charge & CFO, by the Government of Kerala, vide its G.O. (Rt) No. 403/2020/ID dated 10.06.2020, under article 22 of Articles of Association of the company, in respect of whom the company has received a notice in writing from the director himself and he was accordingly appointed as full time Managing Director of the company (DIN: 07608179) by the Board of Directors in its 299<sup>th</sup> board meeting held on 26<sup>th</sup> June 2020. Shri. Prasad Mathew will be liable to retire by rotation under section 152(6) of the Companies Act, 2013. Shri. Prasad Mathew is presently holding the post of Deputy Chief Engineer in Kerala State Electricity Board Limited and has been appointed in Traco Cable Company Limited as full time Managing Director on deputation basis. The terms and conditions regulating the appointment of Shri. Prasad Mathew are to be determined by the Government of Kerala.

Except Shri. Prasad Mathew, 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. Shri. A. J. Joseph was appointed as a Director and Chairman of the company in place of Shri. M. P. Pauly, by the Government of Kerala, vide its G.O. (Rt) No. 573/2020/ID dated 30.07.2020, under 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 he was accordingly appointed as a Director and Chairman of the company (DIN: 08904438) by the Board of Directors through circular resolution dated on 18<sup>th</sup> August 2020 and the same was confirmed in 300<sup>th</sup> board meeting held on 30.09.2020. Shri. A. J. Joseph 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. A.J. Joseph are to be determined by the Government of Kerala.

Except Shri. A. J. Joseph, 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. Under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, it is necessary to obtain fresh approval of the Members by means of a Special Resolution, to



enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of the paid-up share capital and free reserves of the Company and to enable the Board of Directors of the Company to create charge/mortgage/hypothecation on the Company's assets, both present and future, in favour of the lenders/trustees for the holders of debentures/bonds, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). In the 297<sup>th</sup> Board meeting held on 13.12.2019 it was decided to borrow up to Rs.100,00,00,000.00/- (Rupees one hundred crores only) (including the money already borrowed by the Company) on such terms as the Board may deem fit as per the details mentioned in the resolution set out in Item No. 3. Board recommends the resolution for the approval of members as Special Resolution.

None of the Directors or Key Managerial personnel of the Company and their relatives is concerned or interested in the resolution.

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

The remote e-voting period begins on Friday, 25<sup>th</sup> day of December, 2020 at 9 A.M. and ends on Monday, 28<sup>th</sup> day of December, 2020 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 24.12.2020 to 29.12.2020 both days inclusive.

During this period shareholders of the company, holding shares in physical form as on cut-off date 24.12.2020, may cast their vote electronically.

For any other clarifications please contact GreevasJob Panakkal, Company Secretary. Email id: [greevasjob@gmail.com](mailto:greevasjob@gmail.com), Contact no. 0484 2314864, 9895 803846

**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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

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

**Details on Step 1 is mentioned below:**

**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 'Shareholders' 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. **(User ID and your Password are pasted below this page)**

4. Your User ID details are given below :

Manner of holding shares Physical	Your User ID is:
a) For Members holding shares in Physical Form.	EVEN Number (115117) followed by Folio Number registered with the company  For example if folio number is 1 and EVEN is 115117 then user ID is 1151171

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or 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](http://www.evoting.nsdl.com).
- b) If you are still unable to get the password by aforesaid option, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your folio number, your PAN, your name and your registered address.
- c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

**Details on Step 2 is given below:**

**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 click 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 [csarunjchandran@gmail.com](mailto:csarunjchandran@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager-NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) / 022-24994360



**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM 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 shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
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 may send their request from 22<sup>nd</sup> December to 24<sup>th</sup> December 2020 mentioning their name, folio number, email id, mobile number at [tracocs2015@gmail.com](mailto:tracocs2015@gmail.com)
6. Shareholders who would like to express their views/have questions may send their questions in advance from 22<sup>nd</sup> December to 24<sup>th</sup> December 2020 mentioning their name, folio number, email id, mobile number at [tracocs2015@gmail.com](mailto:tracocs2015@gmail.com). The same will be replied by the company suitably.

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 a speaker will only be allowed to express their views/ask questions during the meeting.

Ernakulam  
30.11.2020

By the order of Board of Directors

Sd/-  
Managing Director

**NOTE:**

The audit of accounts for the year 2019-20 is nearing to completion and after completing the audit, the same will be placed for adoption in the adjourned annual general meeting