

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Members of Cords Cable Industries Limited will be held on **Monday, 22nd September, 2014 at 11.30 a.m. at Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Near Interstate Bus Terminal, Delhi-110054** to transact the following business:

ORDINARY BUSINESS:

- 1 To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014, the Profit and Loss Account for the year ended on that date with the Reports of the Board of Directors and the Auditors thereon.
- 2 To appoint a Director in place of Mr. Devender Kumar Prashar (DIN: 00540057), who retires by rotation and, being eligible, offers himself for re-appointment.
- 3 To appoint a Director in place of Mr. Naveen Sawhney (DIN: 00893704), who retires by rotation and, being eligible, offers himself for re-appointment.
- 4 To declare dividend @ 10% for the Financial Year 2013-14, on Non Convertible Cumulative Preference Shares.
- 5 To appoint Auditors and to fix their remuneration and in this regard 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, as amended from time to time, M/s Sharma Goel and Co., Chartered Accountants, (FRN: 000643N), be and are hereby, reappointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors.”

SPECIAL BUSINESS:

- 6 To appoint Mr. Ajit Kumar Sahay (DIN: 00353414), as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with schedule IV to the Act, as amended from time to time, Mr. Ajit Kumar Sahay (DIN: 00353414) Independent Director of the Company, who has submitted a declaration that he meet the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold the office for a period of one year from 01.04.2014 to 31.03.2015.

- 7 To appoint Mr. Om Prakash Bhandari (DIN: 00046524), as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with schedule IV to the Act, as amended from time to time, Mr. Om Prakash Bhandari (DIN: 00046524) Independent Director of the Company, who has submitted a declaration that he meet the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold the office for a period of one year from 01.04.2014 to 31.03.2015.

- 8 To authorize board of directors to borrow and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT in supersession of the Ordinary Resolution passed by the Members of the Company in the Extra Ordinary General Meeting held on June 30, 2007 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 the consent of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this resolution) to borrow from time to time to borrow any amount, secured or unsecured, as it may deem requisite for the purpose of the business of the Company, notwithstanding that the amount to be borrowed together with the amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) would exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided that the total amount which may be borrowed shall not exceed the sum of **Rupees 300 Crore (Rupees Three Hundred Crore only)** outstanding at any point of time.

RESOLVED FURTHER THAT for the purpose of borrowings by the company as above, the Board of Directors of any Committee thereof, may create charge on any assets or properties of the company and to do such acts and deeds as they may deem necessary and in the interest of company.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and other things as it may in its absolute discretion deem fit, required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution.”

- 9 To approve remuneration of cost auditors and in this regard 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 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 remuneration of Rs. 1,00,000/- (Rupees One Lacs only) p.a. plus service tax and out of pocket expenses for the financial year ending 31st March 2015 as recommended by the Audit Committee and as approved by the Board of Directors of the company in its meeting held on 30 May, 2014, to be paid to M/s S. Chander & Associate, Cost Accountant, (Firm Registration No 100105), for the conduct of Cost Audit of the Company for the Financial Year ending March 31st, 2015, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for purpose of giving effect to this resolution.”

**By Order of the Board
For Cords Cable Industries Ltd.**

**Sd/-
Garima Pant
Company Secretary**

New Delhi
August 23, 2014

Registered Office:
B-1/A-26, Mohan Cooperative Industrial Estate,
Mathura Road, New Delhi – 110044,
Tel: 011-40551200; Fax 011-26951196
Website: www.cordscable.com
E- Mail: ccil@cordscable.com
CIN: L74999DL1991PLC046092

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy should, however, should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is annexed to this report.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate Members intending to send their authorised representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item No. 6 to 9 of the Notice, is annexed hereto. The relevant details as required under Clause 49 of the Listing Agreement entered with Stock Exchanges, of persons seeking appointment or re-appointment as director under Item No. 2, 3, 6 and 7 of the Notice, are also annexed.
4. The Register of Members and Transfer Books of the Company will be closed from Monday, September 15, 2014 to Monday, September 22, 2014, both days inclusive.
5. Members are requested to bring their Attendance Slip along with their copy of Annual Report at the Meeting.
6. 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.
7. 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 Private Limited.



8. Members who hold shares in dematerialized form are requested to write their DP ID & Client ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
9. 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.
10. The Notice of the Annual General Meeting, the Annual Report 2013-14 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.
11. To support the "Green Initiative" the members who have not registered their e mail addresses are requested to register the same with Depositories.
12. Members who have not yet encashed their application money and the dividend warrant(s) for the financial year 2007-2008 are requested to make their claims without any delay to Link Intime India Private Limited. It may be noted that Share Application Money can be claimed by the members by January 23, 2015 and unclaimed / unpaid dividend for the financial year 2007-08 declared on September 30, 2008 can be claimed by the members by September 29, 2015. Members are requested to note that dividends not claimed within 7 years from the date of transfer to the Company's Unpaid/unclaimed Dividend Account as per Section 124, of the Companies Act, 2013 will be transferred to the Investor Education and Protection Fund.
13. 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.
14. 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 the Directors are interested under Section 189 of the Companies Act, 2013 and other documents referred in the notice shall will be available for inspection at the registered office of the company during business hours and also during the Annual General Meeting of the company.
15. In compliance with the provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, 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 23rd Annual General Meeting to be held on 22nd September, 2014, through Central Depository services (India) limited {CDSL}.

It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his discretion, subject to compliance with the instructions prescribed below:

- The e-voting facility is available at the link www.evotingindia.com
- The e-voting facility will be available during the following voting period:

Start Date & Time	Tuesday, September 16, 2014 (9.30am IST)
End Date & Time	Wednesday, September 17, 2014 (5.30pm IST)

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- Log on to the e-voting website www.evotingindia.com
- Click on “Shareholders” tab.
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN *	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
DIVIDEND BANK DETAIL#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

*Members who have not updated their PAN no. with the Company/Depository Participants are requested to use the default number in the PAN field in 10 digit alpha numeric value by creation thereof in the following manners:

For Physical Shareholders: First two letters of shareholders name in capital letter followed then by folio no and then further followed by as many “0” (zero) to make it 10 digit. Please note in case of joint holding , the first holder name to be consider. For example: in case name is Rahul Mishra and folio no. is 123 then default values of PAN is “RA12300000” and in case name is Anil Sharma and folio no. is 123456 then default value of PAN is “AN12345600”.

For Demat Shareholders: First two letters of shareholders name in capital letter followed then by 8 digit NSDL/CDSL client id from the right hand side. For example: in case name is Rahul Mishra and demat account no. in NSDL is IN12345678901234 then default value of PAN is “RA78901234” and if demat account no. in CDSL is 1205870000001234 then default value of PAN is “RA00001234”.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@#\$%&*). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN on which you choose to vote. The EVSN Number is 140825070.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

In case of member receiving the physical copy of notice of AGM (for member whose e-mail ID's are not registered with company/depositary participant(s) or requesting physical copy) :

Please follow all steps from sl no. (i) to sl. no. (xvi) above, to cast vote.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

GENERAL INSTRUCTIONS:

The e voting period commences on Tuesday, September 16, 2014 (9:30 a.m. IST) and ends on Wednesday, September 17, 2014 (5.30 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut off date i.e. Friday, August 22, 2014, may cast their vote. The e voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

The Voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the company as i.e. Friday, August 22, 2014.

Mr. Love Mangla (holding Membership No 511989) has been appointed as Scrutinizer to scrutinize the e voting process (including the Ballot form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

Votes shall be unblocked in the presence of at least 2 witnesses who shall not be in the employment of the Company, within a period not exceeding 3 working days from the conclusion of the e-voting period and the Scrutinizers should prepare the Scrutinizers Report, of the votes cast in favour or against, if any, forthwith to the Chairman.

The results alongwith the Scrutinizers Report shall be declared on or after Annual General Meeting of the Company. The results declared alongwith scrutinizer's Report shall be placed on the Company's website: <http://www.cordscable.com> and on the website of CDSL www.cdslindia.com with in 2 two days of the passing of the resolutions at the 23rd Annual General Meeting of the Company and communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.



A member can opt for only one mode of voting i.e; either through e- voting or by Ballot. If a Member casts votes by both modes, then voting done through e- voting shall prevail and Ballot shall be treated as invalid.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) 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. 06 to 09 of accompanying notice.

ITEM NO. 6

The Company had, pursuant to the provisions of clause 49 of the listing agreements entered with the Stock Exchanges, appointed Mr. Ajit Kumar Sahay, as Independent Director in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Companies Act, 2013, which came in to effect from April 1, 2014, every listed public company is required to have at least one third of the total number of directors as independent directors, who are not liable to retire by rotation. An independent director may be appointed for a term of up to five consecutive years and he shall not be liable to retire by rotation.

Further pursuant to clause 49 of the Listing Agreement with stock exchanges (to come into force w.e.f. October 01, 2014), an Independent Director can not hold office for more than two consecutive terms of five years each. Any tenure of an Independent Director on the commencement of the Companies Act, 2013 shall not be counted for determining his term as independent director.

It is proposed to appoint Mr. Ajit Kumar Sahay as independent director for a period of one year from 01.04.2014 to 31.03.2015.

Mr. Ajit Kumar Sahay, non executive directors of the company, have given a declaration to the Board that he meet the criteria of Independence as provided under section 149 (6) of the Companies Act, 2013. In the opinion of the Board, Mr. Ajit Kumar Sahay fulfil the conditions specified in the Act and the rules framed thereunder for appointment as Independent Director and he is independent of the management.

Mr. Ajit Kumar Sahay, non executive director of the company, is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as a Director.



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

Mr. Ajit Kumar Sahay, 72 Years is Graduate in Mining Engineering with Honors from Indian School of Mines and holds the Professional Competency Certificate for First Class Mine Managers in which he stood First in India. Mr. Sahay has extensive managerial experience of above four decades in both Public & Private Sectors, including about ten years as Director/CMD at Board Level. He has worked at various levels with Coal India Limited, Neyveli Lignite Corporation Limited, Bharat Coking Coal Limited, Damodar Valley Corporation Limited, Power Corporation of India Limited, Brahmaputra Consortium Private Limited, National Thermal Power Corporation Limited, UP Vidyut Utpadan Nigam Limited etc. and was responsible for coal exploration, production planning and introduction of new technology.

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. Ajit Kumar Sahay, being an appointee, none of the Directors 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.

ITEM NO. 7

The Company had, pursuant to the provisions of clause 49 of the listing agreements entered with the Stock Exchanges, appointed Mr. Om Prakash Bhandari, as Independent Director in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Companies Act, 2013, which came in to effect from April 1, 2014, every listed public company is required to have at least one third of the total number of directors as independent directors, who are not liable to retire by rotation. An independent director may be appointed for a term of up to five consecutive years and he shall not be liable to retire by rotation.

Further pursuant to clause 49 of the Listing Agreement with stock exchanges (to come into force w.e.f. October 01, 2014), an Independent Director can not hold office for more than two consecutive terms of five years each. Any tenure of an Independent Director on the commencement of the Companies Act, 2013 shall not be counted for determining his term as independent director.

It is proposed to appoint Mr. Om Prakash Bhandari as independent director for a period of one year from 01.04.2014 to 31.03.2015.

Mr. Om Prakash Bhandari, non executive directors of the company, have given a declaration to the Board that he meet the criteria of Independence as provided under section 149 (6) of the Companies Act, 2013. In the opinion of the Board, Mr. Om Prakash Bhandari fulfils the conditions specified in the Act and the rules framed thereunder for appointment as Independent Director and he is independent of the management.



Mr. Om Prakash Bhandari, non executive director of the company, is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as a Director.

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

Mr. Om Prakash Bhandari, 65 years, has a Master's degree in Ceramic Engineering, from University of Washington, USA and is a Science graduate in Ceramics Engineering with honours from Banaras Hindu University, Varanasi. He has more than three decade experience in Ceramic Industry. He started his career as a Chief Ceramist in M/s. Somany Pilkington Ltd., Haryana and after that served M/s. Asian Ceramic Private Ltd., New Delhi as a Director. After that he started a sole proprietorship concern for technical consultancy in ceramics in the name of M/s. Om Consultants. He is also a member of various associations such as Indo-German Chamber of Commerce, Indian Ceramic Society, American Ceramic Society, U.S.A., FICCI New Delhi, ASSOCHAM New Delhi and a few other associations.

Except Mr. Om Prakash Bhandari, being an appointee, none of the Directors 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. 7.

ITEM NO. 8

The members of the Company at their Extra Ordinary General Meeting held on June 30, 2007 authorised the Board of Directors in term of section 293(1)(d) of the Companies Act, 1956, by way of Ordinary Resolution, to make borrowing over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with amount already borrowed and outstanding at any point of time shall not be in excess of Rs. 500 Crores (Rupees Five Hundred Crores).

Section 180(1)(c) of the Companies Act, 2013 effective from September 12, 2013 requires that above powers be exercised by the company with consent of the members by way of Special Resolution. Vide General Circular dated 4/2014 dated March 25, 2014, the Ministry of Corporate Affairs has clarified that the Ordinary Resolution passed under section 293(1)(d) of the Companies Act, 1956 is sufficient compliance of Section 180 of the Companies Act, 2013 for a period of one year from the date of the notification of the said section. The board of directors has recommended to reduced the borrowing limit from 500 crore to 300 crores.

It is, therefore, necessary for the members to pass a special resolution under section 180(1)(c) and other applicable provisions of the companies act, 2013 as set out in item no. 8 of the Notice to enable the Board of Directors or committee thereof to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with amount already borrowed and outstanding at any point of time shall not be in excess of Rs. 300 Crores (Rupees Three Hundred Crores). Further Board of directors may create charge on properties of the company for the purpose of borrowings as above.



The Board recommends the resolutions set out at Item Nos. 08 for the approval of the members 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 and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 9

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, the Board of Directors at its meeting held on May 30, 2014 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, 2015 at a remuneration amounting rupees 1,00,000 (Rs. one lacs only) plus service tax and out of pocket expenses, if any, on the recommendation of the Audit Committee.

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. 9 for ratification 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 9 of this Notice.

**By Order of the Board
For Cords Cable Industries Ltd.**

**Sd/-
Garima Pant
Company Secretary**

New Delhi
August 23, 2014

Registered Office:
B-1/A-26, Mohan Cooperative Industrial Estate,
Mathura Road, New Delhi – 110044,



Cords Cable Industries Limited

CIN NO.-L74999DL1991PLC046092

Regd. Office : B-1/A-26, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044

ATTENDANCE SLIP

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

Date : September 22, 2014

Time : 11:30 a.m.

Venue : Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Near Interstate Bus Terminal,
Delhi-110054

Regd. Folio No
(If shares are not dematerialized)

Dp ID
Client ID
(If shares are dematerialized)

Name of the Shareholder

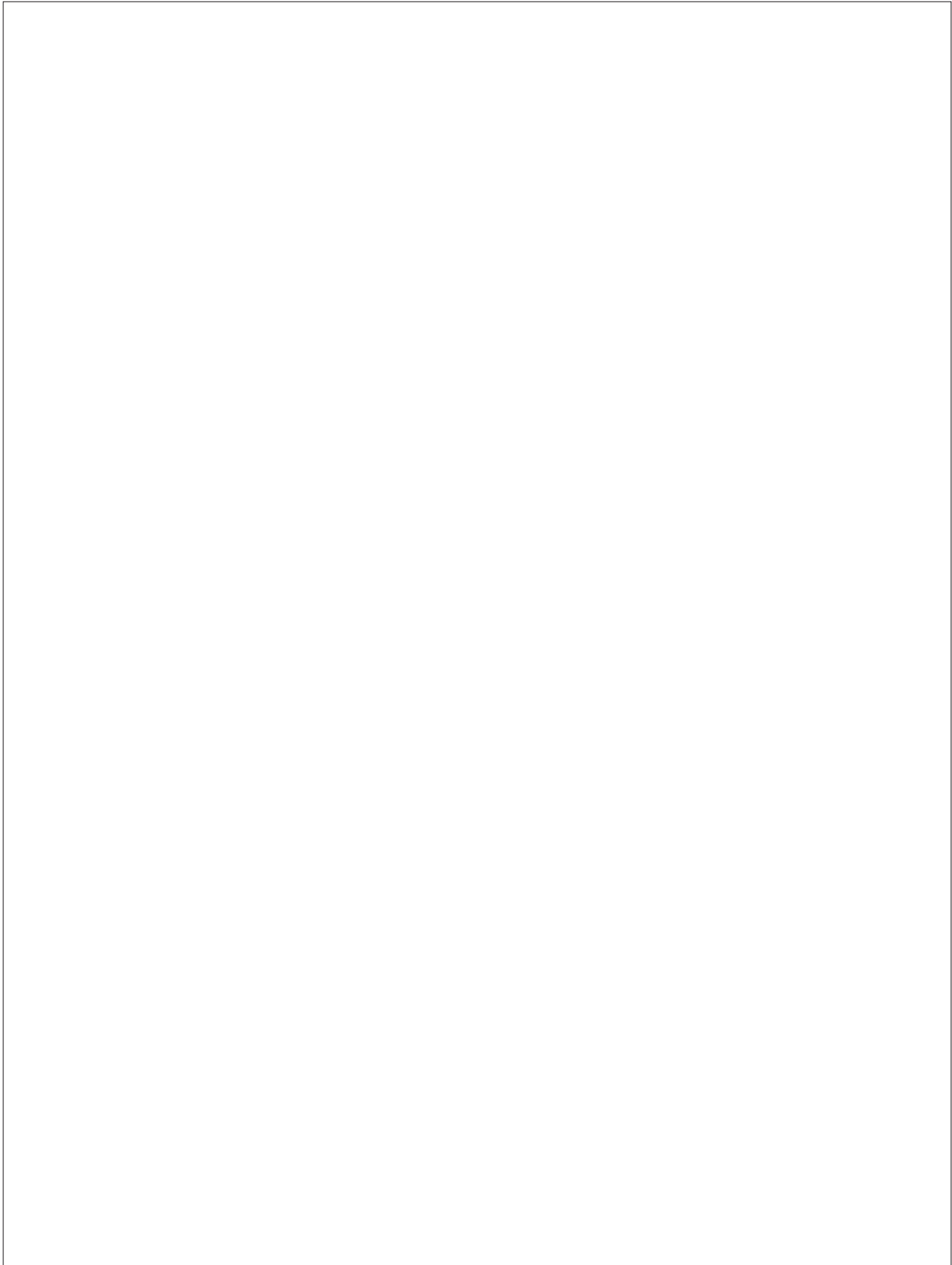
Name of the Proxy

Number of shares

I /We hereby record my presence at the 23rd Annual General Meeting of the company to be held on September 22, 2014 at 11:30 a.m. at Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Near Interstate Bus Terminal, Delhi-110054.

Member's/Proxy Signature

(Note : Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the meeting.)





Cords Cable Industries Limited

CIN NO.-L74999DL1991PLC046092

Regd. Office: B-1/A-26, Mohan Cooperative Industrial Estate Mathura Road, New Delhi – 110044

Tel : 40551200; Fax 26951196 / 1731

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

PROXY FORM

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

23rd Annual General Meeting- September 22, 2014

Name of member(s) : _____

Registered address : _____

E Mail Id: _____

Folio No. / DP ID - Client ID: _____

I / We, being the member(s) of _____

shares of Cords Cable Industries Limited, hereby appoint:

1) Name:_____ 3) Name:_____

E Mail:_____

E Mail:_____

Address:_____

Address:_____

Signature : _____

Signature : _____

or failing him/her

or failing him/her

2) Name:_____

4) Name:_____

E Mail:_____

E Mail:_____

Address:_____

Address:_____

Signature : _____

Signature : _____

or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company to be held on Monday, September 22, 2014 at 11.30 a.m. at Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Near Interstate Bus Terminal, Delhi-110054 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional	
		For	Against
Ordinary Business			
1.	Adoption of Audited Balance Sheet as at March 31, 2014, the Profit and Loss Account for the year ended on that date with the Reports of the Board of Directors and the Auditors thereon.		
2.	Appointment of Director in place of Mr. Devender Kumar Prashar (DIN: 00540057), who retires by rotation and, being eligible, offers himself for re-appointment		
3.	Appointment of Director in place of Mr. Naveen Sawhney (DIN: 00893704), who retires by rotation and, being eligible, offers himself for re-appointment.		
4.	Declaration of dividend @ 10% for the Financial Year 2013-14, on Non Convertible Cumulative Preference Shares		
5.	Appointment of M/s Sharma Goel and Co., Chartered Accountants, (FRN: 000643N) as Statutory Auditors.		
Special Business			
6.	Appointment of Mr. Ajit Kumar Sahay (holding DIN 00353414) as Independent Director of the Company.		
7.	Appointment of Mr. Om. Prakash Bhandari (holding DIN 00046524) as Independent Director of the Company		
8.	Special Resolution under Section 180 (1) (c) of the Act, Board of Director for borrowing to an amount not exceeding Rs. 300 Crores.		
9.	Appointment of M/s S. Chander & Associates, Cost accountant firm (FRN: 100105) as Cost Auditor of the company		

Signed this day of 2014.

Signature of the Member

Signature of the Proxy Holder(s)

Affix
Revenue
stamp

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