



## **CORDS CABLE INDUSTRIES LIMITED**

CIN : L74999DL1991PLC046092

**REGISTERED OFFICE:** 94, 1st Floor, Shambhu Dayal Bagh Marg, Near Okhla Industrial Area Phase-III, Old Ishwar Nagar, New Delhi-110020.

Website : [www.cordscable.com](http://www.cordscable.com), E- Mail: [ccil@cordscable.com](mailto:ccil@cordscable.com)

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### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an Extraordinary General Meeting of the Members of Cords Cable Industries Limited will be held on **Friday, January 29, 2016 at 10:00 a.m.** at Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, Near Interstate Bus Terminal, Delhi-110054 to transact the following Special Business:

#### **Item No.**

#### **1. To Increase the Authorised Share Capital of the Company**

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 61 and 64 of the Companies Act, 2013, and such other provisions as may be applicable and the relevant rules framed there under and in accordance with the provisions of the Articles of Association of the Company, the authorised share capital of the Company be and is hereby increased from Rs. 15,60,00,000/- (Rupees Fifteen Crore Sixty Lakhs only) divided into 1,20,00,000 (One Crore Twenty Lakh) equity shares of Rs. 10/- each amounting to Rs. 12,00,00,000/- (Twelve Crore) and 3,60,000 (Three Lakh Sixty Thousand) Preference Shares of Rs. 100/- each amounting to Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakhs Only) to Rs. 17,10,00,000/- (Rupees Seventeen Crore Ten Lakhs only) divided into 1,35,00,000 (One Crore Thirty-five Lakh) equity shares of Rs. 10/- each amounting to Rs. 13,50,00,000/- (Rupees Thirteen Crore Fifty Lakhs only) and 3,60,000 (Three Lakh Sixty Thousand) Preference Shares of Rs. 100/- each amounting to Rs.3,60,00,000/- (Rupees Three Crore Sixty Lakhs Only).

**RESOLVED FURTHER THAT** the new equity shares shall rank *pari passu* with the existing shares in all respects, including but not limited to dividend.”

#### **2. To Amend Capital Clause of the Memorandum of Association 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** in order to reflect the increase in authorised share capital of the Company, subject to the provisions of Section 13, Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, consent of the members be and is hereby accorded to substitute the existing Clause V of Memorandum of Association of the Company with the following:

“V. The Authorised Share Capital of the Company is Rs. 17,10,00,000/- (Rupees Seventeen Crore Ten Lakhs Only) divided into 1,35,00,000 (One Crore Thirty-five Lakhs) Equity

Shares of Rs. 10/- (Rupees Ten) each and 3,60,000 (Three Lakh Sixty Thousand) Preference Shares of Rs. 100/- (Rupees Hundred) each.”

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof ), be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s).”

**3. To Approve Further Issue of Capital on Preferential Basis in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“ICDR Regulations”).**

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 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) and in accordance with the provisions of the Memorandum of Association (the “Memorandum”) and the Articles of Association of the Company (the “Articles”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulation) and listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited (collectively the “Stock Exchanges”), provisions of Chapter VII – “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (hereinafter referred to as the “SEBI ICDR Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), and all such other approvals from relevant third parties, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals and consents, which may be agreed to by the board of directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the member be and is hereby accorded to the Board to create, offer, issue and allot, up to 15,00,000 (Fifteen Lakh) fully paid-up Equity Shares of the Company, having face value of Rs. 10/- (Rupees Ten Only) each (the “Equity Shares”), for cash, at a price of Rs. 43/- (Rupees Forty Three only) per Equity Share (with a premium of Rs. 33/- (Rupees Thirty Three per Equity Share) being not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations, on a preferential basis, so that the total value of the number of Equity Shares so issued at a price not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations to Mr. Mukul Agrawal (the “Investor”), (a non- promoter individual) having its office at 208/209, The Capital, Plot No. C-70, Block-G, Bandra-Kurla Complex, Bandra (East), Mumbai 400051, having PAN No AAFFPA4859G, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit (the “Preferential Issue”).

**RESOLVED FURTHER THAT** in accordance with Regulation 71(a) of the SEBI ICDR Regulations, the “relevant date” for the purpose of calculating the floor price of the Equity Shares for the purposes of the Preferential Issue is the date which is 30 (thirty) days prior to the date of Extraordinary General meeting i.e. 30<sup>th</sup> December, 2015 (the “Relevant Date”) and the floor price of the Equity Shares to be issued and allotted through the Preferential Issue as calculated in accordance with provisions of Chapter VII of the SEBI ICDR

Regulations is Rs. 42.8025/- per Equity Share, with a premium of Rs. 32.8025/- per Equity Share.

**RESOLVED FURTHER THAT** in accordance with Regulation 74 of the SEBI ICDR Regulations, the Equity Shares shall be issued and allotted by the Company to the Investor, in dematerialised form, within a period of 15 (fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Equity Shares is pending on account of pendency of any approvals by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of the last such approval that is required from a regulatory authority in respect of the allotment of the Equity Shares to the Investor.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted through the Preferential Issue shall rank pari passu with the existing Equity Shares of the Company in all respects, including but not limited to dividend, subject to lock-in as per requirements of SEBI ICDR Regulations and shall be subject to the provisions of the Memorandum and the Articles of the Company.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted shall be subject to lock-in as stipulated under the SEBI ICDR Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

**RESOLVED FURTHER THAT** subject to the provisions of SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, vary, modify, alter and approve the terms and conditions of the offer, issue and allotment of the Equity Shares as it may deem expedient.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board or any authorised committee of the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper, desirable, incidental or expedient for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the SEBI ICDR Regulations, listing of the Equity Shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the Equity Shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be

necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Preferential Issue including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

**4. To Approve appointment of Mr. Vijay Kumar (DIN 01291193) as Independent Director**

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 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 recommended for the re-appointment as an Independent Director of the company by the Board of Directors for his second term of office for a period of five year i.e. with effect from January 10<sup>th</sup>, 2016 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 re-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 re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for a period of five year from 10.01.2016 to 09.01.2021.”

By Order of the Board of Directors  
**For CORDS CABLE INDUSTRIES LIMITED**

Place: New Delhi  
Date: 1st January, 2016

Sd/-  
**GARIMA PANT**  
**COMPANY SECRETARY**  
**Mem. No. - A 28170**

**NOTES :**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A Member entitled to attend and vote at the Extraordinary General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of the Meeting.** Pursuant to provision of section 105 of the Companies Act, 2013 read with applicable rules thereon, a person can act as a proxy on behalf of member not exceeding fifty and holding in the

aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is sent herewith.

3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members/ Proxies/ Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Attendance Slips will not be distributed at the Meeting.
5. Only registered members of the Company or any proxy appointed by such registered member, as on the cut-off date decided for the purpose, being January 23, 2016, may attend and vote at the Extraordinary General Meeting as provided under the provisions of the Companies Act.
6. The Notice of the Extra Ordinary General Meeting 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** for download. Members who have received the Notice of EGM & 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 EGM.
7. 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 Extraordinary General Meeting.
8. Once the vote on a resolution is cast by the member, the member shall not allowed to change it subsequently. Further, members who have casted their vote electronically shall not vote by way of poll, if held at the meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility, shall be provided polling papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
9. Member holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Link Intime India Pvt. Ltd.
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 their PAN to their Depository Participants with whom they are maintain their demat accounts. Members holding shares in physical form and submit their PAN to the Company/Link Intime India Pvt. Ltd.

11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company electronically.
12. 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 regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulation) (including any statutory modification or re-enactment thereof for the time being in force), the Company is pleased to offer remote e- voting facility to the members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice convening Extraordinary General Meeting to be held on Friday, January 29, 2016, through Central Depository Services (India) Limited {CDSL} and the business may be transacted through voting by electronic means.
  - The remote e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com)
  - The remote e-voting facility will be available during the following voting period:

Start Date and Time	26.01.2016 (9:30 a.m. IST)
End Date and Time	28.01.2016 (5.00 p.m. IST)

13. The Company has appointed Mr. Kapoor Chand Garg, Practicing Company Secretary (FCS-7145 & COP-7829), to act as the Scrutinizer, to scrutinize the entire remote e-voting process in a fair and transparent manner.
14. The facility for voting through polling paper shall also be made available at the EGM and the Members attending the EGM 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 EGM but shall not be entitled to cast their vote again.

**The Instructions for members for remote 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 < **160102002** > 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. January 23, 2016 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 remote e-voting period commences on 26, January, 2016 (9:30 am) and ends on 28 January, 2016 (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. 23 January, 2016 may opt for remote 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 EGM, 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 EGM, 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. National Stock Exchange of India Limited and BSE Limited.



- Any person who acquires shares of the Company and becomes a member of the Company after the dispatch and hold shares as on cut-off i.e. January 23, 2016 date should follow the instruction for remote e-voting as mentioned above for FIRST TIME USER. In case of any queries, the shareholders may also contact the Registrar & Transfer Agent viz. M/s. Link Intime India Private Limited.

## **ANNEXURE TO NOTICE - EXPLANATORY STATEMENT**

**As required under Section 102(1) of the Companies Act, 2013, the material facts concerning each item of Special Business to be transacted at the Extraordinary General Meeting to be held on Friday, 29<sup>th</sup> January, 2016 are set out below.**

### **Agenda Item 1 & 2: Increase in Authorised Capital and Amending the Capital Clause of Memorandum of Association of the Company.**

The Company is proposing to raise funds by issuance of further share capital on preferential basis as per Agenda Item No. 3 of this notice. The present Authorised capital is not sufficient for issuance of the said capital on preferential basis and hence in order to carry out the said fund raising it is necessary to increase the Authorised Capital of the Company from present Rs. 15,60,00,000/- to Rs. 17,10,00,000/-.

The board of directors of the Company (Board), vide its resolution dated January 1, 2016 has proposed to increase the authorised share capital of the Company. Pursuant to Sections 61(1) (a), the shareholders of the Company must accord their consent to the proposed increase in the authorised share capital. The Board therefore seeks approval for the same.

Further, as a consequence of increase in the Authorised Capital it is also necessary for the Company to amend the capital clause appearing the Memorandum of Association of the Company. As per the provisions of Section 13 of the Companies Act, 2013, shareholders approval is required for alteration in the Memorandum of Association of the Company. The Board therefore seeks approval for the same.

The documents related to increase of authorised share capital and alteration to Memorandum of Association shall remain open for inspection by the members at the registered office of the Company during normal business hours on all working day except Saturdays and holidays between 02.30 P.M. to 04.30 P.M. upto the date of Extraordinary General Meeting.

None of the Director/ Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested financially or otherwise, in Resolutions set out at Agenda Item No. 1 and 2 of the accompanying Notice.

### **Agenda Item 3 : Further Issue of Share Capital on Preferential Basis**

- (i) Consent of the shareholders is sought for issuing and allotting, on a preferential basis, up to 15,00,000 (Fifteen Lakh) fully paid-up Equity Shares of the Company, having face value of Rs. 10/- (Rupees Ten Only) each (the "Equity Share"), at a price of Rs. 43 /- (Rupees Forty Three only) per Equity Share, with a premium of Rs 33/- (Rupees Thirty Three) per Equity Share, which shall constitute approximately 11.60% of the diluted paid-up equity share capital of Company, to Mr. Mukul Agrawal ("Investor") (a non-promoter individual) having his address at 208/209, The Capital, Plot No. C-70, Block-G, Bandra-Kurla Complex, Bandra (East), Mumbai 400051, having PAN No AAFPA4859G .

- (ii) The Investor intends to support the Company in achieving the growth of the business of the Company and accordingly is desirous of infusing funds in form of equity share capital and which is proposed to be used to meet the working capital requirements of the company.
- (iii) In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and rules made there under (the "Act"), a company can undertake preferential allotment/private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Act read with provisions of Chapter VII – "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations"), as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI ICDR Regulations.
- (iv) Accordingly, the Company proposes to issue and allot 15,00,000 (Fifteen Lakh) fully Equity Shares, at a price of Rs. 43/- (Rupees Forty Three only) per Equity Share to the Investor.
- (v) The Equity Shares allotted would be listed on the BSE Limited and the National Stock Exchange of India Limited. The issue and allotment would be subject to the availability of requisite regulatory approvals.

**(a) Objects of the issue through Preferential Issue:**

To meet the working capital requirements your Company intends to raise funds through preferential issue of Equity Shares. The proceeds of the issue will be utilised by the Company to meet its working capital requirements.

**(b) Intention of the promoters / directors / key management personnel of the Company to subscribe to the proposed preferential offer:**

The Preferential Issue is not being made to the Promoters, Directors or Key Management Personnel of the Company and None of the current Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to the proposed Preferential Issue.

**(c) Shareholding pattern of the Company before and after the Preferential Issue:**

Sl. No	Category of Shareholders	Pre-Preferential Issue Shareholding (as on 31.12.2015)		Post Preferential Issue Shareholding (Proposed)	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
<b>A. Shareholding of promoter and promoter group</b>					
1.	Indian:				
	Individual	6646438	58.16	6646438	51.41
	Bodies Corporate				
2.	Foreign	-	-	-	-
	<b>Total shareholding of promoter and promoter group A = (A1+A2)</b>	<b>6646438</b>	<b>58.16</b>	<b>6646438</b>	<b>51.41</b>
<b>B. Non Promoter's holding</b>					
1.	<b>Institutional Investor</b>	<b>12695</b>	<b>0.11</b>	<b>12695</b>	<b>0.10</b>
	<b>Sub-Total (B)(1)</b>	<b>12695</b>	<b>0.11</b>	<b>12695</b>	<b>0.10</b>

2	<b>Non-Institutions</b>				
	Bodies Corporate	492982	4.31	492982	3.81
	Directors and Relatives	0	0	0	0
	Indian Public	3525150	30.85	5025150	38.87
	Others (Including NRIs)	750515	6.57	750515	5.81
	<b>Sub-Total (B)(2)</b>	<b>4768647</b>	<b>41.73</b>	<b>6268647</b>	<b>48.49</b>
	<b>Total Public shareholding(B)= (B)(1)+(B)(2)</b>	<b>4781342</b>	<b>41.84</b>	<b>6281342</b>	<b>48.59</b>
	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>				
(a)	Promoter and Promoter Group	-	-	-	-
(b)	Public	-	-	-	-
	<b>Sub-Total (C)</b>	-	-	-	-
	<b>GRAND TOTAL (A)+(B)+(c)</b>	<b>11427780</b>	<b>100</b>	<b>12927780</b>	<b>100</b>

**(d) The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Investor is as follows:**

Identity of the proposed allottee	Category	Pre Issue holding	No of equity shares to be allotted	Issue price of equity shares	Post issue holding	% Post issue holding
Mr. Mukul Agrawal	Non – Promoter Individual	Nil	15,00,000	Rs. 43/- per equity shares	15,00,000	11.60%

Since the Allottee is an Individual, he himself is the ultimate beneficial owner of the equity shares proposed to be allotted.

**(e) Proposed time within which the Preferential Issue shall be completed:**

As required under Chapter VII of the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 (fifteen) days from the date of passing of the resolution at the Extraordinary General Meeting or in the event the allotment of Equity Shares would require any approval(s) from any regulatory authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

**(f) The class or classes of persons to whom the allotment is proposed to be made:**

The proposed allottee is individual, Mr. Mukul Agrawal (a non-promoter individual) is having his address at 208/209, The Capital, Plot No. C-70, Block-G, Bandra-Kurla Complex, Bandra (East), Mumbai 400051 holding PAN No. AAFPA4859G .

**(g) The Total Number of Shares to be Issued and price at which the Preferential Issue is proposed:**

The Board intends to offer, issue and allot up to 15,00,000 (Fifteen Lakh) Equity Shares, at a price of Rs. 43/- (Rupees Forty Three only) per Equity Share, with a premium of Rs. 33/- (Rupees Thirty Three only) per Equity Share to the Investor, the minimum price at which the issue shall be made as determined as on Relevant Date in accordance with Regulation 76 of the ICDR Regulations and applicable law.

**(h) Basis on which the price has been arrived at along with report of the registered valuer:**

This is not applicable in the present case since the Company is a listed company and its shares are frequently traded both on the National Stock Exchange of India Ltd and BSE Ltd. However, it is agreed that the issue price shall be calculated in accordance with the SEBI ICDR Regulations.

**(i) Relevant Date with reference to which the price has been arrived at:**

The "Relevant Date" in terms of Regulation 71(a) of the SEBI ICDR Regulations for the purpose of determining the price of the Equity Shares, is December 30, 2015, i.e. the date 30 (thirty) days prior to the date of the Extraordinary General Meeting.

**(j) Lock-in period:**

The proposed allotment shall be subject to lock-in as per requirements of the Regulations 78 and other applicable provisions of SEBI ICDR Regulations.

**(k) The change in control, if any, in the Company that would occur consequent to the Preferential Issue:**

The existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

**(l) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

This is not applicable in the present case since the Company being a listed company the pricing is in terms of SEBI ICDR Regulations. Further, the proposed allotment is for cash consideration.

**(m) Undertaking to recomputed price and Undertaking to put under lock-in till the recomputed price is paid:**

As specified under the SEBI ICDR Regulations, wherever it is required, the Company shall re-compute the issue price of the Equity Shares to be allotted under the Preferential Issue in accordance with the SEBI ICDR Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by the Investor i.e. Mr. Mukul Agrawal within the time stipulated under the SEBI ICDR Regulations, the Equity Shares allotted to Investor shall continue to be locked-in till the time such amounts are paid by them.

**(n) Certificate from Statutory Auditors:**

A copy of the certificate from Statutory Auditors certifying that the issue is being made in accordance with the requirements of SEBI ICDR Regulations shall be made available 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 Extraordinary General Meeting

**(o) Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:**

Post 31<sup>st</sup> March, 2015 and up to the date of this Notice, no allotment has been made on preferential basis.

**(p) Others**

The Company has not made any preferential issue of securities during the current financial year. The consent of the Shareholders is sought for the issue of 15,00,000 (Fifteen Lakh) Equity Shares in terms of Section 42 and 62(1)(c) and other applicable provisions, if any, of the Act and in terms of the provisions of the SEBI ICDR Regulations and the SEBI LODR Regulation and listing agreements entered into by the Company with the stock exchanges, where the Company's Equity Shares are listed.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013, other applicable provisions of Companies Act, 2013 and Chapter VII of the Regulations. The Board of Directors believe that the proposed Preferential issue and allotment of Equity Shares is in the best interest of the Company and its members. Your Directors, therefore, recommend the resolution for your approval.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the SEBI LODR Regulation.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.3 of the Notice.

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 Extraordinary General Meeting.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.3 of the accompanying Notice.

**Item No. 04**

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) of the Company had re-appointed Mr. Vijay Kumar (DIN 01291193) as an Independent Director of the Company, in the category of Non Executive Independent Director, with effect from January 10<sup>th</sup>, 2016 for a period of five year w.e.f. 10.01.2016.

As per Section 149, 152 of the Companies Act, 2013, Mr. Vijay Kumar was appointed by the board at their meeting held on 10.01.2015 for a period of one year as an Additional Director designated as an Independent Director of the company and subsequently his appointment as an Independent Director was approved by the Shareholders of the company in their meeting held on 30.09.2015. Mr. Vijay Kumar holds office as an Independent director in the Board and his tenure as an Independent Director is liable to expire at January 10, 2016.

The Board in their meeting held on 01.01.2016 has appreciates the Code of Conduct of Mr. Vijay Kumar as an Independent Director in the Board during his tenure and therefore recommends to re-appointing him in the Board for second term for a period of 5 years.

As per the provisions of section 160 of the Companies Act, 2013, the Company has received a Notice in writing 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulation) for his re-appointment as an Independent Director of the Company.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and 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 Five year from 10.01.2016 to 09.01.2021.

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 Special resolution set out at item no 4 for the approval of the Members.

Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulation) with the Stock Exchange is set out in the annexure to the Explanatory Statement.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No. 4 of the accompanying Notice.

By Order of the Board of Directors  
**For CORDS CABLE INDUSTRIES LTD.**  
Sd/-

Place: New Delhi  
Date: 1st January, 2016

**GARIMA PANT**  
**COMPANY SECRETARY**  
**A- 28170**



Annexure to the  
Notice of Extra-Ordinary General Meeting

PURSUANT TO REGULATION-36(3) OF THE SEBI ( LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 , INFORMATION ABOUT THE DIRECTORS  
PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Name of Director	Designation	Date of Birth & Shareholding	Qualification	Disclosure of relationships between directors (inter -se)	Brief Resume / Nature of Expertise	Name of the Listed entity in which person also holds the directorship and the membership of committees of the Board in which he/she holds Directorship	Name of Committees of the Companies of which he/she holds Membership
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	Independent Director (not related with other Executive and Independent Directors)	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	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





**CORDS CABLE INDUSTRIES LIMITED**

CIN NO.-L74999DL1991PLC046092

Regd. Office: 94,1<sup>st</sup> Floor, Shambhu Dayal Bagh Marg, Near Okhla Industrial Area Phase-III  
Old Ishwar Nagar, New Delhi – 110044; Tel : 40551200; Fax 40551280/81

Website : [www.cordscable.com](http://www.cordscable.com) E- Mail [ccil@cordscable.com](mailto:ccil@cordscable.com)

**ATTENDANCE SLIP**

**6<sup>TH</sup> EXTRA-ORDINARY GENERAL MEETING HELD ON FRIDAY, JANUARY 29, 2016  
AT 10.00 A.M.,** at Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, Near  
Interstate Bus Terminal, Delhi-110054.

Name of the shareholder/ Joint Holder(s)	
Address of the shareholder/Joint Holder(s)	
DP ID / Client ID	
Regd. Folio No.	
No. of Shares held	

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

I hereby record my presence at the 6<sup>th</sup> Extra-Ordinary General Meeting of the Company to be held on Friday, January 29, 2016 at 10:00 a.m. at Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, Near Interstate Bus Terminal, Delhi-110054.

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

.....  
Signature of Member / Proxy

- Notes :
1. Only Member/Proxy holder can attend the meeting.
  2. **No Gift Coupons / Refreshment Vouchers will be distributed at the meeting venue.**
  3. The remote e-voting period starts from Tuesday, 26th January, 2016 from 9.30 a.m. and ends on Thursday, 28<sup>th</sup> January, 2016 at 5.00 p.m. The remote e-voting module shall be disabled by CDSL for voting thereafter.
  4. Please read the instructions for remote e-voting given along with the Notice

EVSN USER- ID

PASSWORD



**CORDS CABLE INDUSTRIES LIMITED**

CIN NO.-L74999DL1991PLC046092

Regd. Office: 94,1<sup>st</sup> Floor, Shambhu Dayal Bagh Marg, Near Okhla Industrial Area Phase-III  
Old Ishwar Nagar, New Delhi – 110044; Tel : 40551200; Fax 40551280/81

Website : [www.cordscable.com](http://www.cordscable.com) E- Mail: [ccil@cordscable.com](mailto:ccil@cordscable.com)

**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]

**6<sup>th</sup> Extra-Ordinary General Meeting on Friday, January 29, 2016 AT 10.00 A.M.**

Name of the Shareholders (in block letters) including Joint holders, if any	
Registered Address of the Shareholder/ First named Shareholder	
E. Mail ID	
DP ID / Client ID	
Regd. Folio No.	
No. of Shares held	

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

1.	Name			
	Address			
	E – Mail ID		Signature	
	Or falling him			
2.	Name			
	Address			
	E – Mail ID		Signature	
	Or falling him			
3.	Name			
	Address			
	E – Mail ID		Signature	
	Or falling him			
4.	Name			
	Address			
	E – Mail ID		Signature	
	Or falling him			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6<sup>th</sup> Extra Ordinary General Meeting of the Company to be held on Friday, January 29, 2016 at 10.00 a.m. at Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, Near Interstate Bus Terminal, Delhi-110054 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional
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Special Business		For	Against
1	To Increase the Authorised Share Capital of the Company (Ordinary Resolution)		
2	To Amend Capital Clause of the Memorandum of Association of the Company (Special Resolution)		
3	To Approve Further Issue of Capital on Preferential Basis (Special Resolution)		
4	To Approve appointment of Mr. Vijay Kumar (DIN 01291193) as Independent Director (Special Resolution)		

Signed this ..... day of ..... 2016.

Affix Revenue stamp not less than Re. 1
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Signature of the Member

Signature of the Proxy Holder(s)

- Notes:**
1. The Proxy Form should be signed across revenue stamp as per specimen signature(s) registered with the company.
  2. Please put a  $\surd$  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.



O REW 'Ujcj 'Cwfkqtwo

Erwd 'Tqcf .E k d Npgu .P gy 'F gnjk'F gnjk'uvvg+332276

