



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, E- Mail: ccil@cordscable.com

Tel No- +91-011-40551200, Fax No-+91-011- 40551280 / 81

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of Cords Cable Industries Limited will be held on **Tuesday, September 26, 2017 at 09.30 a.m. at Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Near Interstate Bus Terminal, Delhi-110054** to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon.
- To declare dividend on:
 - No(s) 1,60,000 Non Convertible Cumulative Preference Shares @10% p.a. from April 2016 till the date of redemption.
 - No(s) 1,60,000 Non Convertible Cumulative Preference Shares @10% p.a. from the date of issue till March 31, 2017.
- To appoint a Director in place of Mr. Naveen Sawhney (DIN 00893704), who retires by rotation and, being eligible, offers himself for re-appointment.
- To ratify appointment of M/s Alok Misra & Co., Chartered Accountants as statutory auditors:

“RESOLVED that pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the resolution passed by members at the 25th Annual General Meeting appointment of M/s Alok Misra and Co., Chartered Accountants (Firm Registration No. 018734N), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2018 at a remuneration of Rs. 6,00,000/- (Rupees Six Lacs Only) p.a.+ Taxes as applicable, be and is hereby ratified.”

SPECIAL BUSINESS:

- 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 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 is hereby accorded to increase the

remuneration of Mr. Naveen Sawhney (DIN 00893704), Managing Director of the Company from Rs. 6,15,000/- p.m. to Rs. 7,90,000/- p.m. w.e.f. February 01, 2017 for the remaining period of his tenure as Managing Director i.e. from 01.02.2017 to 30.06.2019 as under:

Salary:	Consolidated Salary at the rate of Rs. 7,90,000/-(Rupees Seven Lacs Ninety Thousand only) per month.
Commission:	Commission not exceeding 1% of the net profits of the Company, subject to the approval by the Board of Directors of the Company or any Committee thereof constituted in this regard.
Medical Reimbursement:	Medical Expenses incurred by the appointee on self, and family will be reimbursed subject to the maximum of Rs. 15,000/- in a year.
Contribution to P F etc:	Contribution to the Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company.
Leave Travel Concession:	For self and the family once a year in accordance with the rules of the Company.
Gratuity:	Gratuity payable as per the rules of the Company.
Leave Encashment:	Encashment of leave at the end of the tenure as per the rules of the Company.
Free Car:	The Managing Director will be provided a car with a driver. He is entitled for Expenses upto a limit of Rs. 3300/- p.m. for personal use.
Telephone:	Free land line telephone and mobile phone facility will be provided. Phone for personal use upto a limit of Rs. 900/- p.m.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Naveen Sawhney (DIN 00893704), 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.”

6. 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 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 of Mr. Sanjeev Kumar (DIN 07178759), Whole Time Director of the Company from Rs. 65,304/- p.m. to Rs. 86,950/- p.m. w.e.f. February 01, 2017 for the remaining period of his tenure as Whole Time Director i.e. from 01.02.2017 to 29.05.2020 as under:

Salary	Consolidated Salary at the rate of Rs. 86,950/- (Rupees Eighty Six Thousand Nine Hundred and Fifty only) per month.
Medical Reimbursement	Medical Expenses incurred by the appointee on self, and family will be reimbursed subject to the maximum of Rs.15,000 in a year.
Contribution to Provident	Contribution to the Provident Fund as per the Rules of the Company, presently Rs 1800/- p.m.
Helper Allowance	Helper Allowance incurred by the appointee will be reimbursed subject to the maximum of Rs.10,000 p.m.
Gratuity	Gratuity payable as per the rules of the Company.
Leave Encashment	Encashment of leave at the end of the tenure as per the rules of the Company.
Telephone	Free land line telephone and mobile phone facility will be provided

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.”

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

“RESOLVED THAT pursuant to the provisions of Section 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 Cost Auditors to conduct the 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 2017-18 at a remuneration of Rs. 1,07,000/- (Rupees One Lac Seven

Thousand only) and out of pocket expenses incurred in connection with the aforesaid audit and other applicable taxes, be and is hereby ratified and confirmed.”

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

Sd/-
(Garima Pant)

Company Secretary

A-28170

New Delhi

August 11, 2017

Registered Office

94,1st Floor, Shambhu Dayal Bagh Marg,

Near Okhla Industrial Area Phase-III,

Old Ishwar Nagar, New Delhi – 110020

Tel : +91-11-40551200; Fax +91-11-40551280/81

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

CIN : L74999DL1991PLC046092

NOTES :

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 5 and 7 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director under Item No. 3 of the Notice, are also annexed.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT TO BE THE MEMBER OF THE COMPANY.**

Pursuant to the provision of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. If a proxy is appointed for more than 50 members, the proxy shall choose any 50 members and confirm the same to the company not later than 48 hours before the commencement of the meeting. In case, the proxy fails to do so the first 50 proxies received by the company shall be considered as valid.

3. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, **not later than 48 hours** before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
4. 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.

5. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
6. The Company has received consent under section 139 of the Companies Act, 2013 for the appointment of Statutory Auditors of the Company, by M/s Alok Misra & Co., Chartered Accountants, (FRN018734N), confirming that their appointment if made, will be within the prescribed limits as per Companies Act, 2013. The auditors also informed that they had subjected themselves to the Peer Review Process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of ICAI.
7. The Register of Members and Transfer Books of the Company will be closed from Wednesday, September 20, 2017 to Tuesday, September 26, 2017 (both days inclusive).
8. The Final Dividend on Preference Shares for the financial year ended March 31, 2017, as recommended by the Board, if approved at the AGM, will be paid on or after Wednesday, September 27, 2017 to those Members whose name appears in the Register of Members of the Company as on the book closure dates. No dividend proposed on Equity Shares.
9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents i.e. Link Intime India Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime India Private Limited.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding share in physical form can submit their PAN details to the Company/Registrar and Transfer Agents, M/s Link Intime India Pvt. Ltd.
11. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Link Intime India Private Limited for assistance in this regard.
12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or M/s Link Intime India Pvt. Ltd, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
13. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. Members seeking any information with regard to the Accounts are requested to write to the Company at least 7 days prior to the date of meeting to the Company Secretary at the Registered Office of the Company, so as to enable the Management to keep the information ready at the Meeting.
15. As per Section 72 of the Companies Act, 2013 and rules made thereunder shareholders holding shares in physical form may file nomination in prescribed form no. SH 13 with the Company's Registrar and Transfer Agent. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant.
16. Members who have not yet encashed their dividend warrant(s) for the financial year 2009-2010 are requested to make their claims without any delay to Link Intime India Pvt. Limited. It may be noted that unclaimed/ unpaid dividend for the financial year 2009-10 declared on 30.09.2010 can be claimed by the members by 05.11.2017. Members are requested to note that dividends not claimed within 7 years from the date of transfer to the Company's Unpaid/unclaimed Dividend Account as per Section 124 of the Companies Act, 2013 will be transferred to the Investor Education and Protection Fund. Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.
17. The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The new IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 30th September, 2016 (date of last Annual General Meeting) are available on the website of the Company <http://cordscable.com/cordscable/corporate.php> and on Ministry of Corporate Affairs' website.
18. In accordance with the aforesaid IEPF Rules, the Company has sent notice to all the shareholders whose shares are due to be transferred to the IEPF Authority and has also published newspaper advertisement. The Company is required to transfer all unclaimed shares to the demat account of the IEPF Authority in accordance with the IEPF Rules .
19. 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 September 19, 2017, may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act, 2013.

20. The Notice of the Annual General Meeting along with the Annual Report 2016-17 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 AGM, Annual Report & Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled attendance slip at the Registration counter at the AGM.
21. To support the "Green Initiative" the members who have not registered their e-mail addresses are requested to register the same with Depositories.
22. The route map showing directions to reach the venue of the 26th AGM is annexed.
23. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment. Independent Directors of the Company have been appointed for a term of 5 years in accordance with the relevant provisions of the Companies Act, 2013, and are not eligible to retire by rotation.
24. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting.
25. Documents referred in the accompanying Notice are open for inspection at the registered office of the Company on all working days except Saturdays and holidays between 02.30 P.M. to 04.30 P.M. upto the date of Annual General Meeting.
26. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to offer e- voting facility to the members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice convening the 26th Annual General Meeting to be held on Tuesday, September 26, 2017, through National Securities Depository Limited (NSDL).
- Members may cast their votes on electronic voting system from any place other than the venue of meeting (remote e-voting).
- The remote e-voting period commences on 23rd September, 2017 (9:30 am) and ends on 25th September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting

thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The facility for voting through polling paper shall also be made available at the AGM and the Members attending the AGM who have not already cast their vote by e-voting shall be able to exercise their right at the meeting.

The Board of Directors has appointed Mr. Kapoor Chand Garg, Practicing Company Secretary (FCS-7145 & COP-7829), to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.

The Members who have cast their vote by e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.

I. The process and manner for remote e-voting are as under:

- A. Member whose email IDs are registered with the Company/ Depository Participant(s) will receive an email from NSDL informing them of their User-ID and Password. Once the Members receive the email, he or she will need to go through the following steps to complete the e-voting process:
- (i) Open email and open PDF file titled; "Cords Cable Industries Limited remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Cords Cable Industries Limited remote e-voting.pdf".
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Enter the user ID and password as initial password/PIN noted in step (i) above. Click on Login.
 - (v) The Password change menu will appear. Change the password/ PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "REVEN i.e., 107055" of Cords Cable Industries Limited.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and Remember to "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authorization letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/

are authorized to vote, to the Scrutinizer through e-mail to cscoc@cordscable.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :

(i) The Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

REVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact Mr. Amit Vishal, Senior Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone nos. +91 22 2499 4600/ +91 22 2499 4360 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the email ID: cscoc@cordscable.com or contact at telephone no. 011-40551200.

III. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.

IV. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE:

Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

- In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

- In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

VI. 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 of 19th September, 2017.

VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19th September, 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for

casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?"

or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

VIII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

X. Mr. Kapoor Chand Garg, Practicing Company Secretary (FCS-7145 & COP-7829), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.cordscable.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges i.e. NSE and BSE Limited.

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

As required by Section 102 of the Companies Act, 2013 (ACT), the following explanatory statement set out all material facts relating to the business mentioned under Item No. 05 to 07 of accompanying notice.

Item No. 5

Mr. Naveen Sawhney was appointed as Managing Director of the Company for a period of Three Years w.e.f. July 01, 2016, by the Board at their meeting held on 30 May, 2016 and subsequently his appointment was approved by the Shareholders in their 25th Annual General Meeting held on September 30, 2016 and he shall be liable to retire by rotation.

Therefore paying due regard to their vast experience and hard work, the Board of Directors, upon the recommendation of Nomination and Remuneration Committee and subject to the approval of members of the Company, in its meeting held on February 13, 2017, approved the increase in the salary payable to Mr. Naveen Sawhney, Managing Director

of the company from Rs. 6,15,000/- p.m. to Rs. 7,90,250/- p.m. w.e.f. February 01, 2017 without any change in other terms & conditions of their perquisites.

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

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

Mr. NAVEEN SAWHNEY, 65 Years, is a Mechanical Engineer (AMIME) and holds a Post graduate diploma in Marketing Management. He has an experience of more than 45 Years in the Cable Industry. He started his career with Delton Cables Limited as a Supervisor in the Quality Control Department in September, 1971, where he worked for two years and then shifted to the marketing wing and worked there about 10 years. In 1985 he left the organization and joined Cords India which was formed for marketing cables for principal Indian Communication Cable Company under our own trade name "Cords" and then shifted to Cords Cable Industries in 1987 to manufacture cables. Presently he is the Managing director of your Company.

Statement pursuant to Section II (B) (iv) of Part II of Schedule V of Companies Act, 2013

GENERAL INFORMATION:

1.	Nature of Industry :	Cable Industry		
2.	Date or Expected Date of Commencement of Commercial Production.	Company is in existence since 1991.		
3.	In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.		
4.	Financial performance based on given indicators (Rs. in Lacs)	Particulars	2016-17	2015-16
		Net Income from Operations	32340.92	28332.70
		Profit Before Tax and Depreciation	1313.01	1029.05
		Depreciation	545.25	541.67
		Profit Before Tax	767.76	487.38
		Tax	264.55	176.80
		Profit After Tax	503.21	310.58
		Equity Capital (face value Rs. 10/-)	1292.78	1292.78
		Preference Share capital (face value Rs.100/-)	160.00	160.00
	Earning per Share (Rs.)	3.76	2.51	

5.	Export performance (Rs. In Lacs) and Net Foreign Exchange Collaborations	Particulars	2016-17	2015-16
		Foreign Exchange Earning	601.68	593.96
		Foreign Exchange Outgo	273.47	577.05
		Foreign Exchange Collaborations		
6.	Foreign Investments or Collaborators, if any.	The Company did not have any foreign investments or collaborations.		

II INFORMATION ABOUT THE APPOINTEE:

1. Background Details

Mr. NAVEEN SAWHNEY, 65 Years, is a Mechanical Engineer (AMIME) and holds a Post graduate diploma in Marketing Management. He has an experience of more than 45 Years in the Cable Industry. He started his career with Delton Cables Limited as a Supervisor in the Quality Control Department in September, 1971, where he worked for two years and then shifted to the marketing wing and worked there about 10 years. In 1985 he left the organization and joined Cords India which was formed for marketing cables for principal Indian Communication Cable Company under our own trade name "Cords" and then shifted to Cords Cable Industries in 1987 to manufacture cables. Presently he is the Managing Director of your Company.

2. Past Remuneration

Mr. Naveen Sawhney was drawing consolidated monthly salary of Rs. 6,15,000/- and Commission not exceeding 1% of the net profits of the Company (subject to necessary approvals) in addition to perquisites as proposed from as per schedule V.

3. Recognition or awards

Mr. Naveen Sawhney is renowned personality in Cable Industry.

4. Job Profile and his suitability

Mr. Naveen Sawhney is responsible for the overall conduct and management of business and affairs of the Company. This includes broad development of Domestic & International business. He is taking care of Business Development, Strategic Marketing, Strategic Planning along with other vast spectrum of management. All this coupled with his strong resources management capability makes him fully suitable for the position.

5. Remuneration proposed

Basic Salary : Rs. 7,90,000/- per month

Besides the above he shall be entitled for 1% commission on Net Profits calculated as per the provisions of the Companies Act, 2013, subject to necessary approvals. Mr. Naveen Sawhney is also entitled for perquisites and Statutory benefits as per company policy which includes Medical, PF, Gratuity, Leave Encashment, Car & Telephone as proposed in the accompanying resolution.

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

Mr. Naveen Sawhney is on the Board of the Company since past 26 years. He has led the Company from its nascent stage and has propelled its growth. He has streamlined the business process

operations of the Company and has been a strategic management persona. His skill set and his experience places him at par with similar positions at other major Cable Companies in India. Considering the general industry and the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed companies in India.

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

Mr. Naveen Sawhney is holding 6048522 (46.78%) Equity Shares of the Company and No(s) 1,60,000 (100%) Non Convertible Cumulative Preference Shares of the Company. Apart from this, he does not have any other pecuniary transaction with the Company except by way of his employment with the Company.

III OTHER INFORMATION:

1. Reasons of Loss or Inadequate Profits

The Company has been earning profits since inception. However, in respect of the remuneration payable to the managerial person(s), during the past few years' profitability of the Company is adversely impacted primarily due to following reasons:

- The industry is competitive and hence the entire industry has been witnessing longer working capital cycle over the past few years, which has adversely affected your company as well. Changes in the working capital cycle impacts the overall finance costs.
- Your Company is mainly engaged in the business of manufacturing of cables to be used in Industries. During the past few years, due to the overall adverse economic environment around the globe, the investments in new projects were put on hold by most of the players including both public sector and private enterprises. The increase in the net sales was not at par with the expectations marginally due to lower realizations.

2. Steps taken or proposed to be taken for improvement

The Company is constantly working upon achieving better efficiencies, cutting costs at every stage of production, better preventive maintenance, making product mix having higher contribution and achieving higher production so that the company can achieve the scale of economy and maintain higher margin of profit. There was an infusion of capital in the company in February, 2016 as an endeavor taken in same direction. Also, the interest rates are expected to likely soften in near future and company is hence expected to save on its finance outgoes.

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

The Company expects increase in the profit in line with the increase in its activity and market penetration. Profitability of the Company is also expected to increase in near future looking at the positive changes in the overall economic scenario suitably whereby realization are expected to increase which is expected to result in higher profitability.

As your Company is engaged in cable manufacturing products used in projects hence demand is likely to increase significantly as

Government of India has focused again on infra projects approvals and investment in new projects will entail higher turnover of the Company which will ultimately increase the profitability of the Company.

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

Except Mr. Naveen Sawhney, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Your directors recommend the Special Resolution set out at Item No. 5 of the Notice for your approval.

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.

Item No. 6

Mr. Sanjeev Kumar was appointed as a Whole Time Director of the Company for a period of Five Years w.e.f. May 30, 2015, by the Board at their meeting held on May 30, 2015 and subsequently his appointment was approved by the Shareholders in their 24th Annual General Meeting held on September 30, 2015 and he shall be liable to retire by rotation.

Keeping in view, the qualification, experience, work pressure & the inflationary conditions, the Board of Directors, upon the recommendation of Nomination and Remuneration Committee and subject to the approval of members of the Company, in its meeting held on February 13, 2017, approved increase in the salary payable to Mr. Sanjeev Kumar, Whole Time Director of the company from Rs. 65,304/- p.m. to Rs. 86,950/- p.m. (i.e. revision in cost to company from Rs. 78,354/- p.m. to Rs. 1 Lac p.m.) w.e.f. February 01, 2017 without any change in other terms & conditions of their perquisites.

The aggregate of the remuneration payable to Mr. Sanjeev Kumar as a Whole Time Director will be within the maximum limits as laid down under section 197 of the Companies Act, 2013 and other applicable provisions of the Act read with Schedule V to the Act.

Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, approval from shareholders is sought with respect to the increase in the remuneration payable to Mr. Sanjeev Kumar as a Whole Time Director of the Company. A brief profile of Mr. Sanjeev Kumar is given below:

Mr. Sanjeev Kumar (DIN: 07178759), 41 Years, is an aspiring member of Institute of Cost Accountant of India having membership number 26456. He was associated with the Company as Manager Cost Control from the past 3 years. He is young, motivated, enthusiastic, creative and dynamic personality. He possesses good entrepreneur skills of managing business activities. He has a total work experience of around 15 years including an experience of more than 5 years in cable industry.

Statement pursuant to Section II (B) (iv) of Part II of Schedule V of Companies Act, 2013

GENERAL INFORMATION:

1.	Nature of Industry :	Cable Industry		
2.	Date or Expected Date of Commencement of Commercial Production.	Company is in existence since 1991.		
3.	In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.		
4.	Financial performance based on given indicators (Rs. in Lacs)	Particulars	2016-17	2015-16
		Net Income from Operations	32340.92	28332.70
		Profit Before Tax and Depreciation	1313.01	1029.05
		Depreciation	545.25	541.67
		Profit Before Tax	767.76	487.38
		Tax	264.55	176.80
		Profit After Tax	503.21	310.58
		Equity Capital (face value Rs. 10/-)	1292.78	1292.78
		Preference Share capital (face value Rs.100/-)	160.00	160.00
5.	Export performance (Rs. In Lacs) and Net Foreign Exchange Collaborations	Particulars	2016-17	2015-16
		Foreign Exchange Earning	601.68	593.96
		Foreign Exchange Outgo Foreign Exchange collaborations	273.47	577.05
6.	Foreign Investments or Collaborators, if any.	The Company did not have any foreign investments or collaborations.		

GENERAL INFORMATION:

II INFORMATION ABOUT THE APPOINTEE:

1. Background Details

Mr. Sanjeev Kumar (DIN : 07178759), 41 Years, is an aspiring member of Institute of Cost Accountant of India having membership number 26456. He is currently associated with the Company as Manager Cost Control from the past 3 years. He is young, motivated, enthusiastic, creative and dynamic personality. He possesses good entrepreneur skills of managing business activities. He has a total work experience of around 15 years including an experience of more than 5 years in cable industry.

2. Past Remuneration

Mr. Sanjeev Kumar was drawing consolidated monthly salary of Rs. 65,304/- p.m and perquisites as proposed. Perquisites payable to Mr. Sanjeev Kumar is revised w.e.f. February 01, 2017.

3. Recognition or awards

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

4. Job Profile and his suitability

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

5. Remuneration proposed

Besides the monthly remuneration of Rs. 86,950/- p.m., Mr. Sanjeev Kumar shall be entitled for perquisites and statutory benefits as per company policy which includes Medical reimbursement, PF, Gratuity, Leave Encashment & Telephone, helper allowance, as proposed in the accompanying resolution.

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

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

In order to commensurate remuneration with the duties and responsibilities proposal for upward revision of remuneration of Mr. Sanjeev Kumar was considered by the management of the Company. Turnover of the Company for the financial year 2015 – 2016 was Rs. 28,332.70 Lacs whereas it has achieved turnover of Rs. 32340.92 Lacs during the financial year 2016 – 2017. The situation has gradually changed for good thereon and thereby now in the FY'18, the company, is once again on the upswing and is cruising on route towards achieving a double-digit percentage jump in its Sales in the current Financial Year. Mr. Sanjeev Kumar has significantly contributed in the growth of the Company.

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

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

III OTHER INFORMATION:

1. Reasons of Loss or Inadequate Profits

The Company has been earning profits since inception. However, during the past few years profitability of the Company is adversely impacted primarily due to following reasons:

- The industry is competitive and hence the entire industry has been witnessing longer working capital cycle over the past

few years, which has adversely affected your company as well. Changes in the working capital cycle impacts the overall finance costs.

- Your Company is mainly engaged in the business of manufacturing of cables to be used in Industries. During the past few years, due to the overall adverse economic environment around the globe, the investments in new projects were put on hold by most of the players including both public sector and private enterprises. The increase in the net sales was not at par with the expectations marginally due to lower realizations.

2. Steps taken or proposed to be taken for improvement

The Company is constantly working upon achieving better efficiencies, cutting costs at every stage of production, better preventive maintenance, making product mix having higher contribution and achieving higher production so that the company can achieve the scale of economy and maintain higher margin of profit. There was an infusion of capital in the company in February, 2016 as an endeavor taken in same direction. Also, the interest rates are expected to likely soften in near future and company is hence expected to save on its finance outgoes.

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

The Company expects increase in the profit in line with the increase in its activity and market penetration. Profitability of the Company is also expected to increase in near future once interest rates are further cooled down and overall economic scenario is changed suitably whereby realization will increase which will result in higher profitability.

As your Company is engaged in cable manufacturing products used in projects hence demand is likely to increase significantly as Government of India has focused again on infra projects approvals and investment in new projects will entail higher turnover of the Company which will ultimately increase the profitability of the Company.

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

Except Mr. Sanjeev Kumar, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Your directors recommend the Special Resolution set out at Item No. 6 of the Notice for your approval.

Item No. 7

Pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditor) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors, on the recommendation of Audit Committee at its meeting held on May 30, 2017 appointed M/s S. Chander & Associates, Cost Accountants, (Firm Registration No 100105), as the Cost Auditor for audit of the cost records of the Company for the Financial Year ending March 31, 2018, at a remuneration amounting Rs. 1,07,000 (Rs. One Lac Seven Thousand only) plus taxes as applicable and out of pocket expenses, if any. In terms of the provisions of Section 148 (3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Audit shall be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 7 for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018 by the shareholders at the ensuing Annual General Meeting of the Company.

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

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out in Item No 7 of this Notice.

By Order of the Board of Directors

Sd/-

(Garima Pant)

Company Secretary
A-28170

New Delhi
August 11, 2017

Registered Office

94, 1st Floor, Shambhu Dayal Bagh Marg,
Near Okhla Industrial Area Phase-III,
Old Ishwar Nagar, New Delhi – 110020
Tel : +91-11-40551200; Fax +91-11-40551280/81
Website : www.cordscable.com, E- Mail: ccil@cordscable.com
CIN : L74999DL1991PLC046092

Annexure to the Notice of Annual 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)	Nature of Expertise	"Name of the Listed entity in which person also holds the directorship"	Name of the Listed entity in which person also holds the membership of committees of the Board in which he/she holds Directorship"
Mr. Naveen Sawhney (DIN:00893704)	Managing Director	20/03/1952 holding Nos. 60,48,522 Equity Shares @ Rs. 10 each & Nos. 1,60,000 Non Convertible & Redeemable Preference Shares @ 100 each	Mechanical Engineer (AMIME) and holds a Post graduate diploma in Marketing Management	Executive Director (not related with other Executive and Independent Directors)	Mr. NAVEEN SAWHNEY 65 Years, is a Mechanical Engineer (AMIME) and holds a Post graduate diploma in Marketing Management. He has an experience of more than 45 Years in the Cable Industry. He started his career with Delton Cables Limited as a Supervisor in the Quality Control Department in September, 1971, where he worked for two years and then shifted to the marketing wing and worked there about 10 years. In 1985 he left the organization and joined Cords India which was formed for marketing cables for principal Indian Communication Cable Company under our own trade name "Cords" and then shifted to Cords Cable Industries in 1987 to manufacture cables. Presently he is the Managing director of our Company.	1. Cords Cable Industries Limited	1.Cords Cable Industries Limited - *Board *Audit Committee *Stakeholder relationship Committee *Committee of Directors *Share Transfer Committee *Risk Management Committee *Corporate Social Responsibility Committee

Route Map for Annual General Meeting

