

**MINUTES OF THE 31<sup>ST</sup> ANNUAL GENERAL MEETING OF CORDS CABLE INDUSTRIES LIMITED HELD ON FRIDAY, 23<sup>RD</sup> SEPTEMBER, 2022 AT 03:00 P.M. AT REGISTERED OFFICE OF THE COMPANY THROUGH VIDEO-CONFERENCING ("VC")/OTHER AUDIO VISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESS:**

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**DIRECTOR'S PRESENT**

Mr. Naveen Sawhney	Chairman, Managing Director #;
Mr. Sanjeev Kumar	Whole Time Director;
Mr. Parveen Kumar	Independent Director*;
Mr. Rahul Mohnot	Independent Director*;
Mr. Prem Kumar Vohra	Independent Director*;
Mrs. Ella Bhatia	Independent Director;

\* also member of Audit Committee, Stakeholder Relationship Committee; Nomination & Remuneration Committee and CSR Committee;

# also member of Audit Committee, Stakeholder Relationship Committee, CSR Committee;

**IN ATTENDANCE**

Ms. Garima Pant	Company Secretary;
Mr. Sandeep Kumar	CFO;

**SPECIAL INVITEES**

Mr. Kapoor Chand Garg	Practicing Company Secretary, Scrutinizer;
Ms. Kanika	Representative, M/s Alok Misra & Co. (Statutory Auditor);
Mr. Gulshan Kumar Gupta	Representative, M/s Gupta Gulshan & Associates (Secretarial Auditor)
Mr. Gaurav Sawhney	Vice President (Banking and Finance)
Mr. Varun Sawhney	Vice President (Marketing, IT and HR)

Company Secretary opened the proceeding and formally extended a very warm welcome to all the shareholders present at the 31<sup>st</sup> AGM and after briefing about the compliances done relating to the Meeting and guidelines to be followed during the Meeting for shareholders, introduced the Board members and other invitees who were present at the meeting, to the shareholders and registered speakers.

After that, **Mr. Naveen Sawhney**, Managing Director, chaired the meeting as per the provisions of the Articles of Association, the Companies Act, 2013 and applicable Secretarial Standards.



Mr. Naveen Sawhney, welcomed all the members present at the 31<sup>st</sup> (Thirty First) Annual General Meeting of Cords Cable Industries Limited and on behalf of the Board of Directors, thank all the members present for joining the meeting, for having ongoing confidence in the company and for giving extended support to the management.

On request of Chairman, Company Secretary and Compliance Officer informed that 116 shareholders were present through Video Conference (VC) /Other Audio Visual Means (OAVM). The requisite quorum being present as confirmed by Company Secretary, the Chairman called the Meeting to order.

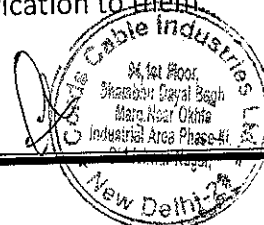
The Chairman thereafter delivered his speech. He gave an overview of growth potential during the financial year ended March 31, 2022, Challenges and future outlook of the Company than he handed over the proceedings to Mr. Sandeep Kumar, CFO of the company to highlight financial performance and future outlook of the Company.

Thereafter, with the permission of the members present, the Notice of the 31<sup>st</sup> Annual General Meeting along with the Independent Auditor's Report and Director's Report were taken as read. Company Secretary also informed that there are no qualifications in the Audit Report. It was informed that the registers as required under the Companies Act, 2013 has been made available electronically in the company's website for inspection by the members during the AGM.

It was further informed that pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies Act, 2013 read with rules made there under, the Company had provided the facility to Members to cast their vote electronically through National Securities Depository Limited (NSDL) platform in respect of all businesses set forth in the Notice. The remote e-voting facility was kept open for the period of 3 (three) days i.e. from Tuesday, September 20, 2022 at 09:30 a.m. to Thursday, September 22, 2022 at 5:00 p.m. Members who joined the meeting through VC and who had not cast their vote through remote e-voting were provided the option to vote through e-voting facility made available at the AGM. She further informed the members that E-voting facility will remain open for next 30 minutes to enable the members to cast their vote and the Company had appointed Mr. Kapoor Chand Garg, Partner of M/s KCG & Associates, Company Secretaries, (Membership No.: FCS-7145 and C.P. No. 7829), as Independent Scrutinizer to supervise the e-voting process and to provide combined voting results of remote e-voting and e-voting at the AGM along with the Scrutinizer's Report.

Then, Items as laid down in the Notice dated August 10, 2022 of 31<sup>st</sup> AGM were transacted at the meeting.

The Company Secretary then informed that there are (8) shareholders registered as speaker and out of them seven (7) speaker expressed their feedback, queries and suggestions. The chairman responded to the queries and provided necessary clarification to them.



The Company Secretary further informed that result of e-voting along with the scrutinizers report will be disseminated on the website and will also be intimated to the stock exchanges stock exchanges separately.

The Chairman thanked all the shareholders / Directors / Auditors / Scrutinizer, who have joined the Annual General Meeting through video conferencing facility/other audio visual means.

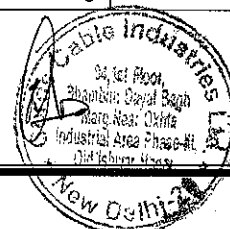
The 31<sup>st</sup> AGM was concluded at 03:38 P.M. with vote of thanks to the chair.

**RESULT OF ELECTRONIC VOTING ON THE ORDINARY AND SPECIAL BUSINESS AT THE 31<sup>ST</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 23<sup>RD</sup> SEPTEMBER, 2022.**

On the basis of the scrutinizer report on electronic voting and on ballot voting at Annual General Meeting, the summary of which is mentioned hereunder, The results of voting was announced on September 24, 2022 that all the resolutions for Ordinary and Special Business as set out in item no 01 to 11 have been passed with requisite majority.

**AGENDA-WISE DISCLOSURE**

Resolution 1: Adoption of the audited financial statement of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon:-								
Resolution Required :			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote E-Voting	6693347	6693347	100.0000	6693347	0	100.0000	0.0000
	Poll (E-voting at AGM)		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6693347	100.0000	6693347	0	100.0000	0.0000
Public-Institutions	Remote E-Voting	1873	0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting at AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal		0	0.0000	0	0	0.0000	0.0000



	Ballot(if applicable)							
	Total							
			0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Remote E-Voting	6232560	12019	0.1928	11818	201	98.3276	1.6724
	Poll (E-voting at AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12019	0.1928	11818	201	98.3276	1.6724
<b>Total</b>		<b>12927780</b>	<b>6705366</b>	<b>51.8679</b>	<b>6705165</b>	<b>201</b>	<b>99.9970</b>	<b>0.0030</b>
Whether resolution is pass or not								Yes

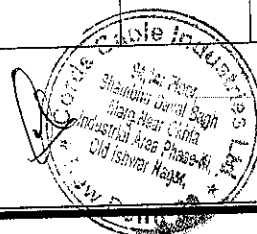
The following resolution was, therefore passed with requisite majority:

### ORDINARY RESOLUTION

“RESOLVED THAT the audited financial statement of the company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby considered and adopted.”

**Resolution 2:** Declaration of dividend on no(s) 1,60,000 Cumulative Redeemable Non-Convertible Preference Shares @10% p.a. for the FY 2021-22:-

Resolution Required :			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote E-Voting	6693347	6693347	100.0000	6693347	0	100.0000	0.0000
	Poll (E-voting at AGM)		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6693347	100.00	6693347	0	100.0000	0.0000
Public-Institutions	Remote E-Voting	1873	0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting at AGM)		0	0.0000	0	0	0.0000	0.0000



	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Remote E-Voting	6232560	12019	0.1928	11718	301	97.4956	2.5044
	Poll (E-voting at AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12019	0.1928	11718	301	97.4956	2.5044
<b>Total</b>		<b>12927780</b>	<b>6705366</b>	<b>51.8679</b>	<b>6705065</b>	<b>301</b>	<b>99.9955</b>	<b>0.0045</b>
Whether resolution is pass or not							Yes	

The following resolution was, therefore passed with requisite majority:

**ORDINARY RESOLUTION**

“RESOLVED THAT pursuant to the recommendation made by the Board of Directors, dividend @10% p.a. on No(s) 1,60,000 Cumulative Redeemable Non-Convertible Preference Shares @10% p.a. be and are hereby declared for the F. Y. ended on March 31, 2022 and be paid to the preference shareholder(s).”

<b>Resolution 3:</b> Appointment of a Director in place of Mr. Sanjeev Kumar (DIN 07178759), who retires by rotation and, being eligible, offers himself for re-appointment.								
Resolution Required :			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote E-Voting	6693347	6693347	100.0000	6693347	0	100.0000	0.0000
	Poll (E-voting at AGM)		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6693347	100.0000	6693347	0	100.0000	0.0000
Public-Institutions	Remote E-Voting	1873	0	0.0000	0	0	0.0000	0.0000
	Poll (E-		0	0.0000	0	0	0.0000	0.0000



	voting at AGM)							
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Remote E-Voting	6232560	12019	0.1928	11758	261	97.8284	2.1716
	Poll (E-voting at AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12019	0.1928	11758	261	97.8284	2.1716
Total		12927780	6705366	51.8679	6705105	261	99.9961	0.0039
Whether resolution is pass or not							Yes	

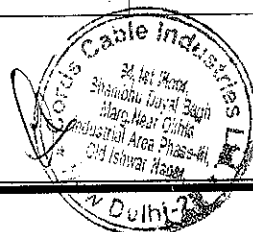
The following resolution was, therefore passed with requisite majority:

### ORDINARY RESOLUTION

“RESOLVED THAT Mr. Sanjeev Kumar (DIN 07178759), who retires by rotation at this 31<sup>st</sup> Annual General Meeting, be and is hereby re- appointed as a Director of the Company.”

**Resolution 4:** Ratification of Remuneration of M/s. S. Chander & Associates, Cost Accountants, New Delhi, appointed as the “Cost Auditors” of the Company for the Financial Year ending March 31, 2023 :-

Resolution Required :			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote E-Voting	6693347	6693347	100.0000	6693347	0	100.0000	0.0000
	Poll (E-voting at AGM)		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6693347	100.0000	6693347	0	100.0000	0.0000
Public-Institutions	Remote E-Voting	1873	0	0.0000	0.0000	0	0.0000	0.0000



	Poll (E-voting at AGM)		0	0.0000	0.0000	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0.0000	0	0.0000	0.0000
	Total		0	0.0000	0.0000	0	0.0000	0.0000
Public- Non Institutions	Remote E-Voting	6232560	12019	0.1928	11718	301	97.4956	2.5044
	Poll (E-voting at AGM)		0	0	0.0000	0	0	0.0000
	Postal Ballot(if applicable)		0	0.0000	0.0000	0	0.00	0.0000
	Total		12019	0.1928	11718	301	97.4956	2.5044
<b>Total</b>		<b>12927780</b>	<b>6705366</b>	<b>51.8679</b>	<b>6705065</b>	<b>301</b>	<b>99.9955</b>	<b>0.0045</b>
<b>Whether resolution is pass or not</b>							<b>Yes</b>	

The following resolution was, therefore passed with requisite majority:

#### **ORDINARY RESOLUTION**

**“RESOLVED THAT** pursuant to the provisions of Sections 148 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, the remuneration payable to M/s S. Chander & Associates, Cost Accountant (Firm Registration No 100105), appointed by the Board of Directors, as the Cost Auditor of the Company to conduct audit of cost accounting records of the Company maintained under Companies (Cost Records and Audit) Rules, 2014 and (Cost Records and Audit) Amendment Rules, 2014, for the Financial Year 2022-23 at a remuneration of ₹ 1,17,700/- (Rupees One Lac Seventeen Thousand Seven Hundred Only) and out of pocket expenses incurred in connection with the aforesaid audit and other applicable taxes, be and is hereby ratified and confirmed.”

<b>Resolution 5</b> Appointment of Mr. Parveen Kumar (DIN 08952635), as an Independent Director of the Company :-								
Resolution Required :			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote E-Voting	6693347	6693347	100.0000	6693347	0	100.0000	0.0000
	Poll (E-voting at AGM)		0	0.0000	0	0	100.0000	0.0000

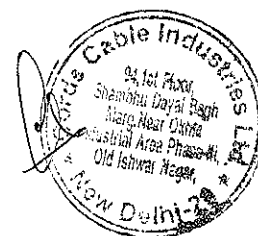


	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6693347	100.0000	6693347	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	1873	0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting at AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
	Remote E-Voting		6232560	12019	0.1928	11758	261	97.8284
Poll (E-voting at AGM)	0	0		0	0	0.0000	0.0000	
Postal Ballot(if applicable)	0	0.0000		0	0	0.0000	0.0000	
Total	12019	0.1928		11758	261	97.8284	2.1716	
<b>Total</b>		<b>12927780</b>	<b>6705366</b>	<b>51.8679</b>	<b>6705105</b>	<b>261</b>	<b>99.9961</b>	<b>0.0039</b>
<b>Whether resolution is pass or not</b>							<b>Yes</b>	

The following resolution was, therefore passed with requisite majority:

#### SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof], the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b), 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended, and pursuant to the recommendation of NRC and approved by the Board of Directors, Mr. Parveen Kumar (DIN 08952635), who was appointed as Independent Director by the members at their meeting held on September 29, 2021 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act 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 office for a second term of 5 (five) consecutive years on the Board of the Company commencing from September 23, 2022 upto September 22, 2027.”



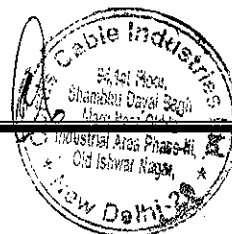


Resolution 6 Appointment of Mr. Rahul Mohnot (DIN 00488475), as an Independent Director of the Company :-								
Resolution Required :			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote E-Voting	6693347	6693347	100.0000	6693347	0	100.0000	0.0000
	Poll (E-voting at AGM)		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>6693347</b>	<b>100.0000</b>	<b>6693347</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	Remote E-Voting	1873	0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting at AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	Remote E-Voting	6232560	12019	0.1928	11758	261	97.8284	2.1716
	Poll (E-voting at AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12019</b>	<b>0.1928</b>	<b>11758</b>	<b>261</b>	<b>97.8284</b>	<b>2.1716</b>
<b>Total</b>		<b>12927780</b>	<b>6705366</b>	<b>51.8679</b>	<b>6705105</b>	<b>261</b>	<b>99.9961</b>	<b>0.0039</b>
<b>Whether resolution is pass or not</b>							<b>Yes</b>	

The following resolution was, therefore passed with requisite majority:

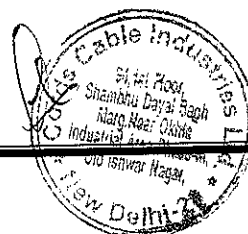
**SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof], the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,



2015 ('SEBI Listing Regulations'), as amended, and pursuant to the recommendation of NRC and approved by the Board of Directors, Mr. Rahul Mohnot (DIN 00488475), who was appointed as independent Director by the members at their meeting held on September 29, 2021 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act 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 office for a second term of 5 (five) consecutive years on the Board of the Company commencing September 23, 2022 upto September 22, 2027."

Resolution 7: Appointment of Mrs. Eila Bhatia (DIN 09274423), as an Independent Director of the Company :-								
Resolution Required :			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote E-Voting	6693347	6693347	100.0000	6693347	0	100.0000	0.0000
	Poll (E-voting at AGM)		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>6693347</b>	<b>100.0000</b>	<b>6693347</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	Remote E-Voting	1873	0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting at AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	Remote E-Voting	6232560	12019	0.1928	11758	261	97.8284	2.1716
	Poll (E-voting at AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12019</b>	<b>0.1928</b>	<b>11758</b>	<b>261</b>	<b>97.8284</b>	<b>2.1716</b>



Total	12927780	6705366	51.8679	6705105	261	99.9961	0.0039	
Whether resolution is pass or not						Yes		

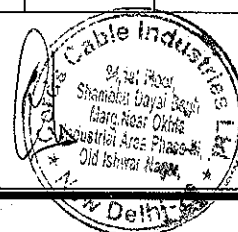
The following resolution was, therefore passed with requisite majority:

**SPECIAL RESOLUTION**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof], the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended and pursuant to the recommendation of NRC and approved by the Board of Directors, Mrs. Eila Bhatia (DIN 09274423), who was appointed as Independent Director by the members at their meeting held on September 29, 2021 and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her 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 office for a second term of 5 (five) consecutive years on the Board of the Company commencing September 23, 2022 upto September 22, 2027.”

**Resolution 8: Issue of Cumulative Compulsory Redeemable Preference Shares :-**

Resolution Required :			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote E-Voting	6693347	6693347	100.0000	6693347	0	100.0000	0.0000
	Poll (E-voting at AGM)		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6693347	100.0000	6693347	0	100.0000	0.0000
Public-Institutions	Remote E-Voting	1873	0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting at AGM)		0	0.0000	0	0	0.0000	0.0000

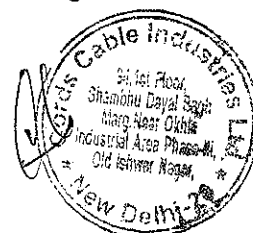


	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Remote E-Voting	6232560	12019	0.1928	11718	301	97.4956	2.5044
	Poll (E-voting at AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12019	0.1928	11718	301	97.4956	2.5044
<b>Total</b>			<b>12927780</b>	<b>6705366</b>	<b>51.8679</b>	<b>6705065</b>	<b>301</b>	<b>99.9955</b>
<b>Whether resolution is pass or not</b>							<b>Yes</b>	

The following resolution was, therefore passed with requisite majority:

#### SPECIAL RESOLUTION

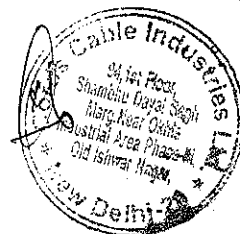
“RESOLVED THAT, pursuant to the provisions of Sections 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, to the extent notified and in effect, pursuant to the relevant provisions of the Memorandum of Association and the Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue and Listing of Non Convertible Redeemable Preference Shares) Regulations, 2013, as amended from time to time (the “SEBI Regulations”), the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed, where and if applicable, and subject to such approvals, consents, sanctions, permissions and provisions of other applicable laws, regulations, rules, directions, guidelines including those issued by Reserve Bank of India and such other concerned regulatory authority(ies), from time to time, to the extent applicable and on such terms, conditions, stipulations and modifications as may be prescribed imposed or suggested while granting such approvals, the consent and approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee or authorised person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this Resolution) to create, issue, offer and allot, in one or more tranches on private placement basis, at its sole and absolute discretion, 1,60,000 Cumulative Compulsory Redeemable Preference Shares [‘Preference Shares’] of ₹ 100/- each, for cash, at par, aggregating to ₹ 160,00,000/- (Rupees One Crore and Sixty lakhs only), to be redeemed at par within a period not exceeding 5 (Five) years from the date of allotment of the said preference shares, to Mr. Naveen Sawhney, Managing Director and belonging to the promoters group of the Company, on the following terms and such other terms and conditions, as may be decided by the Board;



(a) the priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares;	The dividend shall be paid @10% p.a. and the said Preference Shares shall rank for dividend in priority to the equity shares for the time being of the Company.
(b) the participation in surplus fund;	The said Preference Shares shall in winding up be entitled to rank, as regards repayment of capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the equity shares but shall not be entitled to any further participation in profits or assets or surplus fund.
(c) the participation in surplus assets and profits, on winding up which may remain after the entire capital has been repaid	
(d) the payment of dividend on cumulative or non cumulative basis;	The payment of dividend shall be on cumulative basis.
(e) the conversion of preference shares into equity shares	The said Preference Shares shall be Compulsory Redeemable, Non Convertible and shall not be listed on any stock exchanges.
(f) the voting rights;	The voting rights of the persons holding the said Preference Shares shall be in accordance with the provisions of Section 47 of the Act (including any statutory modifications or re-enactments thereof for the time being in force):
(g) the redemption of preference shares.	At the option of the issuer, at any time within a period not exceeding Five years from the date of allotment as per the provisions of the Act.

**RESOLVED FURTHER THAT**, if the aforesaid proposed transaction(s) is construed as related party transaction(s) under the any applicable law(s), then said transaction(s), be and is hereby approved by the members without being required to seek any further consent or approval from Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT**, for giving effect to this Resolution, the Board be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue, allotment, and utilization of the issue proceeds of the shares, to prescribe the forms of application, enter into an agreement or other instruments and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission, sanction which may be necessary or desirable, as they may deem fit and to pay fees, remuneration, expenses relating thereto, with power to settle all questions, difficulties that may arise in regard to such issue and allotment as it may in its discretion deem fit in best interest of the Company."



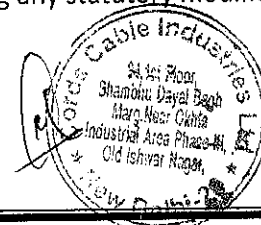
**Resolution 9:** Approval of re-appointment and remuneration of Mr. Naveen Sawhney as Managing Director of the company for a period of three years (3 years) :-

Resolution Required :		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/ resolution		No						
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote E-Voting	6693347	6693347	100.0000	6693347	0	100.0000	0.0000
	Poll (E-voting at AGM)		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>6693347</b>	<b>100.0000</b>	<b>6693347</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	Remote E-Voting	1873	0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting at AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	Remote E-Voting	6232560	12019	0.1928	11818	201	98.3276	1.6724
	Poll (E-voting at AGM)		0	0.0000	0	0.0000	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.00	0	0	0.0000	0.0000
	<b>Total</b>		<b>12019</b>	<b>0.1928</b>	<b>11818</b>	<b>201</b>	<b>98.3276</b>	<b>1.6724</b>
<b>Total</b>		<b>12927780</b>	<b>6705366</b>	<b>51.8679</b>	<b>6705165</b>	<b>201</b>	<b>99.9970</b>	<b>0.0030</b>
<b>Whether resolution is pass or not</b>							<b>Yes</b>	

The following resolution was, therefore passed with requisite majority:

**SPECIAL RESOLUTION**

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions – if any, of the Companies Act, 2013 ('the Act'), (including any statutory modification(s) or



re-enactment(s) thereof, for the time being in force) read with Schedule V to the Act, consent of the Company be and is hereby accorded for re-appointment of Mr. Naveen Sawhney (DIN : 00893704) as Managing Director of the Company, for a period of three (3) years with effect from July 01, 2022, at a remuneration mentioned herein below, with liberty to the Board of Directors of the Company to increase, alter and vary, without further reference to the Members, the terms and conditions of the said appointment including the remuneration, in such manner, as may be agreed to between the Mr. Naveen Sawhney and Board of Directors. Mr. Naveen Sawhney is liable to retire by rotation.

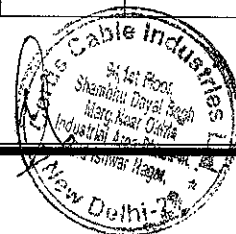
Salary	Fixed Salary at the rate of ₹ 9,41,000/- (Rupees Nine Lac Forty One Thousand Only) per month.
Commission	Commission @ 1% of net profits of the Company for each financial year, subject to the approval by the Board of Directors of the Company or any other committee thereof constituted in this regard.
Insurance / Mediclaim	Contributions/Reimbursements on/towards all Insurance or/and Mediclaim Policy(ies), including premium(s) on self & family, whether existing or new, up to ₹ 15,00,000/- (Rupees Fifteen Lac Only) per annum.
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 & Driver	Managing Director will be provided with a car and a driver.
Voice, Data, Internet	Free phone(s) including mobile, land-lines, with internet facilities, audio-video communication facilities, etc. 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."

**Resolution 10:** Approval of increase in the remuneration of Mr. Sanjeev Kumar, Whole Time Director of the Company :-

Resolution Required :			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter	Remote E-Voting	6693347	6693347	100.0000	6693347	0	100.0000	0.0000



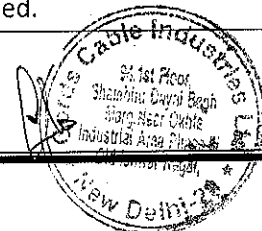
Group	Poll (E-voting at AGM)		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6693347	100.0000	6693347	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	1873	0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting at AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Remote E-Voting	6232560	12019	0.1928	11618	401	96.6636	3.3364
	Poll (E-voting at AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12019	0.1928	11618	401	96.6636	3.3364
Total		12927780	6705366	51.8679	6704965	401	99.9940	0.0060
Whether resolution is pass or not							Yes	

The following resolution was, therefore passed with requisite majority:

### SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 197, 203 and any other applicable provisions 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 are hereby accorded to increase the remuneration i.e. CTC (Cost to Company) of Mr. Sanjeev Kumar (DIN 07178759), Whole Time Director of the Company from ₹ 1,80,000/- p.m. to ₹ 1,96,200/- p.m. w.e.f. November 01, 2021 for the remaining period of his tenure as Whole Time Director i.e. till May 29, 2023 as under:

Salary	Consolidated Salary at the rate of ₹ 1,82,400/- (Rupees One Lac Eighty Two Thousand Four Hundred Only) per month.
Contribution to Provident	Contribution to the Provident Fund as per the Rules of the Company, presently ₹ 1800/- p.m.
Helper Reimbursement	Helper expenses incurred by the appointee will be reimbursed subject to the maximum of ₹ 12,000/- p.m.
Gratuity	Gratuity payable as per the rules of the Company.
Leave Encashment	Encashment of leave as per the rules of the Company.
Telephone	Free 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. 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."

**Resolution 11: Approval for Material Related Party Transaction :-**

Resolution Required :			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution			Yes					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		(7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote E-Voting	6693347	0*	100.0000	0*	0	100.0000	0.0000
	Poll (E-voting at AGM)		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>100.0000</b>	<b>0*</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	Remote E-Voting	1873	0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting at AGM)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	Remote E-Voting	6232560	12019	0.1928	11718	301	97.4956	2.5044
	Poll (E-voting at AGM)		0	0.0000	0	0	0	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.00	0.0000
	<b>Total</b>		<b>12019</b>	<b>0.1928</b>	<b>11718</b>	<b>301</b>	<b>97.4956</b>	<b>2.5044</b>
<b>Total</b>		<b>12927780</b>	<b>12019</b>	<b>0.0930</b>	<b>11718</b>	<b>301</b>	<b>97.4956</b>	<b>2.5044</b>
<b>Whether resolution is pass or not</b>							<b>Yes</b>	



\*E-voting done in favour of above said resolution by Promoter and Promoter group holding No(s) 6693347 shares has not been counted as being related party they are abstained from voting.

The following resolution was, therefore passed with requisite majority:

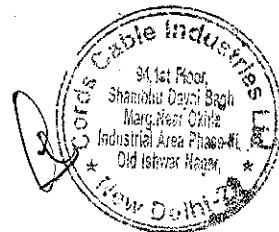
**ORDINARY RESOLUTION**

**“RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 read with Companies (Meeting of the Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors, to enter into the following related party transactions with Stem Factory Solutions Private Limited through its Director Mr. Varun Sawhney a ‘Related Party’ as defined under Section 2 (76) of the Companies Act, 2013, as indicated in the table below on mutually acceptable terms and conditions between the Company and Stem Factory Solutions Private Limited for the maximum amounts per annum, as mentioned herein below:

Name of related party	Name of Director interested and DIN	Nature of transaction	Maximum value of transactions in each Financial Year	
Stem Factory Solutions Private Limited	Mr. Naveen Sawhney, Managing Director Cords Cable Industries Limited	00893704	Sale, purchase or supply of any goods or materials, directly or through appointment of agents and Availing or rendering of any services, directly or through appointment of agents.	₹ 50 Crore

**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 any transaction with the related party and execute such agreements, 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.


**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”



VOTE OF THANKS

There being no other business to be transacted the meeting ended at **03:38 p.m.** with a vote of thanks to the chair.

Date of Entry in minute book

.....  




Chairman

Date of Sign 26.09.2022

Place of Sign New Delhi

