

CYBELE INDUSTRIES LTD

NO.138, SIDCO Industrial Estate,
Ambattur, Chennai- 600 098.

Ph.No.044-32958399, 32957015, Fax 044-43111117

E-mail: corporate@qflexcable.com Website: www.cybele.co.in

CIN: L31300TN1993PLC025063

Ref.: Sect/2022-23

Date: 23.09.2022

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: Summary of Proceedings of the 29th Annual General Meeting ('AGM), Scrutinizer's Report and Voting Results of the 29th AGM – reg.

Pursuant to Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021 and 14th December 2021 followed by Circular No.2/2022 dated 5th May 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and 'SEBI' Circular No. SEBI/HO/CFD/CMDI/CINP12020/79 dated 12th May 2020, SEBI/HO/CFD/ CMD2/CIR/P12021111 dated 15th January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022162 dated 13th May 2022 (hereinafter referred to as "SEBI Circulars") and in compliance with other applicable provisions of the Companies Act, 2013 ('Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 29th AGM of the Company was held on Friday, September 23, 2022 at 4.00 p.m.(IST) through Video Conference ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of its Members at a common venue, to transact the business as stated in the AGM Notice dated 28th August, 2022 ('Notice').



CYBELE INDUSTRIES LTD

NO.138, SIDCO Industrial Estate,
Ambattur, Chennai- 600 098.

Ph.No.044-32958399, 32957015, Fax 044-43111117

E-mail: corporate@qflexcable.com Website: www.cybele.co.in

CIN: L31300TN1993PLC025063

In this regard, please find enclosed the following:

- 1) Summary of the proceedings of the AGM of the Company as required under Regulation 30 read with Part A of Schedule III of the Listing Regulations, as amended.
- 2) The Scrutinizer's Report dated September 24, 2022, pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, each as amended, along with the combined voting results of remote e-voting and e-voting conducted during the AGM, in relation to the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations, as amended.

As per the Scrutinizer's Report, which has been countersigned by the Company Secretary, all the resolutions for the agenda items set out in the Notice of the 29th AGM have been duly approved by the Shareholders with requisite majority.

The Scrutinizer's Report has also been uploaded on the Company's website.

You are requested to take the aforesaid documents on record.

Thanking you,

Yours faithfully,
for **Cybele Industries Limited**.



P Raja Sekaran
Company Secretary



Encl: as above

CYBELE INDUSTRIES LTD

NO.138, SIDCO Industrial Estate,
Ambattur, Chennai- 600 098.

Ph.No.044-32958399, 32957015, Fax 044-43111117

E-mail: corporate@gflexcable.com Website: www.cybele.co.in

CIN: L31300TN1993PLC025063

PROCEEDINGS OF 29TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, SEPTEMBER 23, 2022 AT 04.00 PM THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS

The 29th Annual General Meeting of the members of the Company through Video Conferencing ("Virtual AGM" or "29th AGM") was held on Friday, September 23, 2022 at 04.00 pm.

Directors & Key Managerial Personnel Present:

S.No.	Name	Designation
1	JOYKUTTY P A	Chairman & Director
2	PUTHUVETIL JOY THOMAS	Managing Director
3	GEORGE PUTHUVEETHIL JOY	Joint Managing Director
4	NALLAPPA KARUPPIAH	Independent Director
5	FRANKLIN CHRISTOPHER JEAN FRANKLIN	Independent Director
6	MURALIDHARAN NAIR VISHNU	Independent Director
7	PONNUSAMY RAJASEKARAN	CFO & Company Secretary
8	MANAVALAN	Statutory Auditor
9	H.P.NITESH	Secretarial Auditor
10	S.SRIKANTH	Statutory Auditor

The Company Secretary welcomed the members at the 29th AGM. He informed that as per as per the Articles of Association of the Company, Chairman of the Board of Directors of the Company ("Board") will preside the 29th AGM.

Thereafter, Mr. P.A. Joy Kutty, Chairman of the Board presided the Meeting. Twenty Four (24) members of the Company were present at the Virtual AGM. The Chairman called the meeting to order as the requisite quorum was present.

The Chairman welcomed the members at the 29th AGM of the Company. He informed the members that the Company had taken all feasible efforts under the current circumstances to enable members to participate at the Virtual AGM and vote on the resolutions being considered at the Virtual AGM. He also informed that Register of Directors and Key Managerial Personnel, the Register of Contracts or Arrangements and other documents referred in the notice of 29th AGM



CYBELE INDUSTRIES LTD

NO.138, SIDCO Industrial Estate,
Ambattur, Chennai- 600 098.

Ph.No.044-32958399, 32957015, Fax 044-43111117

E-mail: corporate@qflexcable.com Website: www.cybele.co.in

CIN: L31300TN1993PLC025063

were made available electronically for inspection by the members during the Virtual AGM.

The Chairman delivered his speech. The Chairman informed the Members that the Notice convening the 29th AGM is taken as read as the same has already been circulated to the Members. The Chairman informed that both the Statutory Auditors Report and Secretarial Auditors Report do not contain any qualification/observation or other remarks.

The Managing Director Shri. Thomas P Joy has delivered his speech. He briefed the company's growth and business prospects of both cable division and real estate division for the current financial year 2022-23.

The Chairman informed that the Company had provided to the members, the facility to cast their votes electronically through remote e-voting system provided by National Securities Depository Limited ("NSDL"), on all resolutions set forth in the Notice of 29th AGM. Those members who were present at the Virtual AGM and had not cast their votes through remote e-voting system were provided an opportunity to cast their votes electronically through e-voting system provided by NSDL at the Virtual AGM.

Thereafter, the following businesses as set out in the Notice of 29th AGM dated August 28, 2022 convening the AGM were considered:

Item No.	Ordinary Business	Type of Resolution
1	Adoption of audited standalone Financial Statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2	Appointment of Statutory Auditors for the company. M/s Karpagam Krishnan & Natarajan., Chartered Accountants, Chennai, are hereby appointed as Statutory Auditors of the Company	Ordinary Resolution

CYBELE INDUSTRIES LTD

NO.138, SIDCO Industrial Estate,
Ambattur, Chennai- 600 098.

Ph.No.044-32958399, 32957015, Fax 044-43111117

E-mail: corporate@qflexcable.com Website: www.cybele.co.in

CIN: L31300TN1993PLC025063

Item No.	Special Business	Type of Resolution
1	Re-appointment of Mr.Thomas P Joy as Managing Director re-appoint Mr.Thomas P Joy as Managing Director of the Company for a period of 5 Years with effect from 12th August 2022	Special Resolution
2	Re-appointment of Mr.George P Joy as CE & Joint Managing Director re-appoint Mr.George P Joy as Chief Executive & Joint Managing Director of the Company for a period of 5 Years with effect from 12th August 2022	Special Resolution
3	Amend the entire set of Articles of Association of the Company as per the Companies Act,2013 pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014	Special Resolution
4	Amend the entire set of Memorandum of Association of the Company as per the Companies Act,2013, pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014	Special Resolution

On the invitation of the Chairman, Members who had registered themselves as speakers asked questions and sought clarifications on Company's business, Financials etc. The Chairman responded to the queries of the members and provided clarifications.

Thereafter, Chairman informed the members that after conclusion of the Virtual AGM, e-voting facility will be kept open to enable those members who have attended the 29th AGM and have not cast their vote, can do so now. The Chairman announced that Mr.H.P.Nitesh, Practicing Company Secretary was appointed by the Board as scrutinizer to scrutinise the e-voting process in a fair and transparent manner.



CYBELE INDUSTRIES LTD

NO.138, SIDCO Industrial Estate,
Ambattur, Chennai- 600 098.

Ph.No.044-32958399, 32957015, Fax 044-43111117

E-mail: corporate@qflexcable.com Website: www.cybele.co.in

CIN: L31300TN1993PLC025063

The Chairman further informed that the Company Secretary will declare the results of the voting and place the results on the website of the Company and e-voting website of NSDL.

Thereafter, he concluded the proceedings of the Virtual AGM after thanking the Directors and the members for joining the Virtual AGM.

for **Cybele Industries Limited**



P Raja Sekaran
Company Secretary





HPN
& ASSOCIATES

Company Secretaries

No.23/18, Zackria Colony 3rd St,
Choolaimedu, Chennai - 600 094.

Ph: 044 48530122

maihon@yahoo.com

FORM MGT-13

REPORT OF SCRUTINIZER

**([Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014])**

To,

The Chairman of the 29th Annual General Meeting of the Equity Shareholders of Cybele Industries Limited held on Friday, the 23rd day of September 2022 at 4:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Dear Sir,

1. I, H P Nitesh, a Company Secretary in Practice, have been appointed as the Scrutinizer by the Board of Directors of M/s Cybele Industries Limited (**the "Company"**) for the purpose of scrutinizing the process through electronic means ("**e-voting**") at the 29th Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and ("**Rules**") and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder relating to voting for the resolution(s) contained in the notice of the 29th AGM of the equity shareholders of the Company dated 23rd September 2022. My responsibility as a Scrutinizer for the e-voting process for AGM is restricted to make a Scrutinizer's Report of the votes cast "in favor" or "against" the resolution(s) stated in the Notice of 29th Annual General Meeting, based on the reports generated from the e-voting system provided by the National Securities Depository Limited ("**NSDL**") the authorized agency engaged by the Company to provide the facilities of remote e-voting and e-voting during AGM.
3. In respect of the below mentioned resolutions proposed at the 29th AGM of the equity shareholders of the Company held on Friday, September 23, 2022 at 4:00 P.M (IST), through VC/OAVM, I submit my report as under:
 - i. The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "Trinity Mirror" and in vernacular newspaper "Makkal Kural" of wide circulation on 30th August 2022.
 - ii. The remote e-voting commenced on September 19, 2022 (Monday) at 09.00 A.M and ended on September 22, 2022 (Thursday) at 05.00 P.M.



- iii. Pursuant to the Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively, (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021 and May 13, 2022 respectively, issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circular"), Notice of the 29th AGM along with the Annual Report 2021-22 was sent only through electronic mode to those Members whose email addresses were registered with the Company/ Depository Participant(s).
- iv. The equity shareholders present at the 29th AGM through VC/OAVM voted through e-voting facility provided by NSDL.
- v. The equity shareholders holding shares as on September 16, 2022 (Friday), i.e, cut-off date, were entitled to vote on the resolutions stated in the Notice of the 29th AGM of the Company.
- vi. As per the information given by the Registrar and Transfer Agent of the Company, the names of the equity shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those equity shareholders who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system at the AGM.
- vii. On completion of e-voting at the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked and downloaded on Friday, September 23, 2022 at 6 P.M. (IST). The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
- viii. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise. The results of the remote e-voting and e-voting at AGM through VC/OAVM are summarized as follows in terms of the Count and Number of votes cast for and against out of the total valid votes is given below:

S.No	Resolutions	Nature of resolution: ordinary / special
1	To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2022 and the Balance Sheet as on that date and the Reports of the Directors and Auditors thereon.	Ordinary
2	Appointment of Statutory Auditors for the company.	Ordinary
3	Re-appointment of Mr.Thomas P Joy as Managing Director.	Special
4	Re-appointment of Mr.George P Joy as CE & Joint Managing Director.	Special
5	Adopt New Set of Articles of Association as Per Companies Act 2013.	Special
6	Adopt New Set of Memorandum of Association as Per Companies Act 2013.	Special



Item No. 1: Adoption of financial statements

To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2022 and the Balance Sheet as on that date and the Reports of the Directors and Auditors thereon.(Ordinary Resolution)

(i) Voted **infavour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
31	86,62,542	100%

(ii) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Number of members voted in remote e-voting	Number of votes cast (Shares) - remote e-voting
Nil	Nil

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



Item No. 2: Appointment of Statutory Auditors for the company (Ordinary Resolution)

(i) Voted **infavour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
31	86,62,542	100%

(ii) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Number of members voted in remote e-voting	Number of votes cast (Shares) - remote e-voting
Nil	Nil

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



Item No. 3: Re-appointment of Mr.Thomas P Joy as Managing Director (Special Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
31	86,62,542	100%

(ii) Voted against the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted in remote e-voting	Number of votes cast (Shares) - remote e-voting
Nil	Nil

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Special Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



Item No. 4:Re-appointment of Mr.George P Joy as CE & Joint Managing Director: (Special Resolution)

(i) Voted in **favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
31	86,62,542	100%

(ii) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Number of members voted in remote e-voting	Number of votes cast (Shares) - remote e-voting
Nil	Nil

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Special Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



Item No. 5: Adopt New Set of Articles of Association as Per Companies Act 2013.(Special Resolution)

(i) Voted in **favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
31	86,62,542	100%

(ii) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Number of members voted in remote e-voting	Number of votes cast (Shares) - remote e-voting
Nil	Nil

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Special Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



Item No. 6: Adopt New Set of Memorandum of Association as Per Companies Act 2013. (Special Resolution)

(i) Voted in **favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
31	86,62,542	100%

(ii) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Number of members voted in remote e-voting	Number of votes cast (Shares) - remote e-voting
Nil	Nil

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Special Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



H.P.NITESH B.Sc, ACS
Company Secretary in Practice

Continuation Sheet....

The relevant records and other documents relating to E- Voting are handed over to the Company Secretary / Director authorized by the Board for safe keeping.

For HPN & Associates



A handwritten signature in blue ink, appearing to read "H.P. Nitesh".

H P Nitesh
Practicing Company Secretary
ACS: 48363 COP: 17698

Place: Chennai

Date: 24th September 2022

UDIN: A048363D001034766