



## CORDS CABLE INDUSTRIES LIMITED

CIN : L74999DL1991PLC046092

REGISTERED OFFICE: B-1/ A-26, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi- 110 044.

Website : www.cordscable.com, E- Mail: ccil@cordscable.com

Tel No- +91-011-40551200, Fax No-+91-011-26951196, 011-26951196

### NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Members of Cords Cable Industries Limited will be held on **Wednesday, September 30, 2015 at 01.30 p.m.** at **SHAH AUDITORIUM, SHREE DELHI GUJARATI SAMAJ MARG, NEAR INTERSTATE BUSTERMINAL, DELHI-110054** to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend @10% for the financial year 2014-15, on Non-Convertible Cumulative Preference Shares.
3. To appoint a Director in place of Mr. Naveen Sawhney (DIN 00893704), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider re-appointment of Statutory Auditor 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 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, M/s Sharma Goel and Co. LLP, Chartered Accountants, (FRN000643N), be and are hereby, reappointed as Statutory Auditors of the Company, to hold office from the conclusion of 24th Annual General Meeting until the conclusion of 25th Annual General Meeting at a remuneration of Rs. 7,00,000/- (Rupees Seven Lacs only) p.a. + Service Tax as applicable."

#### **SPECIAL BUSINESS:**

5. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with schedule IV to the Act, Mr. Vijay Kumar (DIN 01291193), who was appointed by the Board of Directors as an Additional Director of the company with effect from January 10th, 2015 in terms of Section 161 of the Companies Act, 2013, and who has submitted a declaration that he meet the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment as Independent Director and in respect of whom the Company has received a notice in writing u/s 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for a period of one year from 10.01.2015 to 09.01.2016."
6. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with schedule IV to the Act, Smt. Asha Bhandari (DIN 00212254), who was appointed by the Board of Directors as an Additional Director of the company with effect from April 01st, 2015 in terms of Section 161 of the Companies Act, 2013, and who has submitted a declaration that she meet the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment as Independent Director and in respect of whom the Company has received a notice in writing u/s 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for a period of one year from 01.04.2015 to 31.03.2016."
7. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with schedule IV to the Act, Mr. Vimal Dev Monga (DIN 06803618), who was appointed by the Board of Directors as an Additional Director of the company with effect from April 23rd, 2015 in terms of Section 161 of the Companies Act, 2013, and who has submitted a declaration that he meet the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment as Independent Director and in respect of whom the Company has received a notice in writing u/s 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for a period of one year from 23.04.2015 to 22.04.2016."
8. 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 149, 152 and other applicable provisions of the Companies Act, 2013 and rules made there under, Mr. Sanjeev Kumar (DIN 07178759) who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 30, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and who is eligible for appointment as Director and in respect of whom the Company has received a notice in writing u/s 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company."
9. 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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013

and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to appoint Mr. Sanjeev Kumar (DIN : 07178759), as Whole-time Director of the Company for a period of five years with effect from May 30, 2015 and he shall be liable to retire by rotation.

**RESOLVED FURTHER** that consent of Company be and is hereby accorded for payment of Rs. 65,304/- p.m. remuneration to Mr. Sanjeev Kumar as Whole Time Director of the Company for a period of three years with effect from May 30, 2015 to May 29, 2018.

**RESOLVED FURTHER** that consent of Company be and is hereby also accorded for payment of Helper Allowance to Mr. Sanjeev Kumar, Whole-time Director of the Company subject to the maximum of Rs. 10,000/- in a month with effect from July 01, 2015 to May 29, 2018 and in addition to monthly salary and helper allowance, Mr. Sanjeev Kumar shall be entitled to perquisites and allowances as enumerated herein below:

Medical Reimbursement	Medical Expenses incurred by the appointee on self, and family will be reimbursed subject to the maximum of Rs.15,000 in a year.
Contribution to Provident	Contribution to the Provident Fund as per the Rules of the Company, presently Rs 1800/- p.m.
Gratuity	Gratuity payable as per the rules of the Company.
Leave Encashment	Encashment of leave at the end of the tenure as per the rules of the Company.
Telephone	Free land line telephone and mobile phone facility will be provided upto Rs. 600/- p.m.

**RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Sanjeev Kumar (DIN 07178759), the minimum remuneration shall be paid in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of the company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in line with the Nomination and Remuneration Policy of the Company and pursuant to the provisions of Sections 197, 203, schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 consent of the members of the company be and is hereby accorded to approve the remuneration of Mr. Naveen Sawhney (DIN: 00893704), Managing Director of the Company for the remaining period of his tenure as Managing Director i.e.

from 01.07.2014 to 30.04.2015	Consolidated salary Rs. 3,75,000/- p.m.
from 01.05.2015 to 30.06.2016	Consolidated salary of Rs. 6,15,000/- p.m.

**RESOLVED FURTHER** that in addition to monthly salary Mr. Naveen Sawhney shall be entitled to perquisites and allowances as enumerated herein below:

Commission	Commission not exceeding 1% of the net profits of the Company, subject to the approval by the Board of Directors of the Company or any Committee thereof constituted in this regard.
Medical Reimbursement	Medical Expenses incurred by the appointee on self, and family will be reimbursed subject to the maximum of Rs.15,000 in a year.
Contribution to Provident and other Fund	Contribution to the Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company.
Leave Travel Concession	For self and the family once a year in accordance with the rules of the Company.
Gratuity	Gratuity payable as per the rules of the Company.
Leave Encashment	Encashment of leave at the end of the tenure as per the rules of the Company.
Car	The Managing Director will be provided with a car and a driver.
Telephone	Free land line telephone and mobile phone facility will be provided.

**RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Naveen Sawhney the minimum remuneration shall be paid in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of the company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

11. 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 197, 203, schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re enactment thereof for the time being in force), consent of the members of the company be and is hereby accorded for payment of managerial remuneration to Mr. Devender Kumar Prashar (DIN 00540057), Joint Managing Director of the Company for the remaining period of his tenure as Joint Managing Director i.e. from 01.07.2014 to 30.06.2016 as under:

Salary	Consolidated Salary at the rate of Rs. 3,75,000/- (Rupees Three Lacs Seventy Five Thousand only) per month.
Commission	Commission not exceeding 1% of the net profits of the Company, subject to the approval by the Board of Directors of the Company or any Committee thereof constituted in this regard.
Medical Reimbursement	Medical Expenses incurred by the appointee on self, and family will be reimbursed subject to the maximum of Rs.15,000 in a year.
Contribution to Provident and other Fund	Contribution to the Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company.
Leave Travel Concession	For self and the family once a year in accordance with the rules of the Company.
Gratuity	Gratuity payable as per the rules of the Company.
Leave Encashment	Encashment of leave at the end of the tenure as per the rules of the Company.
Car	The Joint Managing Director will be provided with a car and a driver.
Telephone	Free land line telephone and mobile phone facility will be provided.

**RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Devender Kumar Prashar as Joint Managing Director, the minimum remuneration shall be paid in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of the company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

12. To consider and if though 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, if any, of the Companies Act, 2013 and rules made thereunder, the remuneration payable to M/s S. Chander & Associates, Cost Accountant (Firm Registration No 100105), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, amounting to Rs. 1,00,000/- (Rupees One Lac only) p.a. plus service tax and out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed."
13. To consider and if though fit to pass, with or without modification(s), the following resolution as a **Special Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion (except particulars of subscribers to the articles of association), of the regulations contained in the existing Article of Association of the Company.  
**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to alteration of object clause and execute such documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

By Order of the Board of Directors  
**For Cords Cable Industries Limited**

**Sd/-**  
**(Garima Pant)**  
**Company Secretary**  
**A-28170**

New Delhi  
August 14, 2015

**Registered Office**  
B-1/A-26, Mohan Cooperative Industrial Estate  
Mathura Road, New Delhi – 110044  
Tel : 40551200; Fax 26951196 / 1731  
Website : [www.cordscable.com](http://www.cordscable.com), E- Mail: ccil@cordscable.com  
CIN : L74999DL1991PLC046092

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT TO BE THE MEMBER OF THE COMPANY.**

Pursuant to the provision of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty (50) members holding in aggregate, not more than ten percent of the total share capital of the company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the company provided that such person shall not act as a proxy for any other person.

The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, **not later than 48 hours before** the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

3. The Company has received consent under section 141 of the Companies Act, 2013 from the Statutory Auditors of the Company, namely, M/s Sharma Goel and Co. LLP, Chartered Accountants, (FRN000643N), confirming that their appointment if made, will be within the prescribed limits as per section 141 of the Companies Act, 2013. The auditors also informed that they had subjected themselves to the Peer Review Process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of ICAI.
4. Members seeking any information with regard to the Accounts are requested to write to the Company at least 7 days prior to the date of meeting to the Company Secretary at the Registered Office of the Company, so as to enable the Management to keep the information ready at the Meeting.
5. The Register of Members and Transfer Books of the Company will be closed from Thursday, September 24, 2015 to Wednesday, September 30, 2015, both days inclusive.
6. The Final Dividend on Preference Shares for the financial year ended March 31, 2015, as recommended by the Board, if approved at the AGM, will be paid on or after Monday, October 05, 2015 to those Members whose name appears in the Register of Members of the Company as on the book closure dates. No dividend proposed on Equity Shares.
7. Members who have not yet encashed their dividend warrant(s) for the financial year 2007-2008 onwards are requested to make their claims without any delay to Link Intime India Pvt. Limited. It may be noted that unclaimed/ unpaid dividend for the financial year 2007-08 declared on September 30, 2008 can be claimed by the members by November 05, 2015. Members are requested to note that dividends not claimed within 7 years from the date of transfer to the Company's Unpaid/unclaimed Dividend Account as per Section 205A and 205C of the Companies Act, 1956 will be transferred to the Investor Education and Protection Fund. Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime India Private Limited.
9. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Link Intime India Private Limited for assistance in this regard.
10. 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 Participant with whom they are maintaining their demat accounts. Members holding share in physical form can submit their PAN details to the Company/Registrar and Transfer Agents, M/s Link Intime India Pvt. Ltd.
11. Members who hold shares in dematerialized form are requested to write their DP ID & Client ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
12. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the Registration Counter at the venue.
14. The Notice of the Annual General Meeting alongwith the Annual Report 2014-15 and Attendance Slip are being sent by electronic mode to those Members whose e-mail addresses are registered with the Depositories, unless any member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may also note that the aforesaid documents are also available on the Company's website [www.cordscable.com](http://www.cordscable.com) for download. Members who have received the Notice of AGM, Annual Report & Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled attendance slip at the Registration counter at the AGM.
15. To support the "Green Initiative" the members who have not registered their e-mail addresses are requested to register the same with Depositories.
16. Pursuant to the requirements of the Listing Agreement of Stock Exchanges on Corporate Governance, the information about the Directors proposed to be appointed /re-appointed at the Annual General Meeting is given in the Annexure to the Notice.
17. As per Section 72 of the Companies Act, 2013 and rules made thereunder shareholders holding shares in physical form may file nomination in prescribed form no. SH 13 with the Company's Registrar and Transfer Agent. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant.
18. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting.

19. Documents referred in the accompanying Notice are open for inspection at the registered office of the Company on all working days except Saturdays and holidays between 02.30 P.M. to 04.30 P.M. upto the date of Annual General Meeting.
20. In compliance with 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 Clause 35 B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force), the Company is pleased to offer e- voting facility to the members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice convening the 24th Annual general Meeting to be held on September 30, 2015, through Central Depository Services (India) Limited {CDSL}.
- The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com)
  - The e-voting facility will be available during the following voting period:

Start Date and Time	Sunday, September 27, 2015 (9:30 a.m. IST)
End Date and Time	Tuesday, September 29, 2015 (5.00 p.m. IST)

21. The Company has appointed Mr. Kapoor Chand Garg, Practicing Company Secretary (FCS-7145 & COP-7829), to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
22. The facility for voting through polling paper shall also be made available at the AGM and the Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.

**The Instructions for members for e- voting are as under:**

- i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii) Click on Shareholders.
- iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/ Depository Participants are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/ mm/yyyy format
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Details company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN <150810046 > for the <Cords Cable Industries Limited> on which you choose to vote.
- xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi) If Demat account holder has forgotten the Log in password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
    - i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. may follow the same instructions as mentioned above for e-Voting.
    - ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## GENERAL INSTRUCTIONS

- The e-voting period commences on Sunday, September 27, 2015 (9:30 am) and ends on Tuesday, September 29, 2015 (5:00 pm). Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September, 2015 may opt for e-voting and cast their vote electronically.
- The Voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again. At the end of remote e-voting period, the facility shall forthwith be blocked.
- The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter 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 three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.cordscable.com](http://www.cordscable.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges i.e. NSE and BSE Limited.

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

As required by Section 102 of the Companies Act, 2013 (ACT), the following explanatory statement set out all material facts relating to the business mentioned under Item No. 05 to 13 of accompanying notice.

### Item No. 5

The Board of Directors of the Company had appointed Mr. Vijay Kumar (DIN 01291193) as an Additional Director of the Company, in the category of Non Executive Independent Director, with effect from January 10th, 2015.

As per the provisions of Section 161 of the Companies Act, 2013, he holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director and the Company has received a Notice in writing under the provisions of section 160 of the Companies Act, 2013, along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Vijay Kumar for the office of Director.

The Company has also received consent in writing from Mr. Vijay Kumar, to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) to act as Director.

Mr. Vijay Kumar, Independent Director of the Company, have given a declaration to the Board that he meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Vijay Kumar fulfils the conditions specified in the Act and rules framed thereunder and in the Equity Listing Agreement, for his appointment as an Independent Director of the Company. Copy of documents referred in the proposed resolution shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day and a copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is also available on the website of the Company [www.cordscable.com](http://www.cordscable.com).

In compliance with provision of Section 149 read with Schedule IV of the Act, the appointment of Mr. Vijay Kumar as Independent director is now being placed before the Members for their approval. A brief profile of Mr. Vijay Kumar is given below:



Mr. Vijay Kumar, 66 Years, is B.E. (Electrical), and holds a Post graduate diploma in Business Management. He has an experience of more than 40 Years in the Plastic and Cable Industry. Mr. Vijay Kumar is the Managing Director of M/s. Sidh Masterbatches Private Limited, which is in the business of manufacturing speciality polymer master batches. He was also associated with SPICEJET Limited as Independent Director from 01.06.2001 to 15.11.2010.

The Board considers that the Company would be benefited by his experience and guidance. Pursuant to Section 149 of the Companies Act, 2013, Mr. Vijay Kumar (DIN: 01291193) shall hold office of a Director for a period of one year from 10.01.2015 to 09.01.2016.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Vijay Kumar, being an appointee, is concerned or interested (financially or otherwise) in this Resolution. The Board commends the ordinary resolution set out at item no 5 for the approval of the Members. Disclosure under clause 49 of the Listing agreement with the Stock Exchange is set out in the annexure to the Explanatory Statement.

#### **Item No. 6**

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) of the Company had appointed Smt. Asha Bhandari (DIN 00212254) as an Additional Director of the Company, in the category of Non Executive Independent Director, with effect from April 1st, 2015.

As per the provisions of Section 161 of the Companies Act, 2013, she holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director and the Company has received a Notice in writing under the provisions of section 160 of the Companies Act, 2013, along with a deposit of Rs. 1,00,000/- proposing the candidature of Smt. Asha Bhandari for the office of Director.

The Company has also received consent in writing from Smt. Asha Bhandari, to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that she is not disqualified u/s 164(2) to act as Director.

Smt. Asha Bhandari, Independent Director of the Company, have also given a declaration to the Board that she meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013. In the opinion of the Board, Smt. Asha Bhandari (DIN 00212254) fulfils the conditions specified in the Act and rules made thereunder and the Equity Listing Agreement, for her appointment as an Independent Director of the Company. Copy of documents referred in the proposed resolution shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day and a copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is also available on the website of the Company [www.cordscable.com](http://www.cordscable.com).

In compliance with provision of Section 149 read with Schedule IV of the Act, the appointment of Smt. Asha Bhandari as Independent director is now being placed before the Members for their approval. A brief profile of the Independent Director to be appointed is given below:

Smt. Asha Bhandari (holding DIN: 00212254), 62 Years, is Graduate (B.A.) from University of Lucknow. Smt. Asha Bhandari was associated with M/s. Heimsoth Kile Technology Private Limited from 28.12.1998 to 29.05.2011 as a Director. She is also proprietor of Asha Greh Udyog, New Delhi.

The Board considers that the Company would be benefited by her experience and guidance. Pursuant to Section 149 of the Companies Act, 2013 Smt. Asha Bhandari (DIN : 00212254), shall hold office of a Director for a period of one year from 01.04.2015 to 31.03.2016.

None of the Directors or Key Managerial Personnel and their relatives, except Ms. Asha Bhandari, being an appointee, is concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary resolution set out at item no 6 for the approval of the Members. Disclosure under clause 49 of the Listing agreement with the Stock Exchange is set out in the annexure to the Explanatory Statement.

#### **Item No. 7**

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) of the Company had appointed Mr. Vimal Dev Monga (DIN 06803618) as an Additional Director of the Company, in the category of Non Executive Independent Director, with effect from April 23, 2015.

As per the provisions of Section 161 of the Companies Act, 2013, he holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director and The Company has received a Notice in writing under the provisions of section 160 of the Companies Act, 2013, along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Vimal Dev Monga for the office of Director.

The Company has also received consent in writing from Mr. Vimal Dev Monga, to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) to act as Director.

Mr. Vimal Dev Monga, Independent Director of the Company, have given a declaration to the Board that he meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Vimal Dev Monga (DIN 06803618) fulfils the conditions specified in the Act and rules made thereunder and the Equity Listing Agreement, for his appointment as an Independent Director of the Company. Copy of documents referred in the proposed resolution shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day and a copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is also available on the website of the Company [www.cordscable.com](http://www.cordscable.com).

In compliance with provision of Section 149 read with Schedule IV of the Act, the appointment of Mr. Vimal Dev Monga (DIN 06803618) as Independent director is now being placed before the Members for their approval. A brief profile of the Independent Director to be appointed is given below:

Mr. Vimal Dev Monga (DIN: 06803618), 64 Years, is Mechanical Engineer with Diploma in Business Management. He has an experience of more than 28 years in cable industry at various levels of management. He has 13 years experience in managing cable industry trade. Presently, Mr. Vimal Dev Monga is associated with M/s. Blowfish Aesthetics Pvt. Limited as Director.

The Board considers that the Company would be benefited by his experience and guidance. Pursuant to Section 149 of the Companies Act, 2013 Mr. Vimal Dev Monga (DIN 06803618) shall hold office of a Director for a period of one year from 23.04.2015 to 22.04.2016.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Vimal Dev Monga (DIN 06803618), being an appointee, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary resolution set out at item no 7 for the approval of the Members.

Disclosure under clause 49 of the Listing agreement with the Stock Exchange is set out in the annexure to the Explanatory Statement.

#### Item No. 8 & 9

The Board upon the recommendation of Nomination and Remuneration Committee of the Company appointed Mr. Sanjeev Kumar (DIN 07178759), as an Additional Director with effect from May 30, 2015. The Board has also appointed him as a Whole Time Director effective the same date, for a period of five years, subject to the approval of Members.

As per the provisions of Section 161 of the Companies Act, 2013, he holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director and the Company has received a Notice in writing under the provisions of section 160 of the Companies Act, 2013, along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Sanjeev Kumar for the office of Director.

The Board of Directors of your Company recommends the resolution in relation to appointment of Mr. Sanjeev Kumar for the office of Whole Time Director for a term of Five (5) years, liable to retire by rotation, for the approval by the shareholders of the Company. A brief profile of Mr. Sanjeev Kumar is given below:

Mr. Sanjeev Kumar (DIN: 07178759), 39 Years, is an aspiring member of Institute of Cost Accountant of India having membership number 26456. He was associated with the Company as Manager Cost Control from the past 3 years. He is young, motivated, enthusiastic, creative and dynamic personality. He posses good entrepreneur skills of managing business activities. He has a total work experience of around 13 years including an experience of more than 3 years in cable industry.

It is recommended to approve the remuneration of Mr. Sanjeev Kumar, Whole Time Director of the Company as proposed in the accompanying resolution plus perquisites as applicable, so that remuneration commensurate with the duties and responsibilities. Proposal for upward revision of remuneration of Mr. Sanjeev Kumar was considered by the management of the Company and is recommended by the Nomination and Remuneration Committee consisting of all Independent Directors and is duly approved by the Board of Directors of the Company.

#### STATEMENT PURSUANT TO SECTION II (B) (IV) OF PART II OF SCHEDULE V OF COMPANIES ACT, 2013

##### GENERAL INFORMATION:

1. Nature of Industry :	Cable Industry		
2. Date or Expected Date of Commencement of Commercial Production.	Company is in existence since 1991.		
3. In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.		
4. Financial performance based on given indicators (Rs. in Lacs)	<b>Particulars</b>	<b>2014-15</b>	<b>2013-14</b>
	Net Income from Operations	26502.70	26299.24
	Profit Before Tax and Depreciation	921.26	801.04
	Depreciation	541.13	499.19
	Profit Before Tax	380.13	301.85
	Tax	109.93	98.40
	Profit After Tax	270.20	203.45
	Equity Capital (face value Rs. 10/-)	1142.78	1142.78
	Preference Share capital (face value Rs.100/-)	160.00	160.00
	Earning per Share (Rs.)	2.20	1.62
5. Export performance (Rs. In Lacs) and Net Foreign Exchange Collaborations	<b>Particulars</b>	<b>2014-15</b>	<b>2013-14</b>
	Foreign Exchange Earning	277.40	684.38
	Foreign Exchange Outgo Foreign Exchange Collaborations	1017.51	2464.94
6. Foreign Investments or Collaborators, if any.	The Company did not have any foreign investments or collaborations.		

##### II INFORMATION ABOUT THE APPOINTEE:



## 1. Background Details

Mr. Sanjeev Kumar (DIN : 07178759), 39 Years, is an aspiring member of Institute of Cost Accountant of India having membership number 26456. He is currently associated with the Company as Manager Cost Control from the past 3 years. He is young, motivated, enthusiastic, creative and dynamic personality. He possesses good entrepreneur skills of managing business activities. He has a total work experience of around 13 years including an experience of more than 3 years in cable industry.

## 2. Past Remuneration

At the time of appointment as Additional Director, Mr. Sanjeev Kumar was entitled to consolidated monthly salary of Rs. 65,304/- and perquisites as proposed. Perquisites payable to Mr. Sanjeev Kumar is revised w.e.f. July 01, 2015.

## 3. Recognition or awards

Mr. Sanjeev Kumar is recognized in the company for his professional approach and Cost efficiency in operations of the company.

## 4. Job Profile and his suitability

Mr. Sanjeev Kumar is responsible for the strategic long term cost control of the Company. He is also designated as occupier under Factories Act of the manufacturing unit located at Bhiwadi and is actively involved in monitoring the overall manufacturing operations at Bhiwadi plant as well as the new unit at Kaharani. The Board is confident that Mr. Sanjeev Kumar's management capabilities will enable the Company to progress further and he is fully suitable for this position.

## 5. Remuneration proposed

In addition to the monthly remuneration of Rs. 65,304/- p.m. plus perquisites and statutory benefits as per company policy which includes Medical, PF, Gratuity, Leave Encashment & Telephone, Mr. Sanjeev Kumar is entitled to receive helper allowance of Rs. 10,000/- p.m. w.e.f. July 01, 2015, as proposed in the accompanying resolution.

## 6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

Mr. Sanjeev Kumar is responsible for the strategic long term cost control of the Company. He is also designated as Occupier of the manufacturing unit located at Bhiwadi and is actively involved in monitoring the overall manufacturing operations at Bhiwadi plant as well as the new unit at Kaharani. Considering the general industry and the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed companies in India.

In order to commensurate remuneration with the duties and responsibilities proposal for upward revision of remuneration of Mr. Sanjeev Kumar was considered by the management of the Company. Turnover of the Company for the financial year 2013 – 2014 was Rs. 26,299.24 Lacs whereas it has achieved turnover of Rs. 26,502.70 Lacs during the financial year 2014 – 2015. The situation has gradually changed for good thereon from FY'14 and thereby now in the FY'16, the company, is once again on the upswing and is cruising on route towards achieving a double-digit percentage jump in its Sales in the current Financial Year. Mr. Sanjeev Kumar has significantly contributed in the growth of the Company.

## 7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Mr. Sanjeev Kumar, apart from this, does not have any other pecuniary transaction with the Company except by way of his employment with the Company.

## III OTHER INFORMATION: (for your opinion)

### 1. Reasons of Loss or Inadequate Profits

Your company earned profit after tax for the year of Rs. 270.20 lacs as against a PAT of Rs. 203.45 lacs earned in the previous year. Even though your company witnessed a jump in its Profits in FY'14-15 vis-a-vis FY'13-14, yet your company earned inadequate profits in the fiscal in respect of the remuneration payable to its managerial person(s). Major reason for earning inadequate profits in the year had been the inability of the company in producing the desirable projected volumes in the fiscal due to which its revenues saw a growth of just under 1% in FY'14-15. Also, general worldwide economic slowdown had also adversely resulted in inadequate profits during the financial year 2014-15. During past few years due to overall adverse economic environment around the country, the investments in new projects were put on hold by most of the companies. The increase in the net sales was not at par with the expectations marginally due to lower realizations, delayed and slow pick-up of the finished goods by the customers and consequently the profits were further impacted.

### 2. Steps taken or proposed to be taken for improvement

Since your Company is engaged in cable manufacturing products used in projects hence demand is likely to increase significantly as Government of India has focused again on infra projects and approvals and investments in new projects will entail higher turnover of the Company which will ultimately increase the profitability of the Company. Also, your company has been continuously working upon achieving better efficiencies, cutting costs at every stage of production, better preventive maintenance, making product mix having higher contribution and achieving higher production so that your company can achieve the scale of economy and maintain higher margin of profit.

### 3. Expected increase in productivity and profits in measurable terms.

Expectation of your company in terms of increase in its profits is in line with the increase in its activity and market penetration in the potentially improving macroeconomic scenario in the country. Further, interest rates are likely to soften in near future and your company is expected to save significantly on its interest outgoes. Additionally, with the ongoing repayment of term loans availed for project financing, your company is expected to save on its financial expenses.

Mr. Sanjeev Kumar, Whole Time Director of the Company, have given a declaration to the Board in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) to act as Director. In the opinion of the Board, Mr. Sanjeev Kumar (DIN 07178759) fulfils the conditions specified in the Act and rules made thereunder, for his appointment as a Whole Time Director of the Company.

Copy of documents referred in the proposed resolution shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Sanjeev Kumar (DIN : 07178759), being an appointee, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the special resolutions set out at item no 8 & 9 for the approval of the Members.

Disclosure under clause 49 of the Listing agreement with the Stock Exchange is set out in the annexure to the Explanatory Statement.

#### Item No. 10

Pursuant to the provision of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, Shareholders of the Company in their meeting held on November 26, 2011 has approved the remuneration of Mr. Naveen Sawhney designated as Managing Director of the company for a period of 3 years from July 01, 2011 to June 30, 2014.

The Board of Directors, upon the recommendation of Nomination and Remuneration Committee and subject to the approval of members of the Company, in its meeting held on February 08, 2015, approved the remuneration of Rs. 3,75,000/- p.m. of Mr. Naveen Sawhney, Managing Director of the company for the remaining period of his tenure as Managing Director i.e. for two (2) years commencing from 01.07.2014 to 30.06.2016.

Keeping in view the additional work pressure on the Managing Director due to the resignation of Mr. Devender Kumar Prashar, Joint Managing Director, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee and subject to the approval of members of the Company, in its Meeting held on May 30, 2015, increased the salary payable to Mr. Naveen Sawhney, Managing Director from 3.75 lacs p.m. 6.15 lacs p.m. w.e.f. May 01, 2015 for the remaining period of his term upto 30.06.2016, without any change in other terms & conditions of their perquisites.

The aggregate of the remuneration as aforesaid will be within the maximum limits as laid down under section 197 of the Companies Act, 2013 and other applicable provisions of the Act read with Schedule V to the Act.

Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, approval from shareholders is sought with respect to regularization and revision in the remuneration of Mr. Naveen Sawhney, Managing Director of the Company. A brief profile of Mr. Naveen Sawhney is given below:

Mr. NAVEEN SAWHNEY 63 Years, is a Mechanical Engineer (AMIME) and holds a Post graduate diploma in Marketing Management. He has an experience of more than 40 Years in the Cable Industry. He started his career with Delton Cables Limited as a Supervisor in the Quality Control Department in September, 1971, where he worked for two years and then shifted to the marketing wing and worked there about 10 years. In 1985 he left the organization and joined Cords India which was formed for marketing cables for principal Indian Communication Cable Company under our own trade name "Cords" and then shifted to Cords Cable Industries in 1987 to manufacture cables. Presently he is the Managing director of your Company.

#### STATEMENT PURSUANT TO SECTION II (B) (IV) OF PART II OF SCHEDULE V OF COMPANIES ACT, 2013

##### GENERAL INFORMATION:

1. Nature of Industry	Cable Industry		
2. Date or Expected Date of Commencement of Commercial Production.	Company is in existence since 1991.		
3. In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.		
4. Financial performance based on given indicators (Rs. in Lacs)	<b>Particulars</b>	<b>2014-15</b>	<b>2013-14</b>
	Net Income from Operations	26502.70	26299.24
	Profit Before Tax and Depreciation	921.26	801.04
	Depreciation	541.13	499.19
	Profit Before Tax	380.13	301.85
	Tax	109.93	98.40
	Profit After Tax	270.20	203.45
	Equity Capital (face value Rs. 10/-)	1142.78	1142.78
	Preference Share capital (face value Rs.100/-)	160.00	160.00
Earning per Share (Rs.)	2.20	1.62	

5. Export performance (Rs. In Lacs) and Net Foreign Exchange Collaborations	Particulars	2014-15	2013-14
	Foreign Exchange Earning	277.40	684.38
	Foreign Exchange Outgo Foreign Exchange Collaborations	1017.51	2464.94
6. Foreign Investments or Collaborators, if any.	The Company did not have any foreign investments or collaborations.		

## II INFORMATION ABOUT THE APPOINTEE:

### 1. Background Details

Mr. NAVEEN SAWHNEY, 63 Years, is a Mechanical Engineer (AMIME) and holds a Post graduate diploma in Marketing Management. He has an experience of more than 40 Years in the Cable Industry. He started his career with Delton Cables Limited as a Supervisor in the Quality Control Department in September, 1971, where he worked for two years and then shifted to the marketing wing and worked there about 10 years. In 1985 he left the organization and joined Cords India which was formed for marketing cables for principal Indian Communication Cable Company under our own trade name "Cords" and then shifted to Cords Cable Industries in 1987 to manufacture cables. Presently he is the Managing director of your Company.

### 2. Past Remuneration

Before proposed revision Mr. Naveen Sawhney was entitled to consolidated monthly salary of Rs. 3,75,000/- and Commission not exceeding 1% of the net profits of the Company (subject to necessary approvals) in addition to perquisites as proposed. Remuneration of Mr. Naveen Sawhney is not revised since October 01, 2009.

### 3. Recognition or awards

Mr. Naveen Sawhney is renowned personality in Cable Industry.

### 4. Job Profile and his suitability

Mr. Naveen Sawhney is responsible for the overall conduct and management of business and affairs of the Company. This includes broad development of Domestic & International business. He is heading Marketing, Strategic Planning and Sourcing Division. All this coupled with his strong resources management capability makes him fully suitable for the position.

### 5. Remuneration proposed

The remuneration of Mr. Naveen Sawhney includes consolidated monthly salary as proposed in the accompanying resolution and commission (subject to necessary approvals) not exceeding 1% of Net Profits calculated as per the provisions of the Companies Act, 2013. Mr. Naveen Sawhney is also entitled to perquisites and Statutory benefits as per company policy which includes Medical, PF, Gratuity, Leave Encashment, Car & Telephone as proposed in the accompanying resolution.

### 6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

Mr. Naveen Sawhney is on the Board of the Company since past 25 years. He has led the Company from its nascent stage and has propelled its growth. He has streamlined the business process operations of the Company and has been a strategic management persona. His skill set and his experience places him at par with similar positions at other major Cable Companies in India. Considering the general industry and the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed companies in India.

Moreover remuneration of Mr. Naveen Sawhney is not revised since last six years as it was last revised in October 2009. Turnover of the Company for the financial year 2013 – 2014 was Rs. 26,299.24 Lacs whereas it has achieved turnover of Rs. 26,502.70 Lacs during the financial year 2014 – 2015. The situation has gradually changed for good thereon from FY'14 and thereby now in the FY'16, the company, is once again on the upswing and is cruising on route towards achieving a double-digit percentage jump in its Sales in the current Financial Year. Mr. Naveen Sawhney has significantly contributed in the growth of the Company.

### 7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

As on the Date of this notice, Mr. Naveen Sawhney is holding 6048022\*\* (52.92%) Equity Shares of the Company and 50% of Preference Shares of the Company. Apart from this, he does not have any other pecuniary transaction with the Company except by way of his employment with the Company.

\*\*note : purchase entire shareholding of Mr. Devender Kumar Prashar and persons acting in concert with him on 21.04.2015 through inter-se- transfer amongst promoter group.

## III OTHER INFORMATION:

### 1. Reasons of Loss or Inadequate Profits

Your company earned profit after tax for the year of Rs. 270.20 lacs as against a PAT of Rs. 203.45 lacs earned in the previous year. Even though your company witnessed a jump in its Profits in FY'14-15 vis-a-vis FY'13-14, yet your company earned inadequate profits in the fiscal in respect of the remuneration payable to its managerial person(s). Major reason for earning inadequate profits in the year had been the inability of the company in producing the desirable projected volumes in the fiscal due to which its revenues saw a growth of just under 1% in FY'14-15. Also, general worldwide economic slowdown had also adversely resulted in inadequate

profits during the financial year 2014-15. During past few years due to overall adverse economic environment around the country, the investments in new projects were put on hold by most of the companies. The increase in the net sales was not at par with the expectations marginally due to lower realizations, delayed and slow pick-up of the finished goods by the customers and consequently the profits were further impacted.

## 2. Steps taken or proposed to be taken for improvement

Since your Company is engaged in cable manufacturing products used in projects hence demand is likely to increase significantly as Government of India has focused again on infra projects and approvals and investments in new projects will entail higher turnover of the Company which will ultimately increase the profitability of the Company. Also, your company has been continuously working upon achieving better efficiencies, cutting costs at every stage of production, better preventive maintenance, making product mix having higher contribution and achieving higher production so that your company can achieve the scale of economy and maintain higher margin of profit.

## 3. Expected increase in productivity and profits in measurable terms.

Expectation of your company in terms of increase in its profits is in line with the increase in its activity and market penetration in the potentially improving macroeconomic scenario in the country. Further, interest rates are likely to soften in near future and your company is expected to save significantly on its interest outgoes. Additionally, with the ongoing repayment of term loans availed for project financing, your company is expected to save on its financial expenses.

Copy of documents referred in the proposed resolution shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Except Mr. Naveen Sawhney, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

The Board commends the Special Resolution set out at Item No 10 of the Notice for approval by the Shareholders.

Disclosure under clause 49 of the Listing agreement with the Stock Exchange is set out in the annexure to the Explanatory Statement.

### Item No. 11

Pursuant to the provision of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, Shareholders of the Company in their meeting held on November 26, 2011 has approved the remuneration of Mr. Devender Kumar Prashar\* designated as Joint Managing Director of the company for a period of 3 years from July 01, 2011 to June 30, 2014.

The Board of Directors, upon the recommendation of Nomination and Remuneration Committee and subject to the approval of members of the Company, in its meeting held on February 08, 2015, approved the remuneration of Rs. 3,75,000/- p.m. of Mr. Devender Kumar Prashar\*, Joint Managing Director of the company for the remaining period of his tenure as Joint Managing Director i.e. for two (2) years commencing from 01.07.2014 to 30.06.2016.

The aggregate of the remuneration as aforesaid will be within the maximum limits as laid down under section 197 of the Companies Act, 2013 and other applicable provisions of the Act read with Schedule V to the Act.

Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, approval from shareholders is sought with respect to approve the remuneration of Mr. Devender Kumar Prashar\*, Joint Managing Director of the Company. A brief profile of Mr. Devender Kumar Prashar\* is given below:

Mr. Devender Kumar Prashar\*, 65 Years, has a Diploma in Mechanical Engineering. He has over 40 years of experience in Cable Industry. He started his career with Delton Cable Limited as a Supervisor in Final Testing department. There he worked for nearly 4 years and then he shifted to Marketing wing where he worked for almost 10 years. He left Delton in 1984 & joined Cords India which was formed for marketing of cables for principal M/s Indian Communication Cable Company with its own trade name "Cords". In 1987 he joined Cords Cable Industries, a partnership firm, to enter into manufacturing of cables. Presently he is working as a Joint Managing Director of our Company. He heads the manufacturing operations at Bhiwadi.

\*note : Mr. Devender Kumar Prashar has resigned w.e.f. April 21, 2015.

### STATEMENT PURSUANT TO SECTION II (B) (IV) OF PART II OF SCHEDULE V OF COMPANIES ACT, 2013

#### GENERAL INFORMATION:

1. Nature of Industry :	Cable Industry		
2. Date or Expected Date of Commencement of Commercial Production.	Company is in existence since 1991.		
3. In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.		
4. Financial performance based on given indicators (Rs. in Lacs)	<b>Particulars</b>	<b>2014-15</b>	<b>2013-14</b>
	Net Income from Operations	26502.70	26299.24
	Profit Before Tax and Depreciation	921.26	801.04

5. Export performance (Rs. In Lacs) and Net Foreign Exchange Collaborations	Depreciation	541.13	499.19
	Profit Before Tax	380.13	301.85
	Tax	109.93	98.40
	Profit After Tax	270.20	203.45
	Equity Capital (face value Rs. 10/-)	1142.78	1142.78
	Preference Share capital (face value Rs.100/-)	160.00	160.00
	Earning per Share (Rs.)	2.20	1.62
	<b>Particulars</b>	<b>2014-15</b>	<b>2013-14</b>
	Foreign Exchange Earning	277.40	684.38
6. Foreign Investments or Collaborators, if any.	Foreign Exchange Outgo Foreign Exchange Collaborations	1017.51	2464.94
6. Foreign Investments or Collaborators, if any.	The Company did not have any foreign investments or collaborations.		

## II INFORMATION ABOUT THE APPOINTEE:

### 1. Background Details

Mr. Devender Kumar Prashar, 65 Years, has a Diploma in Mechanical Engineering. He has over 40 years of experience in Cable Industry. He started his career with Delton Cable Limited as a Supervisor in Final Testing department. There he worked for nearly 4 years and then he shifted to Marketing wing where he worked for almost 10 years. He left Delton in 1984 & joined Cords India which was formed for marketing of cables for principal M/s Indian Communication Cable Company with its own trade name "Cords". In 1987 he joined Cords Cable Industries, a partnership firm, to enter into manufacturing of cables. He was associated with "Cords" as a Joint Managing Director of the Company. He heads the manufacturing operations at Bhiwadi. On April 21, 2015 he has resigned from his post.

### 2. Past Remuneration

Mr. Devender Kumar Prashar was entitled to consolidated monthly salary of Rs. 3,75,000/- and Commission not exceeding 1% of the net profits of the Company(subject to necessary approvals) in addition to perquisites as proposed.

### 3. Recognition or awards

Mr. Devender Kumar Prashar is renowned personality in Cable Industry.

### 4. Job Profile and his suitability

Mr. Devender Kumar Prashar has been instrumental in giving direction to the entire team of Cords & has been responsible for monitoring their performance on regular basis. Mr. Prashar is actively involved in monitoring the overall manufacturing operations at Bhiwadi plant as well as the new unit at Kaharani. The Board is confident that Mr. Devender Kumar Prashar's management capabilities will enable the Company to progress further and he is fully suitable for this position.

### 5. Remuneration proposed

No Change in past remuneration and remuneration proposed.

### 6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

Mr. D. K. Prashar is on the Board of the Company since past 25 years and had resigned w.e.f. April 21, 2015. He has led the Company from its nascent stage and has propelled its growth. He has streamlined the business process operations of the Company and has been a strategic management persona. His skill set and his experience places him at par with similar positions at other major Cable Industries in India. Considering the general industry and the specific company profile, the remuneration is in line with the industry levels and that of comparatively placed companies in India.

Moreover remuneration of Mr. Devender Kumar Prashar is not revised since last six years as it was last revised in October 2009. Turnover of the Company for the financial year 2013 – 2014 was Rs. 26,299.24 Lacs whereas it has achieved turnover of Rs. 26,502.70 Lacs during the financial year 2014 – 2015. The situation has gradually changed for good thereon from FY'14 and thereby now in the FY'16, the company, is once again on the upswing and is cruising on route towards achieving a double-digit percentage jump in its Sales in the current Financial Year. Mr. Devender Kumar Prashar has significantly contributed in the growth of the Company.

### 7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Mr. Devender Kumar Prashar was holding 2786044\* (24.38%) Equity Shares of the Company and 50% of Preference Shares of the Company.

\*note : Mr. Devender Kumar Prashar sold his shares to Mr. Naveen Sawhney on 21.04.2015 and resigned with immediate effect, this being as “inter-se-transfer of shares amongst the promoters” and the same falls within the exemptions under {Regulation- 10(1)(a)(ii)} provided under SEBI (SAST) Regulations, 2011.

Apart from this, he does not have any other pecuniary transaction with the Company except by way of his employment with the Company.

### **III OTHER INFORMATION:**

#### **1. Reasons of Loss or Inadequate Profits**

Your company earned profit after tax for the year of Rs. 270.20 lacs as against a PAT of Rs. 203.45 lacs earned in the previous year. Even though your company witnessed a jump in its Profits in FY'14-15 vis-a-vis FY'13-14, yet your company earned inadequate profits in the fiscal in respect of the remuneration payable to its managerial person(s). Major reason for earning inadequate profits in the year had been the inability of the company in producing the desirable projected volumes in the fiscal due to which its revenues saw a growth of just under 1% in FY'14-15. Also, general worldwide economic slowdown had also adversely resulted in inadequate profits during the financial year 2014-15. During past few years due to overall adverse economic environment around the country, the investments in new projects were put on hold by most of the companies. The increase in the net sales was not at par with the expectations marginally due to lower realizations, delayed and slow pick-up of the finished goods by the customers and consequently the profits were further impacted.

#### **2. Steps taken or proposed to be taken for improvement**

Since your Company is engaged in cable manufacturing products used in projects hence demand is likely to increase significantly as Government of India has focused again on infra projects and approvals and investments in new projects will entail higher turnover of the Company which will ultimately increase the profitability of the Company. Also, your company has been continuously working upon achieving better efficiencies, cutting costs at every stage of production, better preventive maintenance, making product mix having higher contribution and achieving higher production so that your company can achieve the scale of economy and maintain higher margin of profit.

#### **3. Expected increase in productivity and profits in measurable terms.**

Expectation of your company in terms of increase in its profits is in line with the increase in its activity and market penetration in the potentially improving macroeconomic scenario in the country. Further, interest rates are likely to soften in near future and your company is expected to save significantly on its interest outgoes. Additionally, with the ongoing repayment of term loans availed for project financing, your company is expected to save on its financial expenses.

Copy of documents referred in the proposed resolution shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Except Mr. Devender Kumar Prashar, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 11.

The Board commends the Special Resolution set out at Item No 11 of the Notice for approval by the Shareholders.

Disclosure under clause 49 of the Listing agreement with the Stock Exchange is set out in the annexure to the Explanatory Statement.

#### **Item No. 12**

Pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditor) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors, on the recommendation of Audit Committee at its meeting held on May 30, 2015 appointed M/s S. Chander & Associates, Cost Accountants, (Firm Registration No 100105), as the Cost Auditor for audit of the cost records of the Company for the Financial Year ending March 31, 2016, at a remuneration amounting Rs. 1,00,000 (Rs. One Lacs only) plus service tax and out of pocket expenses, if any. In terms of the provisions of Section 148 (3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Audit shall be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 12 for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016 by the shareholders at the ensuing Annual General Meeting of the Company.

Copy of documents referred in the proposed resolution shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out in Item No 12 of this Notice.

#### **Item No. 13**

The Article of Association (AOA) of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.



With the coming into force of the Companies Act, 2013, several regulations of the existing AoA of the Company requires alteration and deletions in several articles. Given this positions, it is considered expedients to wholly replace the existing AoA by a new set of Articles.

The new set off AoA to be substituted in place of the existing AoA are based on "Table F" of the Act which sets out the model articles of association for a company limited by shares.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day, up to the date of the Annual General Meeting and during the Annual General Meeting. The proposed draft Articles of Association is available on the Company's website at [www.cordscable.com](http://www.cordscable.com) for perusal by the shareholders.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 13 of the Notice.

The Board commends the Special Resolution set out at Item No 13 of the Notice for approval by the Shareholders.

By Order of the Board of Directors  
**For Cords Cable Industries Limited**

**Sd/-**  
**(Garima Pant)**  
**Company Secretary**  
**A-28170**

New Delhi  
August 14, 2015

**Registered Office**

B-1/A-26, Mohan Cooperative Industrial Estate  
Mathura Road, New Delhi – 110044  
Tel : 40551200; Fax 26951196 / 1731  
Website : [www.cordscable.com](http://www.cordscable.com), E- Mail: [ccil@cordscable.com](mailto:ccil@cordscable.com)  
CIN : L74999DL1991PLC046092

### Annexure to the Notice of Annual General Meeting

**PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:**

Name of Director	Designation	Date of Birth & No. of Equity Shares held	Qualification (Relationship with other Directors)	Nature of Expertise	Name of Companies in which he/she holds Directorship	Name of Committees of the Companies of which he/she holds Membership
Mr. Naveen Sawhney (DIN:00893704)	Managing Director	20/03/1952 holding Nos. 60,48,022 Equity Shares @ Rs. 10 each & Nos. 80,000 Non Convertible & Redeemable Preference Shares @ 100 each	Mechanical Engineer (AMIME) and holds a Post graduate diploma in Marketing Management	Mr. NAVEEN SAWHNEY 63 Years, is a Mechanical Engineer (AMIME) and holds a Post graduate diploma in Marketing Management. He has an experience of more than 40 Years in the Cable Industry. He started his career with Delton Cables Limited as a Supervisor in the Quality Control Department in September, 1971, where he worked for two years and then shifted to the marketing wing and worked there about 10 years. In 1985 he left the organization and joined Cords India which was formed for marketing cables for principal Indian Communication Cable Company under our own trade name "Cords" and then shifted to Cords Cable Industries in 1987 to manufacture cables. Presently he is the Managing director of our Company.	1. Cords Cable Industries Limited 2. Cords India Private Limited	1. Cords Cable Industries Limited - *Board *Audit Committee *Stakeholder relationship Committee *Committee of Directors *Share Transfer Committee *Risk Management Committee *Corporate Social Responsibility Committee 2. Cords India Private Limited- Board
Mr. Vijay Kumar (DIN: 01291193)	Independent Director	5/8/1948 holding Nil Shares	B.E. (Electrical), and holds a Post graduate diploma in Business Management	Mr. Vijay Kumar, 66 Years, is B.E. (Electrical), and holds a Post graduate diploma in Business Management. He has an experience of more than 40 Years in the Plastic and Cable Industry. Mr. Vijay Kumar is the Managing Director of M/s. Sidh Masterbatches Pvt. Ltd., which is in the business of manufacturing speciality polymer masterbatches. Annual Turnover of the company is Rs. 40.00 Crores. He was also associated with SPICEJET Limited as Independent Director from 01.06.2001 to 15.11.2010.	1. Cords Cable Industries Limited 2. Sidh Materbatches Private Limited	1. Cords Cable Industries Limited - *Board *Audit Committee *Stakeholder relationship Committee *Risk Management Committee *Corporate Social Responsibility Committee *Nomination & Remuneration Committee 2. Sidh Materbatches Private Limited- Board
Ms. Asha Bhandari (DIN: 00212254)	Independent Director	04/03/1953 holding Nil shares	Graduate (B.A.) from University of Lucknow	Ms. Asha Bhandari, 62 Years, is Graduate (B.A.) from University of Lucknow. Ms. Asha Bhandari was associated with M/s. HeimsothKile Technology Pvt. Ltd from 28.12.1998 to 29.05.2011 as a Director. She is also proprietor of Asha Greh Udyog, New Delhi.	1. Cords Cable Industries Limited	1. Cords Cable Industries Limited - *Board *Audit Committee *Stakeholder relationship Committee *Risk Management Committee *Corporate Social Responsibility Committee *Nomination & Remuneration Committee
Mr. Vimal Dev Monga (DIN : 06803618)	Independent Director	25/07/1951 holding Nil shares	Mechanical Engineer with Diploma in Business Management	Mr. Vimal Dev Monga, 63 Years, is Mechanical Engineer with Diploma in Business Management. He has 13 years experience in managing cable industry trade and 28 years of vast experience in cable industry at various levels of Management. Presently, Mr. Vimal Dev Monga is associated with M/s. Blowfish Aesthetics Pvt. Limited as Director.	1. Cords Cable Industries Limited 2. Blowfish Aesthetics Private Limited	1. Cords Cable Industries Limited - *Board *Audit Committee *Stakeholder relationship Committee *Risk Management Committee *Corporate Social Responsibility Committee *Nomination & Remuneration Committee 2. Blowfish Aesthetics Private Limited- Board
Mr. Sanjeev Kumar (DIN : 07178759)	Whole Time Director	8/6/1976 holding Nil shares	Member of Institute of Cost Accountant of India	Mr. Sanjeev Kumar (DIN : 07178759), 39 Years, is an aspiring member of Institute of Cost Accountant of India having membership number 26456. He was associated with the Company as Manager Cost Control from the past 3 years. He is young, motivated, enthusiastic, creative and dynamic personality. He possesses good entrepreneur skills of managing business activities. He has a total work experience of around 13 years including an experience of more than 3 years in cable industry.	1. Cords Cable Industries Limited	1. Cords Cable Industries Limited - *Board *Committee of Directors *Share Transfer Committee



**CORDS CABLE INDUSTRIES LIMITED**

CIN : L74999DL1991PLC046092

**REGISTERED OFFICE:** B-1/ A-26, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi- 110 044.

Website : www.cordscable.com, E- Mail: ccil@cordscable.com

Tel No- +91-011-40551200, Fax No-+91-011-26951196, 011-26951196

**ATTENDANCE SLIP**

(To be surrendered at the time of entry to the Venue)

**24th Annual General Meeting on Wednesday, September 30, 2015 AT 1.30 P.M.** at Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Near Interstate Bus Terminal, Delhi-110054.

Name	
Address	
DP ID	
Client Id	
Regd. Folio No.	
No. of Shares held	

I certify that I am a member / proxy for the member(s) of the Company.

I hereby record my presence at the 24th Annual General Meeting of the company to be held on September 30, 2015 at 01:30 p.m. at Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Near Interstate Bus Terminal, Delhi-110054.

.....  
Member's/Proxy's name in block letters

.....  
Signature of Member / Proxy

- Note : 1. Only Member/Proxy holder can attend the meeting.  
2. Members are requested to bring their copies of the Annual Report to the meeting.





**CORDS CABLE INDUSTRIES LIMITED**

CIN : L74999DL1991PLC046092

REGISTERED OFFICE: B-1/ A-26, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi- 110 044.

Website : www.cordscable.com, E- Mail: ccil@cordscable.com

Tel No- +91-011-40551200, Fax No-+91-011-26951196, 011-26951196

**Form No. MGT-11  
PROXY FORM**

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**24th Annual General Meeting- September 30, 2015**

Name of member(s) :	
Registered address :	
E Mail Id:	
Folio No.	
DP ID	
Client ID	

I / We, being the member(s) of **Cords Cable Industries limited** holding ..... shares hereby appoint:

1.	Name			
	Address			
	E-mail Id	Signature		
	or failing him			
2.	Name			
	Address			
	E-mail Id	Signature		
	or failing him			
3.	Name			
	Address			
	E-mail Id	Signature		
	or failing him			
4.	Name			
	Address			
	E-mail Id	Signature		
	or failing him			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Wednesday, September 30, 2015 at 01.30 p.m. at Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Near Interstate Bus Terminal, Delhi-110054 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional	
		For	Against
	<b>Ordinary Business</b>		
1	Adoption of Audited Balance Sheet as at March 31, 2015, the Profit and Loss Account for the year ended on that date with the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)		
2	Declaration of dividend @ 10% for the financial year 2014-15, on Non-Convertible Cumulative Preference Shares. (Ordinary Resolution)		
3	Appointment of Director in place of Mr. Naveen Sawhney (DIN: 00893704), who retires by rotation and, being eligible, offers himself for re-appointment. (Ordinary Resolution)		
4	Appointment of M/s Sharma Goel and Co. LLP, Chartered Accountants, (FRN: 000643N) as Statutory Auditors. (Ordinary Resolution)		
	<b>Special Business</b>		
5	Appointment of Mr. Vijay Kumar (DIN 01291193) as Independent Director of the Company. (Ordinary Resolution)		
6	Appointment of Mrs. Asha Bhandari (DIN 00212254) as Independent Director of the Company. (Ordinary Resolution)		
7	Appointment of Mr. Sanjeev Kumar (DIN 07178759) as a Director of the Company. (Ordinary Resolution)		
8	Appointment of Mr. Sanjeev Kumar (DIN 07178759) as a Whole Time Director of the Company. (Special Resolution)		
9	Revision in the terms of remuneration of Mr. Naveen Sawhney (DIN 00893704), Managing Director in terms of the Companies Act, 2013. (Special Resolution)		
10	Regularisation in the terms of remuneration of Mr. Devender Kumar Prashar (DIN 00540057), Joint Managing Director in terms of the Companies Act, 2013. (Special Resolution)		
11	Rectification of Remuneration of M/s S. Chander & Associates, Cost accountant firm (FRN: 100105) as Cost Auditor for the F.Y. Year 2015-16. (Ordinary Resolution)		
12	Amendment to Articles of Association of the Company in terms of the Companies Act, 2013. (Special Resolution)		

Signed this ..... day of ..... 2015.

Affix Revenue Stamp not less than Rs. 0.15
--

.....  
Signature of the Member

.....  
Signature of the Proxy Holder(s)

**Note:**

1. The Proxy Form should be signed across revenue stamp as per specimen signature(s) registered with the company.
2. Please put a (✓) in the box in the appropriate column against the respective resolution. If you leave the "For" or "Against" column blank against any or all the resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting.