



## CYBELE INDUSTRIES LIMITED

CIN: L31300TN1993PLC025063

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### POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013  
read with the Companies (Management and Administration) Rules, 2014, each as amended.]

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Friday, March 1, 2024, at 9:00 a.m. (IST)	Saturday, March 30, 2024, at 5:00 p.m. (IST)

Dear Member(s),

**NOTICE** is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("**the Act**"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and other relevant circulars issued by the Ministry of Corporate Affairs, Government of India ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**"), as amended and pursuant to other applicable laws and regulations, that the resolutions as set out in this Postal Ballot Notice ("**Notice**"), are proposed for approval by the Members of Cybele Industries Limited ("**the Company**") by means of postal ballot ("**Postal Ballot**") by voting through electronic means ("**remote e-voting**") only.

An Explanatory Statement pursuant to the provisions of Section 102 and other applicable provisions of the Act read with the Rules, pertaining to the below resolutions setting out the material facts and the reasons/ rationale thereof, is appended and forms part of the Notice for your consideration.

Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations and (iii) MCA Circulars, the Company has provided remote e-voting facility, to its Members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of National Securities Depository Limited ("**NSDL**") as the agency to provide remote e-voting facility.

In compliance with all the applicable Circulars issued by MCA and Securities Exchange Board of India ("**SEBI**") this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/Depository Participant(s)/RTA as on **Friday, February 23,**

**2024 ("Cut-off date")**. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice. A person who is not a member as on the cut-off date should treat this notice of postal ballot for information purpose only. If the member's e-mail address is not registered or updated with the Company/ Depository Participant(s), they may follow the process provided in the Notes hereunder to receive the Notice, and remote e-Voting instructions.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote E-voting process, not later than 17:00 hours IST on Saturday, March 30, 2024. The Remote E-voting facility will be blocked by NSDL immediately thereafter and the Members will not be allowed to cast their votes beyond the said date and time.

Please note that there will be no dispatch of physical copies of Notice or Postal Ballot Forms to the Members of the Company, since such requirement is dispensed with as per the abovementioned MCA Circulars and consequently, no physical Ballot Forms are being dispatched and shareholders can vote only through remote E - Voting process.

Pursuant to Rule 22(5) of the Companies (Management & Administration) Rules, 2014, the Board of Directors ("**Board**") of the Company, at its meeting held on Friday, February 24, 2024, has appointed Mr.H.P.Nitesh, Practicing Company Secretary FCS-12446, CP No.17698, as the Scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner.

The Scrutinizer will submit the report to the Chairman of the Company or the Company Secretary of the Company or any other person authorized by him, upon completion of the scrutiny of the Postal Ballot (through remote E-voting). The results of the Postal Ballot will be announced by any one of the Directors of the Company or the Company Secretary not later than 2 (Two) working days of the conclusion of the Postal Ballot. The results of the Postal Ballot shall be posted on the Company's website viz. [www.cybele.co.in](http://www.cybele.co.in) and on NSDL website viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) besides communicating to the BSE Limited [www.bseindia.com](http://www.bseindia.com) the Stock Exchange where the Shares of the Company listed. The proposed resolutions, if approved by requisite majority, shall be deemed to have been passed on the last date of remote e-voting, i.e., Saturday, 30th March, 2024.

**Item No.1:** - Appointment of Mr. Sunny George Kutty (DIN:01739835) as Non-Executive Independent Director of the Company

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 Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Sunny George Kutty(DIN: 01739835), who was appointed as a Director in the capacity of Non-Executive Independent Director with effect from March 31, 2024 and has submitted a declaration that he meets the criteria of independence under Section 149(6)

of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five consecutive years with effect from March 31, 2024, to March 30, 2029, not subject to retirement by rotation."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Sunny George Kutty (DIN:01739835), be paid sitting fees for attending the meetings of the Board of Directors and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings, of such sum as may be recommended by the Nomination and Remuneration Committee and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder."

**"RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

**ITEM NO.2: RE-APPOINTMENT OF Mr.P.A.JOY KUTTY (DIN: 01850120) AS A NON EXECUTIVE DIRECTOR AND CHAIRMAN OF THE COMPANY**

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 Articles of Association of the Company and Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force), and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, approval of the members of the company be and is hereby accorded for re-appointment of Mr. P.A.Joy Kutty (DIN: 01850120), as Non-Executive Director and Chairman of the Company for a period of 5 years with effect from February 24, 2024 to February 23, 2029."

**"RESOLVED FURTHER THAT** Mr.P.A. Joy Kutty (DIN: 01850120) during his tenure as Non-Executive Director & Chairman, shall be liable to retire by rotation and the same shall not be treated as break in his service as Non-Executive Director & Chairman.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and/or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

(By Order of the Board)  
for Cybele Industries Limited  
Thomas P Joy  
Managing Director

Place: Chennai  
Date: 24.02.2024

**Notes:**

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, in respect of the proposed Special Resolutions setting out all the material facts and reasons are enclosed herewith and forms part of this Notice.
2. In terms of Section 108 and 110 and of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 17(11) of the SEBI Listing Regulations, the businesses as set out in the Notice above is sought to be passed by Postal Ballot. Accordingly, your approval is sought for the resolutions contained in this Notice through remote e- voting.
3. The Postal Ballot Notice is being sent only through electronic mode to those Members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with the Registrar and Share Transfer Agent of the Company and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as on Friday, February 23, 2024 ('**Cut-off date**') in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. In accordance with the applicable MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote E-voting only.
4. The Cut-off date for reckoning the remote E - voting rights of the Members of the Company is Friday, February 23, 2024 ("**Cut-off date**"). Member(s) holding Equity Shares as on Cut-off date may cast their vote through remote e-voting only and a person who is not a Member as on the Cut-off date shall treat this Notice for information purpose only. The remote e-voting period starts on Friday, March 01, 2024 at 9:00 Hours IST and ends on Saturday, March 30, 2024 at 17:00 Hours IST. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, February 23, 2024.
5. The Board of Directors of the Company, at its Meeting held on Friday, February 24, 2024 appointed Mr.H.P.Nitesh, (FCS 12446) CP No.17698, Practicing Company Secretary of HPN & Associates Chennai, as the Scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot (remote e-voting) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.
6. The Notice of Postal Ballot is also placed on the website of the Company i.e. [www.cybele.co.in](http://www.cybele.co.in) and the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and at the relevant sections of the website of the Stock Exchange on which the Shares of the Company listed i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com))
7. Resolutions passed by the Members through Postal Ballot are deemed to have been passed on the last day of remote e-voting i.e. on Saturday, March 30, 2024 as if the same has been passed at a General Meeting of the Members.
8. The decision of the Scrutinizer on the validity of the votes cast through remote e-voting in this regard shall be final and binding.

9. All relevant documents referred in the Explanatory Statement shall be available for inspection through electronic mode, basis the request being sent on [corporate@qflexcable.com](mailto:corporate@qflexcable.com)
10. Procedure for registering the e-mail addresses for obtaining the Notice of Postal Ballot and remote e-voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with RTA (in case of Members holding shares in physical form) is provided hereunder.
11. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rule made there under, Companies can serve Notice and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). Members holding shares in physical form and have not registered their e-mail address with the Company are requested to update their email addresses by writing to the Company at [corporate@qflexcable.com](mailto:corporate@qflexcable.com) along with the copy of the signed request letter in Form ISR - 1 mentioning the name and address of the member, self-attested copy of the PAN card linked with Aadhaar and self-attested copy of any document (Eg.: Driving License, Election Identity Card, Passport) in support of the address of the member to enable the Company to register the e-mail address and for receiving the Notice of Postal Ballot and remote E-Voting instructions. Members holding shares in demat form are requested to register their, e-mail addresses with their Depository Participant(s) only. Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/Company to enable servicing of notices/ documents/Annual Reports electronically to their email address.
12. 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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **13. Instructions for casting votes by electronic means are mentioned hereunder:**

The remote e-voting period begins on Friday, March 1, 2024 at 09:00 Hours IST and ends on Saturday, March 30, 2024 at 17:00 Hours IST. During this period, shareholders of the Company holding shares in dematerialized form, as on the cut-off date, Friday, February 23, 2024, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

#### **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**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

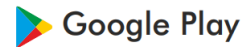
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) 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.

## **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 all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. 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 [csnitesh89@gmail.com](mailto:csnitesh89@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [corporate@qflexcable.com](mailto:corporate@qflexcable.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [corporate@qflexcable.com](mailto:corporate@qflexcable.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **GENERAL INFORMATION:**

14. The Scrutinizer shall after the conclusion of Postal Ballot process, will unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 (Two) working days of the conclusion of the Postal Ballot, a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.cybele.co.in](http://www.cybele.co.in) and also on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or the Company Secretary or any other person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchange i.e. BSE Limited and The National Stock Exchanges Limited.

### **PROCEDURE FOR INSPECTION OF DOCUMENTS:**

15. Members who wish to inspect the documents, as mentioned in the Notice of the Postal Ballot or as required under the law, may write to the Company at [corporate@qflexcable.com](mailto:corporate@qflexcable.com) and the Company shall endeavour to provide inspection of documents by such Member. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on [corporate@qflexcable.com](mailto:corporate@qflexcable.com)

### **OTHER INFORMATION:**

16. Securities and Exchange Board of India ("SEBI") has mandated that securities of Listed Companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company/RTA has stopped accepting any fresh lodgment of transfer of Shares in physical form. Members holding Shares in physical form are advised to avail of the facility of dematerialization.
17. Members are requested:
- i). Intimate to the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change in their address.
  - ii). Members holding Shares in Demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their Demat accounts, will be used by the Company for the payment of dividend, if any. The Company or its Registrar cannot act on any request received directly from the Members holding Shares in Demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding Shares in Demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants and not to the Company's RTA.

- iii). Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence to the Company or approach the R&TA of the Company for consolidation of folios. Avail Nomination facility by filing in form SH-13 in accordance with Section 72 of the Companies Act, 2013 and forward the same to the R&TA, if not done. (Applicable for those holding Shares in physical form). Send all Share transmission/ name deletion lodgments (physical mode)/ correspondence to the RTA of the Company, Cameo Corporate Services Limited.
- iv). The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding Shares in physical form can submit their PAN details to the Company or the Company's RTA.

(By Order of the Board)  
for **Cybele Industries Limited**  
**Sd**  
**Thomas P Joy**  
**Managing Director**  
**DIN:01850040**

Place: Chennai  
Date: 24.02.2024

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 1- APPOINTMENT OF Mr. SUNNY GEORGE KUTTY (DIN: 01739835) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

The Nomination & Remuneration Committee at its Meeting held on Saturday, February 24, 2024 has recommended to the Board appointment of Mr. Sunny George Kutty (DIN: 01739835) as Non-Executive Independent Director for a term of 5 years. Based on the recommendation, the Board has approved the appointment of Mr. Sunny George Kutty, as a Director in the designation of Non- Executive Independent Director, to hold the office for a term of five (5) consecutive years commencing from March 31, 2024 to March 30, 2029, without being liable to retire by rotation.

The Company has received a notice in writing from a member proposing candidature of Mr. Sunny George Kutty for the office of Independent Director, to be appointed as such under Section 149 of the Act. Mr. Sunny George Kutty has given a declaration to the Board that he meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. In terms of proviso to sub-section (5) of section 152, the Board of Directors is of the opinion that he fulfils the conditions specified in the Act for appointment as an Independent Director.

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Sunny George Kutty has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Sunny George Kutty has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Sunny George Kutty has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to her appointment by the Members. Mr. Sunny George Kutty has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors)

Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mr. Sunny George Kutty is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

Brief profile of Mr. Sunny George Kutty is available for inspection by the members. Relevant details under the SEBI Listing Regulations and Secretarial Standards-2, issued by the Institute of Company Secretaries of India, have been also provided elsewhere in this Notice.

In the opinion of the Board, Mr. Sunny George Kutty fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director and that he is independent of the Management.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Sunny George Kutty himself and his relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

Accordingly, the Board recommends passing of the Resolution set out in Item No.1 of the accompanying Notice as a Special Resolution.

The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://www.cybele.co.in/investors/>. The appointment letter would be available for inspection without any fee by the members electronically during business hours on any working day, upto the last date of remote e-voting through Postal Ballot, i.e., Saturday, March 30, 2024.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

## **ITEM NO.2: RE-APPOINTMENT OF Mr.P.A.JOY KUTTY (DIN: 01850120) AS NON EXECUTIVE DIRECTOR AND CHAIRMAN OF THE COMPANY**

Mr. P.A.Joy Kutty (DIN: 01850120) is currently a Non - Executive Director and Chairman of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors has approved the re-appointment of Mr.P.A.Joy Kutty as a Non - Executive Director and Chairman of the Company for a term of 5 (five) consecutive years commencing from February 24, 2024 upto February 23, 2029 (both days inclusive), liable to retire by rotation and the same shall not be treated as break in his service as Non-Executive Director, subject to the approval of the Members by way of a Special Resolution.

The Nomination & Remuneration Committee considered the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the

Board that Mr. P.A. Joy Kutty's qualifications and the rich experience meets the skills and capabilities required for the role of Non-Executive Director and Chairman of the Company. The Board is of the opinion that Mr. P.A. Joy Kutty continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as a Non-Executive Director and Chairman of the Company and his continued association would be of immense benefit to the Company.

Further, Mr. P.A. Joy Kutty has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

Brief profile of Mr. P.A. Joy Kutty is available for inspection by the members. Relevant details under the SEBI Listing Regulations and Secretarial Standards-2, issued by the Institute of Company Secretaries of India, have been also provided elsewhere in this Notice.

In the opinion of the Board, Mr. P.A. Joy Kutty fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as a Non-Executive Director and Chairman and that he is independent of the Management.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17(1A) of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. P.A. Joy Kutty as a Non-Executive Director and Chairman is now placed for the approval of the Members by a Special Resolution.

The Board recommends the Special Resolution set out in Item No. 2 of the accompanying Notice for approval of the Members.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

(By Order of the Board)  
**for Cybele Industries Limited**  
**Thomas P Joy**  
**Managing Director**  
**DIN:01850040**

Place: Chennai  
Date: 24.02.2024

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**DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED**

**[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard-2 on General Meetings issued by ICSI]**

<b>Name of the Director</b>	<b>Mr. Sunny George Kutty</b>	<b>Mr. P.A.Joy Kutty</b>
<b>DIN</b>	06983347	01850120
<b>Date of Birth</b>	28.05.1960	19.10.1948
<b>Age</b>	64	75
<b>Date of first appointment on the Board</b>	27.09.2014	17.05.1993
<b>Brief profile</b>	<p>He is a B.E. Mechanical Graduate and Senior in Business Management with over 30 years of experience in production, finance, human resources and infrastructural activities.</p> <p>He has more experience in Leadership Hiring, HR Strategies, M&amp;A Advisory, General Management, Business Strategies, Profit center responsibility.</p> <p>He is an advisor for many corporates for construction of factory sheds and providing professional services to various clients in India.</p>	<p>He is a D.M.E. by educational qualification and having more than 50 years of experience in Production, Finance &amp; Marketing of wires and cables. He is managing the company for the past 35 years under various position.</p> <p>He is also advisor for various corporate companies for formation and continuous support for the developments.</p> <p>He is also experienced in real estate activity for the past 30 years and creating land bank to the company at various places in Chennai.</p>
<b>Qualifications</b>	B.E. Mechanical	DME
<b>Expertise in specific functional area</b>	He is having experience in Finance, Marketing and Management.	He is having experience in Production, Marketing and Management.
<b>Skills and capabilities required for the role and the manner in</b>	Item No. 1 of the Notice and Explanatory Statement	Item No. 2 of the Notice and Explanatory Statement

<b>Name of the Director</b>	<b>Mr. Sunny George Kutty</b>	<b>Mr. P.A.Joy Kutty</b>
<b>which the Directors meet the requirements</b>		
<b>Terms and conditions of appointment/re-appointment</b>	Appointment as an Independent Director for a period of 5 years commencing from March 31, 2024 to March 30, 2029 (both days inclusive) [Refer Item No. 1 of the Notice and Explanatory Statement]	Re-appointment as a Non-Executive Director and Chairman for a period of 5 years commencing from February 24, 2024 to February 23, 2029 (both days inclusive) [Refer Item No. 2 of the Notice and Explanatory Statement]
<b>Details of remuneration last drawn (FY 2022-23)</b>	NIL	Rs.5.60 Lacs P.A.
<b>Details of remuneration sought to be paid</b>	Sitting Fees as approved by the Board of Directors.	Rs.5.60 Lacs P.A.
<b>Directorships in other Listed Companies*</b>	Nil	Nil
<b>Membership/ Chairpersonship of Committees in other Listed companies</b>	Nil	Nil
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	Nil	Nil
<b>No. of Board Meetings attended during FY 2023-24 (upto the date of this Notice)</b>	NA	3/3 (Three out of Three meetings)
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	Mr. Sunny George Kutty does not have any relation inter-se with other Director(s)/KMP of the Company.	Mr. P.A. Joy Kutty does have relation with M.D. and JMD of the Company.

<b>No. of shares held</b> <b>(a) Own:</b> <b>(b) As beneficial owner:</b>	Nil   Nil 	30,32,974 Equity Shares  Nil
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\*Directorships in private limited companies (except deemed public companies), foreign companies and section

8 companies and their committee memberships are excluded. Membership and chairmanship of Audit Committee and Stakeholders' Relationship Committee of only public companies have been included in the aforesaid table.