



# Annual Report 2021-22

**CORDS CABLE INDUSTRIES LIMITED**

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**CORPORATE INFORMATION****BOARD OF DIRECTORS**

Mr. Naveen Sawhney	Managing Director
Mr. Sanjeev Kumar	Whole Time Director
Mr. Parveen Kumar	Non -Executive (Independent) Director
Mr. Prem Kumar Vohra	Non -Executive (Independent) Director
Mrs. Eila Bhatia	Non -Executive (Independent) Director
Mr. Rahul Mohnot	Non -Executive (Independent) Director

**MANAGEMENT TEAM**

Mr. Varun Sawhney	Vice President (Marketing, HR & IT)
Mr. Gaurav Sawhney	Vice President (Finance and Banking)
Mr. Hemant Kumar Pandita	Vice President (Marketing)
Mr. Pramod Singh Rawat	Works Manager
Mr. Anil Kumar Gupta	General Manager (Technical)
Mr. Jugendra Singh	General Manager (Sales & Marketing)
Mr. Ajay Dixit	General Manager (Sales & Marketing)

**COMPANY SECRETARY**

Ms. Garima Pant

**CHIEF FINANCIAL OFFICER**

Mr. Sandeep Kumar

**REGISTRAR AND SHARE TRANSFER AGENT**

Link Intime India Private Limited  
Noble Heights, 1st Floor, C- 1 Block  
LSC, Near Savitri Market  
Janakpuri, New Delhi- 110028  
Tel No - +91-011-41410592, 93,94  
Fax No- +91-011-41410591  
[Email-delhi@linkintime.co.in](mailto:Email-delhi@linkintime.co.in)

**STATUTORY AUDITORS**

M/s Alok Misra & Co.  
Chartered Accountants  
New Delhi

**INTERNAL AUDITORS**

Mr. Sanjeev Kumar Poddar  
Sr. AGM (Accounts & Finance)  
Mr. Pawan Kumar Maheshwari  
AGM (Accounts & Finance)

**BANKERS / FINANCIAL INSTITUTIONS**

Canara Bank  
ICICI Bank Limited  
Bandhan Bank Limited  
Karnataka Bank Limited  
HDFC Bank Limited  
IndusInd Bank Limited  
Bajaj Finance Limited  
Tata Capital Financial Services Limited  
Rajasthan State Industrial Development & Industrial Corporation Ltd. (RIICO Ltd.)

**STOCK EXCHANGES**

Bombay Stock Exchange Limited  
National Stock Exchange of India Limited

**REGISTERED OFFICE**

**Cords Cable Industries Limited**  
CIN : L74999DL1991PLC046092  
94, 1st Floor, Shambhu Dayal Bagh Marg,  
Near Okhla Industrial Area Phase-III,  
Old Ishwar Nagar, New Delhi-110020  
Tel No- +91-011-40551200  
Fax No-+91-011-40551281

**Email ID-**

For Investor - [csco@cordscable.com](mailto:csco@cordscable.com)  
For Others - [ccil@cordscable.com](mailto:ccil@cordscable.com)  
Website - [www.cordscable.com](http://www.cordscable.com)

**PLANT LOCATIONS**

- 1) A-525, E-518, 519, 520, Industrial Area Chopanki, Bhiwadi, District Alwar (Rajasthan) 301 707
- 2) SP-239, 240, 241, Industrial Area Kahrani, Bhiwadi, District Alwar (Rajasthan) 301 019

**REGIONAL OFFICES**

(1) Mumbai (2) Hyderabad (3) Kolkata (4) Chennai

## Board's Report

Dear members,

The Board of Directors of **Cords Cable Industries Limited** ("Company") hereby submits the 31<sup>st</sup> report on the business and operations, along with the audited financial statement for the financial year ended **March 31, 2022**.

### The Financial summary and highlights

(Amount in ₹ Lacs)

Particulars	For Year ended	
	March 31, 2022	March 31, 2021
Revenue from operations	43,799.24	32,337.00
Other income	122.79	137.60
Total revenue	43,922.03	32,474.60
Operating Expenses	39,977.86	28,863.89
Profit before Interest, Depreciation and Tax (PBITD)	3,944.17	3,610.71
Finance cost	2,351.63	2,283.32
Depreciation	733.08	708.31
Profit (Loss) before tax (PBT)	859.46	619.08
Provision for tax including deferred tax	222.90	183.55
Profit (Loss) for the year	636.56	435.53
Balance at the beginning of period	8,018.42	7582.89
Amounts available for appropriation	8,654.98	8,018.42
Transfer to Capital Redemption Reserve Account	160.00	-
Transfer to General Reserve	-	-
Dividend	-	-
Balance at the end of period	8,494.98	8,018.42
Earnings per share (basic and diluted)	4.91	3.42

### The state of the company's affairs and business performance

The prime source of revenues of your Company is from manufacturing and sales of **high quality customized wires and cables** as per Indian and International specifications which include a wide range of LV Power, Control, Instrumentation and custom designed cables. The products have been catering to the special requirements of various industries such as Power, Oil and Gas, Refineries, Steel, Cement, Water Desalination, Metro Rail, Airports and other sectors.

During the financial year under review, the total income was ₹ 43,922.03 lacs as against ₹ 32,474.60 lacs in the previous year. Your Company earned Profit Before Interest, Tax and Depreciation of ₹ 3,944.17 lacs as against a PBITDA of ₹ 3,610.71 lacs in the previous year. The interest cost was ₹ 2,351.63 lacs as against ₹ 2,283.32 lacs in the previous year. Your company earned profit after tax for the year of ₹ 636.56 lacs as against a PAT of ₹ 435.53 lacs earned in the previous year.

Your Company in the last Financial Year obtained approval from prestigious domestic / global customers

covering sector like Hydrocarbon, Power, Fertilizers and Chemicals, Cements, Metros, Water, Railways and Infra projects and have obtained approval from various customers like Tecnimont, NRL, MRF, Apollo, Dangote, JMC, Kolkata Water Supply, Gujarat Water Supply and Sewerage Management, Punjab PWD B&R, U P Jal Nigam, M P Jal Nigam Maryadit, Municipal Corporation of Greater Mumbai, Petrofac – UAE, Ashghal-Qatar for Power, Control, Instrumentation and Communication cables.

Your Company has also executed large volume orders between INR 20 to 30 Cr. from prestigious customers like L & T Hydrocarbon – A/c IOCL Paradip, HURL, HPCL, Cinda A/c Adani, TPL A/c HRRL ISGEC, HAL Offshores, Tecnimont, JMC A/c Mangolia Refinery, Ultratech Cement, Nayara Energy and others.

Your Company's current focus is on increasing its business from various sectors, including the Hydrocarbons Freight Corridors, Metros, Waste Projects, Process industry, Railways Signaling and Protection systems and infrastructure projects, among many others.

During the period under review no material change in the future prospectus of said business activities is expected

from overall economic scenario. The state of the company's affairs is as given in the enclosed financial statement and summary as given herein above. The segment wise reporting is not applicable to the Company as revenues of the Company are only from one segment.

During the year under review, no change took place in the name or status of your Company and in the financial year of the Company. There is no transaction or event involving any acquisition, merger, expansion, induction of financial or strategic partners, modernization and diversification by your Company. The Company has not developed, acquired or assigned any material intellectual property rights during the financial year under review. Further, there is no other material event having an impact on the affairs of the Company.

### Change in the nature of business

During the period under review, no change has occurred in the nature of business carried by your Company as it has not commenced any new business or discontinued or disposed off any of its existing businesses.

### Material Changes and Commitments

No material changes and commitments, either external or internal such as technical, legal, financial, strikes, breakdown and lockdown; affecting the financial position of the Company have occurred between the end of the financial year of the company to which the financial statement relates and the date of signing of this Report.

Further, your Company has not revised any of its financial statement or the boards report in respect of the three preceding financial years either voluntarily or pursuant to the order of a judicial authority.

### Particulars of Subsidiaries, Joint Ventures and Associate Companies

As on date of this report, your company does not have

any subsidiary, joint ventures and Associate Company. Further, during the period under review no company became or ceased to be its subsidiaries, joint venture or Associate Company.

### Change in capital structure

As at the end of financial year on March 31, 2022, the authorised share capital of the Company is ₹ 1710.00 lacs divided into 1,35,00,000 equity shares of ₹ 10 each and 3,60,000 Preference Share of ₹ 100 each. Whereas, the paid-up capital of the Company as at the end of financial year on March 31, 2022 is ₹ 1292.78 lacs divided into 1,29,27,780 equity shares of ₹ 10 each.

During the year under review, the Company has made redemption of 1,60,000 Cumulative Redeemable Non-Convertible Preference Shares of ₹ 100 each at par for an aggregate amount of ₹ 160.00 lacs. The redemption was made in accordance with the terms of issuance of preference shares out of profits by transferring the amount to the capital redemption reserve account.

Except redemption of preference shares as above, no other change took place in the authorised, issued, subscribed and paid-up share capital of the Company. Accordingly, the disclosures relating to issue of shares, warrants, convertible securities, equity shares with differential voting rights, sweat equity shares, employees stock options and shares held in trust for the benefit of employees are not applicable to your Company.

### Borrowings and credit rating

Your Company has not issued any debentures, bonds or any other non-convertible securities to borrow money. The Company has availed credit facilities from banks, financial institution and other entities. The credit ratings in respect of the long term and short-term credited facilities are rated by Credit Analysis and Research Limited (CARE Ratings) and summarized as follow:

Facilities	Rating	Remarks	Rating Definition
Long term Bank Facilities	CARE BBB; Stable (Triple B) Outlook: Stable	Reaffirmed	This rating is applicable to facilities having tenure of more than one year. Instruments with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk. 'Stable' outlook indicates expected stability (or retention) of the credit ratings in the medium term on account of stable credit risk profile of the entity in the medium term.
Short term Bank Facilities	CARE A3 (A Three)	Reaffirmed	This rating is applicable to facilities having tenure up to one year. Instruments with this rating are considered to have moderate degree of safety regarding timely payment of financial obligations.

### Deposits

During the period under review, your Company has not accepted any deposits as covered under Companies (Acceptance of Deposits) Rules, 2014 and no amount remained unpaid or unclaimed as at the end of the financial year. As your Company has not accepted any deposits, therefore, no default in repayment of deposits or payment of interest thereon during the financial year under review. Further, there is no deposit which is not in compliance with the requirement of aforesaid rules.

The particulars of loan and advances not considered as deposits and not covered under Companies (Acceptance of Deposits) Rules, 2014 is as follows:

Particulars	Amount as at March 31, 2022 (₹ Lacs)
Loan from regional financial institution	915.50
Loan from scheduled banks	3,651.88
Loan received from other Companies	4,465.59
Loan from directors	160.00
Security amount received from employees	3.15
Advance for supply of goods or services	72.99
<b>Total</b>	<b>9,269.11</b>

### Dividend and other corporate actions

The Board of Directors of your Company recommend a Dividend @ 10% p.a. on 1,60,000 Cumulative Redeemable Non-Convertible Preference Shares of ₹ 100 each for the financial year 2021-22 up to the date of redemption subject to approval of the Members at the ensuing annual general meeting of the Company. These shares are not listed on any stock exchanges. The Dividend, if approved, shall be transferred to the special dividend bank account within five days from the date of declaration will be paid to the eligible member(s) well within the stipulated time.

The Board of Directors, after duly considering the requirement of funds for Working Capital and repayment of loan instalments, have not recommended any dividend on equity shares for the year under review. This will further strengthen the financial position and help to accelerate the future growth plans of your Company.

The Company was not required to complete or implement any corporate action as there was no event related to declaration of dividend, buy back of securities, merger, demerger, listing or delisting of securities and split or consolidation of securities.

### Transfer to Investor Education and Protection Fund

Pursuant to Section 125 and other applicable provisions of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all the unpaid or unclaimed dividends are required to be transferred to the IEPF established by the Central Government, upon completion of seven years.

Further, according to the IEPF Rules, the shares in respect of which dividend has not been paid or claimed by the Shareholders for seven consecutive years or more are also required to be transferred to the Demat account of IEPF Authority.

Your Company does not have any unpaid or unclaimed dividend or shares relating thereto which is required to be transferred to the IEPF till the date of this Report.

### Transfers to reserves

Your directors do not propose to transfer any amount for transfer to any reserve or general reserve of the Company. However, an amount of ₹ 160.00 lacs was transferred to the Capital Redemption Reserve account upon redemption of Cumulative Redeemable Non-Convertible Preference Shares.

### Particulars of loans, guarantees or investment

The company has not granted any loan, guarantee or provided security and has not made any investment falling within purview of section 186 of the Companies Act, 2013. The particulars of investments under section 186 of the Companies Act, 2013 are annexed herewith as 'Annexure-1'.

### Particulars of contracts, arrangements and transactions with the related parties

The Company has a Policy on Related Party Transactions in place which is in line with the Act and the SEBI Listing Regulations and the same is also available on the Company's web link at <http://www.cordscable.com/cordscable/corporate.php>.

During the period under review, your company has not entered into any contract or arrangement with related parties as referred to in section 188 (1) of the Companies Act, 2013. None of the Directors has any pecuniary relationship or transaction(s) vis-a-vis the company except remuneration and sitting fees.

No material related party transactions were entered into during the financial year by the Company. Therefore, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form No. AOC-2 is not applicable to the Company and hence the same is not provided.

The related party transactions that were entered into during the financial year were on arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the SEBI Listing Regulations.

Apart from the transaction mentioned above, there were no materially significant related party transactions entered into by your Company with the Promoters, Directors, Key Managerial Personnel or other designated persons which might have potential conflict with the interest of the Company at large, during the financial year under review.

Further, the related party transactions attracting the compliance under Section 177 of the Companies Act, 2013 and/or SEBI Listing Regulations were placed before the Audit Committee on quarterly basis for necessary approval/review. Also, a statement of all related party transactions entered was presented before the Audit Committee on quarterly basis, specifying the nature, value and any other related terms and conditions of the transactions.

During the period under review Related Party transactions were also disclosed to the Board on regular basis as per IND AS -24. Details of related party transactions as per IND AS- 24 may be referred to in Note 31 (D) of the Financial Statement.

The transactions with persons or entities belonging to the promoter or promoter group which hold 10% or more shareholding in the Company as required under Schedule V, Part A (2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, have been disclosed in the accompanying financial statement at note no. 31 (D).

#### **Particulars of Director and Key Managerial Personnel and changes**

The particulars regarding the persons holding office as directors and key managerial persons during the financial year under along with particulars of changes among them upon appointment, re-appointment or cessation is annexed herewith as '**Annexure-2**'.

#### **Statement and declaration in respect of Independent Directors**

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of Independence as laid down under section 149 (6) of the Companies Act, 2013 read with rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015.

In terms of Regulation 25 (8) of SEBI Listing Regulations, the independent directors of the Company have confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

The Board of Directors of the Company has taken on record the aforesaid declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same. In the opinion

of the Board, all the independent directors fulfil the conditions of independence as specified in the Act and the Rules made thereunder and are independent of the management. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of science and technology, industry experience, strategy, finance and governance, information technology and digitalization, human resources, safety and sustainability and that they hold the highest standards of integrity.

The Independent directors also confirmed that they have complied with the Company's Code of Conduct for Independent Directors prescribed in Schedule IV to the Companies Act, 2013. The Certificate of Independence received from all the Independent Directors have been duly noted by the Board at its meeting held on May 26, 2022.

A statement of the Board of Directors with regard to integrity, expertise and experience of independent directors appointed during the financial year 2021-22 is annexed herewith as '**Annexure-3**'.

#### **Meeting of independent directors**

The Independent Directors met once during the financial year under review on February 14, 2022, pursuant to Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV to the Companies Act, 2013, inter-alia, to discuss:

- Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of performance of Chairman of the Company, taking into views of Executive and Non-Executive Directors;
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Meeting of the Independent Directors was conducted without the presence of the Chairman, Managing Director, Non-Executive Directors, Chief Financial Officer and the Company Secretary and Compliance Officer of the Company.

#### **Familiarization program for independent directors**

The Independent Directors attend a familiarization and orientation program on being inducted into the Board. The details of familiarization and orientation program are provided in the Corporate Governance Report and are also available on the Company's web link at [http://cordscable.com/cordscable/Familiarisation Programme.pdf](http://cordscable.com/cordscable/Familiarisation%20Programme.pdf).

**Nomination and Remuneration Committee, policy on appointment of directors**

The Nomination and Remuneration Committee ("NRC") is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. The Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, financial condition and compliance requirements.

The NRC conduct a gap analysis to refresh the Board on a periodic basis, including each time a director's appointment or re-appointment is required. The Committee is also responsible for reviewing the profiles of potential candidates vis-à-vis the required competencies and meeting potential candidates, prior to making recommendations of their nomination to the Board. At the time of appointment, a specific requirement for the position including expert knowledge expected is communicated to the appointee.

During the year under review, the Board has also reviewed the list of core skills, expertise and competencies of the Board of Directors as are required in the context of the businesses and sectors applicable to the Company which were mapped with each of the Directors on the Board. The same is disclosed in the Corporate Governance Report forming part of the Annual Report

**Criteria for Determining Qualifications, Positive Attributes and Independence of a Director**

The NRC has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178(3) of the Act and Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations.

**Independence:** In accordance with the above criteria, a director will be considered as an 'Independent Director' if he/ she meets the criteria for Independence as laid down in the Act and Rules framed thereunder, as amended and Regulation 16(1)(b) of the SEBI Listing Regulations.

**Qualifications:** A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is also ensured that the Board has an appropriate blend of functional and industry expertise. While recommending the appointment of a Director, the NRC considers the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.

**Positive Attributes:** In addition to the duties as prescribed under the Act, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behaviour, strong interpersonal and communication skills and soundness of judgement. Independent Directors are also expected to abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Act.

**Remuneration policy and remuneration of directors and key managerial personnel**

On the recommendation of the NRC, the Board has adopted and framed a Remuneration Policy for the Directors, Key Managerial Personnel and other employees pursuant to the provisions of the Act and the Listing Regulations. The remuneration determined for Executive Directors is subject to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors. The Executive Directors are not paid sitting fees; the Independent Directors are entitled to sitting fees for attending the Board Meetings.

It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and all other employees is in accordance with the Remuneration Policy of the Company. The Company's Policy on Directors' Appointment and Remuneration and other matters provided in Section 178(3) of the Act and Regulation 19 of the Listing Regulations have been disclosed in the Corporate Governance Report, which forms part of the Annual Report. The Remuneration Policy of your Company can be viewed at the web link: <http://cordscable.com/cordscable/NominationRemunerationPolicy.pdf>

The particulars regarding remuneration of the Directors and Key Managerial Personnel along with details of ratio of remuneration of each Director to the median remuneration of employees of the Company for the financial year under review is given in 'Annexure-4'.

A statement containing particulars of top ten employees and the employees drawing remuneration in excess of limits prescribed under Section 197 (12) of the Act read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in 'Annexure-4'.

In terms of proviso to Section 136(1) of the Act, the Report and Accounts are being sent to the shareholders including the aforesaid Annexure. The aforesaid Statement is also open for inspection at the Registered Office of the Company, up to the date of the ensuing Annual General Meeting. Any member interested in obtaining a copy of the same may write to the Company Secretary.

Neither the Managing Director nor the Whole-time Director of your Company receives any remuneration or commission from any of its subsidiaries as there was no such subsidiary company during the period under review.

**Details of board meetings and constitution of various committees**

The Board of Directors of your Company had already constituted various Committees in Compliance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship

Committee, Committee of Directors and Corporate Social Responsibility Committee.

All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference and the role of the committees are taken by the Board of Directors.

Details of the role and composition of these committees, including the numbers of meetings held during the financial year and attendance at meetings, are provided in the Corporate Governance Section, which forms part of the Annual Report.

#### **Listing and dematerialization of securities and the status of listing fee**

The shares of the Company are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The listing fee for the year 2021-22 has already been paid to the stock exchanges. The equity shares are available for dematerialization through National Securities Depository Limited and Central Depository Services (India) Limited and ISIN assigned to the equity shares is **INE792101017**.

#### **Corporate Governance**

The Governance, Corporate Secretarial and Legal functions of the Company ensure, maintenance of good governance within the organization. The existence of good corporate governance is essential for the businesses to function smoothly ensuring compliant at all times and providing strategic business partnership in the areas including legal expertise, corporate restructuring, regulatory changes and governance.

As required by Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), a detailed report on Corporate Governance together with the Auditors' Certificate on its compliance forms part of the Annual Report as '**Annexure-5**'.

A certificate issued by M/s Gupta Gulshan & Associates, Company Secretaries, regarding compliance with the conditions of Corporate Governance as stipulated in Regulation 34(3) and Schedule V of SEBI (Listing Obligation and Disclosure Requirements), 2015 has been obtained and is annexed at the end of Corporate Governance Report in the aforesaid annexure.

Also, a declaration signed by the Managing Director stating that the members of the Board of Directors and Senior management personnel have affirmed the compliance with code of conduct of the Board of Directors and Senior Management is forms part of this report. The code can be viewed at the web link: <http://cordscable.com/cordscable/corporate.php>

#### **Managing Director and Chief Financial Officer certification**

The Managing Director and the Chief Financial Officer of the Company has given a certificate to the Board as contemplated under Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirements), 2015. The certificate is annexed with this report as '**Annexure-6**'.

#### **Management discussion and analysis**

The Management Discussion and Analysis as required under the SEBI Listing Regulations form part of this report as '**Annexure-7**'.

Further, the Business Responsibility and Sustainability Report is not applicable to the Company.

#### **Insider trading code**

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons' ("the Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations). The Code is applicable to Promoters, Member of Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said PIT Regulations.

The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with the PIT Regulations. All Board of Directors and the designated persons have confirmed compliance with the Code. This Code is displayed on the Company's web link viz <http://cordscable.com/cordscable/corporate.php>

#### **Electronic Filing**

The Company is also periodically uploading Annual Reports, Financial Results, and Shareholding Pattern etc. on its website viz. [www.cordscable.com](http://www.cordscable.com) within the prescribed time limit.

#### **Formal annual evaluation by the Board of its own performance and that of its committees**

The Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its committees. The NRC has defined the evaluation criteria and procedure for the Performance Evaluation process for the Board, its Committees and Directors.

The performance of the Board and individual Directors was evaluated by the Board after seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members.

The criteria for performance evaluation of the Board included aspects such as Board composition and structure, effectiveness of Board processes, contribution in the long-term strategic planning, etc. The criteria for performance evaluation of the Committees included aspects such as structure and composition of Committees, effectiveness of Committee Meetings, participation of individual director in deliberations among other attributes in such meetings.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017. The Board of Directors has expressed its satisfaction with the evaluation process.

### **Directors Responsibility Statement**

The Board of Directors acknowledge the responsibility for ensuring compliance with the provisions of Section 134 (3) (c) read with Section 134 (5) of the Companies Act, 1956 in the preparation of the annual accounts. Accordingly, your Directors make the following statement in term of Section 134 of the Companies Act, 2013, which is to the best of their knowledge and belief and according to the information and explanations obtained by them:

- a) In the preparation of the annual accounts for the year ended **March 31, 2022**, the applicable accounting standards have been followed and there are no material departures.
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your company at the end of the financial year on **March 31, 2022** and of the profit of the company for the period ended on that date.
- c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The directors had prepared the annual accounts for the year ended on **March 31, 2022** on a going concern basis.
- e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **Internal financial control systems and their adequacy**

Based on the framework of internal financial controls and compliance systems, established and maintained by the

Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee; the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year under review. Your directors review the financial control systems from time to time and adequate steps are taken to strengthen such systems. The details in respect of internal financial control and their adequacy are also included in the Management Discussion and Analysis.

### **Audit committee and its recommendations**

Pursuant to the provisions of Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 18 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this Annual Report.

As all recommendations of the Audit Committee has been accepted by the Board, hence it is not required to disclose reasons for not accepting such recommendations.

### **Vigil mechanism and whistle blower policy**

The Company has established a vigil mechanism by adopting a Whistle Blower Policy for stakeholders including directors and employees of the Company and their representative bodies to report genuine concerns in the prescribed manner to freely communicate their concerns and grievances about illegal or unethical practices in the Company, actual or suspected, fraud or violation of the Company's Code or Policies.

The vigil mechanism is overseen by the Audit Committee and provides adequate safeguards against victimization of stakeholders who use such mechanism. It provides a mechanism for stakeholders to approach the Chairman of Audit Committee or Chairman of the Company.

During the year, no person was denied access to the Chairman of the Audit Committee or to the Chairman of the Company. The Whistle Blower Policy of the Company is available at web link <http://www.cordscable.com/cordscable/corporate.php>.

### **Appointment of statutory auditors, audit report and reporting of frauds**

The members at 30<sup>th</sup> annual general meeting of the Company approved the re-appointment of M/s Alok Misra & Co., Chartered Accountants, (FRN 018734N) as the Statutory Auditor of the company to hold the office for a second term of five years i.e., from the conclusion of 30<sup>th</sup> annual general meeting and until the conclusion of 35<sup>th</sup> annual general meeting.

The Statutory Auditors, "M/s Alok Misra & Co., Chartered Accountants" have submitted a certificate confirming their eligibility under Section 139 of the Act and meet the criteria for appointment specified in Section 141 of the Act. Further, the company has also received declaration from the Auditors that they are not disqualified for such appointment/ reappointment under the said act.

The auditor's report is annexed with the financial statements for the financial year under review. The auditor's report does not contain any qualification, reservation, adverse remark or disclaimer hence no explanation or comments of the Board are required in this regard. The observations of statutory Auditors in their report should be read with the relevant notes to accounts and are self-explanatory and therefore do not require further comments.

The auditors of your Company have not reported any fraud during the financial year under review as there were no such instances of fraud reported by the Statutory Auditors under Section 143(12) of the Act and Rules framed there under either to the Company or to the Central Government.

#### **Secretarial standards and secretarial audit report and secretarial compliance report**

The Company has complied with the applicable secretarial standards. The Directors have devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems were adequate and operating effectively.

Pursuant to the provisions of section 204 of the Companies Act, 2013, the secretarial audit report submitted by M/s Gupta Gulshan & Associates, Company Secretaries A copy of the secretarial audit report is annexed herewith as '**Annexure-8**'.

The secretarial compliance report for the financial year under review submitted by M/s Gupta Gulshan & Associates, Company Secretaries is annexed herewith as '**Annexure-9**'.

The aforesaid reports do not contain any qualification, reservation, adverse remark or disclaimer in their report and accordingly the board is not required to comment thereon.

#### **Cost records, appointment of cost auditors and cost audit report**

Pursuant to the provisions of the section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Rules, 2014, the accounts and records are required to be maintained by the Company, in respect of various manufacturing activities and are required to be audited.

Accordingly, such accounts, records are made and maintained in respect of various manufacturing activities.

The Board of your Company have appointed M/s S. Chander & Associates, Cost Accountants, as the cost auditor to conduct audit for the financial year 2022-23 and the remuneration payable to the cost auditor is required to be placed before the members in a general meeting for their ratification. Accordingly, a resolution seeking the members' ratification for the remuneration payable to the said auditors, in terms of the resolution proposed to be passed, is included in the notice convening the annual general meeting of the Company.

The cost audit report for the previous financial year **2020-21** issued by M/s S. Chander & Associates, Cost Accountants, was filed with the Ministry of Corporate Affairs on October 20, 2021.

#### **Corporate social responsibility**

In terms of the provisions of section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of the Company has constituted a Corporate Social Responsibility ("CSR") Committee. The Company has a CSR Policy and the same is available at the website of the Company and may be accessed at the weblink: [http://cordscable.com/cordscable/CSR\\_Policy.pdf](http://cordscable.com/cordscable/CSR_Policy.pdf)

As a socially responsible and caring Company, we are committed to play a larger role in promoting welfare of animals and safeguard their rights, ensuring environmental sustainability, ecological balance, protection of flora and fauna, agroforestry etc. The Company, in every financial year, in line with the Companies Act, 2013, pledges to spend a minimum two percent of the average net profits made during the three immediately preceding financial years towards CSR initiatives.

In terms of section 135 and Schedule VII of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of your Company have constituted a Corporate Social Responsibility Committee, for details of the committee constitution of the CSR, please refer to the corporate governance report, which forms part of this Annual Report.

The particulars regarding composition of CSR committee and other disclosures required in pursuance of the Companies (Corporate Social Responsibility Policy) Rules, 2014 are given in '**Annexure-10**'.

#### **Annual return of the Company**

The annual return of the company shall be placed on the website of the company as required under sub-section (3) of section 92 of the Companies Act, 2013. Accordingly, the annual return of the Company may be accessed at web-link <https://www.cordscable.com/cordscable/cordscableindustries.php>.

**Conservations of energy**

The company, for energy requirements, is primarily dependent on the power supply by the electricity distribution companies and also has power back up facilities to meet the requirement. The Company has a policy to use energy efficient machinery, equipment and appliances. The old machineries are replaced with new energy efficient machine from the time to time to conserve the energy and same result in savings on that count.

As the Company uses the electricity supplied by the electricity distribution companies which also includes the electricity generated through alternate sources of energy and the Company have no other alternate source of energy. The particulars relating to conservation of energy, as required to be disclosed under section 134 (3) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided as 'Annexure-11'.

**Technology absorption**

The activities of the company do not directly involve any technology except those required for routine business and official purposes. Therefore, the details regarding efforts made toward technology absorption and the benefits derived therefrom are not applicable. Further, the Company has not imported any technology during the last three years from the beginning of the financial year under review.

The particulars relating to technology absorptions required to be disclosed under section 134 (3) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided as 'Annexure-12'.

**Foreign exchange earnings and outgo**

During the year under review, the Company's products were exported to other countries and earned foreign exchange. The Company has also participated in exhibitions, seminars and conferences in foreign countries for promotion of its products. Efforts shall continue to enlarge the geographical reach on export market in order to maximize foreign exchange inflow and every effort made to minimize the foreign exchange outflow.

The Company has earned an amount of ₹ 747.99 lacs (previous year ₹ 1,272.84 lacs) in foreign exchange in terms of actual inflows and spent an amount of ₹ 10.23 lacs (previous year ₹ 1.15 lacs) in foreign exchange outgo in terms of actual outflows during the financial year under review.

**Risk Management Policy**

Risk management policy commensurate with its size and nature of business is developed and implemented by the company and discussed by the board from time to time while it reviews the business operations. Policy is primarily developed with a view to identify the risk element which may threaten the existence of the company. The policy provides a reasonable assurance in respect of providing financial and operational risk in respect of business of

the company, complying with applicable statutes and safeguarding of assets of the Company.

In the opinion of the Board; any element which may threaten the existence of your company does not exist as on date of report and do not consider that such element may arise in future. The Audit Committee has an additional oversight in the areas of financial controls.

**Detail of orders passed by the regulators, Courts or Tribunals**

During the period under review, no material order has been passed by any regulator or court or tribunal which would impact the going concern status and the Company's future operations excepting to the extent as may be mentioned in the notes to accounts attached to the financial statements forming part of the annual report.

**Detail of application under Insolvency and Bankruptcy Code, 2016**

During the period under review, no application was filed against the Company under Insolvency and Bankruptcy Code, 2016 for default in payment of debt. As no application was filed or pending during the financial year under review, therefore, status of such application and other disclosures in this regard are not applicable to your Company.

**Particular about valuation in case of one-time settlement**

During the financial year under review, the Company has not entered into one-time settlement with banks or financial institution in respect of loans availed by the Company. Therefore, the reasons and other disclosures regarding difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the bank or financial institution is not applicable.

**Disclosure for prevention of sexual harassment of women at workplace**

Your Company believes in providing a safe and harassment free workplace for every woman working with the company. The Company endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has zero tolerance for sexual harassment at workplace and has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment as per applicable provisions.

During the financial year under review, Internal Complaints Committee has not received any complaint pertaining to sexual harassment and no complaint is pending for disposal before the Committee.

**Human resources**

The Company takes pride in the commitment, competence and dedication different aspects of Human Resource Management such as recruitment, promotion, compensation, training and selection. The Company ensures equal, just fair and unbiased approach in hiring, promoting and developing an employee.

Your directors would also like to place on records their appreciation of the commitment and efficient services rendered by all employees of the company, without whose whole hearted efforts, the overall satisfactory performance of the company would not have been possible.

**ISO certificates and other recognitions**

Your company is to be awarded the globally recognized prestigious ISO 9001: 2015, ISO 14001:2015, ISO 45001:2018 and BS OHSAS 18001:2007 certification, for meeting international standards of Quality, Environmental, Occupational Health and Safety Management Systems.

**Green initiative in the corporate governance**

In view of the Green Initiative in Corporate Governance introduced by the Ministry of Corporate Affairs vide its circular no. 17/2011 dated 21.04.2011, your company started a sustainability initiative with the aim of going green and minimizing its impact on the environment.

Your Company sincerely appreciates shareholders who have contributed towards furtherance of Green Initiative. We further appeal to other shareholders to contribute towards furtherance of Green Initiative by opting for electronic communication.

Electronic copies of the Annual Report for the financial year 2021-22 along with the notice of 31<sup>st</sup> Annual General Meeting will be sent to all members whose email addresses are registered with the company/Depository participants. For members who have not registered their email addresses, the physical copies shall be dispatched in the permitted mode. Members requiring physical copies can send a request to Company Secretary.

The Company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the notice. This is pursuant to section 108 of Companies Act, 2013 and Companies (Management and Administration) Rules, 2014. The instructions for e-voting are provided in the Notice.

The Company is also periodically uploading Annual Reports, Financial Results and Shareholding Pattern etc. on its website viz. [www.cordscable.com](http://www.cordscable.com) within the prescribed time limit.

**Appreciation**

The Board of your Company acknowledge the dedication, loyalty, hard work, solidarity and commitment rendered by the employees, professionals and other persons associated with the Company at all levels for their hard work, dedication and commitment. The Board would also like to place on record their appreciation for the continued co-operation and support received by the Company during the year from suppliers and vendors, bankers, financial institutions, government authorities, business partners, shareholders, customers and other stakeholders without whom the overall satisfactory performance would not have been possible.

The Directors deeply regret the losses suffered due to the Covid-19 pandemic and place on record their sincere appreciation to all the front-line workers and those who have gone beyond their duties in battling against the pandemic.

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

**Naveen Sawhney  
Managing Director  
DIN : 00893704**

**Sanjeev Kumar  
Whole Time Director  
DIN : 07178759**

Place: New Delhi  
Date: Aug 10, 2022

### **Annexure 1 to the Directors' Report**

#### **Particulars of Investment**

Particulars	No. of shares / units as at		Quoted / Unquoted	Amount (Rs. In Lacs) as at	
	31.03.2022	31.03.2021		31.03.2022	31.03.2021
<b>Non-Current Investments</b>					
Mutual Funds	8033.91	8033.91	Quoted	17.82	14.87
Units of Life Insurance Policy	111707.25	111707.25	Quoted	26.93	20.98
Gold Coin	100 gram	100 gram	Unquoted	5.14	4.40
<b>Total amount of investments</b>				<b>49.89</b>	<b>40.25</b>

Other Particulars	As at 31.03.2022	As at 31.03.2021
Aggregate amounts of quoted investments	44.75	35.85
Market value of quoted investments	44.75	35.85
Aggregate amounts of unquoted investments	5.14	4.40
Market value of Unquoted investments	5.14	4.40

*Note: The detail in respect of investment is as at 31.03.2022.*

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

**Naveen Sawhney  
Managing Director  
DIN: 00893704**

**Sanjeev Kumar  
Whole Time Director  
DIN: 07178759**

Place: New Delhi  
Date: Aug 10, 2022

### **Annexure 2 to the Directors' Report**

#### **Particulars of Director and Key Managerial Personnel and changes**

<b>S. No.</b>	<b>Particulars</b>	<b>Designation</b>	<b>Remarks</b>
1	Mr. Naveen Sawhney (DIN:00893704)	Managing Director	<p>Mr. Naveen Sawhney was appointed as Managing Director of the Company for a period of Three Years w.e.f. July 01, 2019 up till June 30, 2022.</p> <p>As the tenure of Mr. Naveen Sawhney had expired on June 30, 2022, therefore, paying due regard to his 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 May 26, 2022 approved the re-appointment of Mr. Naveen Sawhney as Managing Director of the company for the period of three years w.e.f. July 01, 2022 and he shall be liable to retire by rotation.</p>
2	Mr. Sanjeev Kumar (DIN:07178759)	Whole Time Director	<p>In terms of the applicable provisions of the Act and the Articles of Association of the Company, Mr. Sanjeev Kumar, Whole Time Director of the company shall retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.</p> <p>On the recommendation of Board, the proposal regarding his re- appointment as Director, is placed for your approval. Brief resume and other details of Mr. Sanjeev Kumar, who is proposed to be re-appointed as a director of your company, have been furnished in the Explanatory Statement to the Notice of the ensuing Annual General Meeting. The Company has received Form DIR- 8 from all Directors pursuant to Section 164(2) and Rule 14 (1) of Companies (Appointment and Qualification of Directors) Rules, 2014.</p>
3	Mr. Parveen Kumar (DIN:08952635)	Independent Director	<p>Mr. Parveen Kumar was appointed as an "Additional Director" (Non-Executive &amp; Independent) by Board of Directors in their meeting held on November 11, 2020 to hold office w.e.f. January 10, 2021 and subject to the approval of Shareholders, Mr. Parveen Kumar shall hold office for a period up to the date of next annual general meeting scheduled to be held in the calendar year 2022.</p> <p>It was proposed to re-appoint Mr. Parveen Kumar 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.</p>
4	Mrs. Anju Khera (DIN:05322575)	Independent Director	<p>Mrs. Anju Khera was appointed as an "Additional Director" (Non-Executive &amp; Independent) by Board of Directors in their meeting held on March 30, 2021 to hold office for a period of 1 (one) year w.e.f. April 01, 2021 (subject to shareholders' approval).</p> <p>However, due to personal reasons and family commitments Mrs. Anju Khera was unable to continue and tendered her resignation on June 17, 2021.</p>
5	Mr. Vimal Dev Monga (DIN:06803618)	Independent Director	<p>Second term of appointment of Mr. Vimal Dev Monga as an Independent Director had comes to an end on April 22, 2021.</p>

S. No.	Particulars	Designation	Remarks
6	Mr. Om Prakash Bhandari (DIN:00046524)	Independent Director	Mr. Om Prakash Bhandari was appointed as an “Additional Director” (Non-Executive & Independent) by Board of Directors in their meeting held on March 30, 2021 to hold office for the period of 5 (five) year w.e.f. April 23, 2021 (subject to shareholders’ approval).  However, with profound grief it was noted on April 24, 2021, the sudden and unexpected, passing away of Mr. Om Prakash Bhandari for his heavenly abode.
7	Mr. Prem Kumar Vohra (DIN: 00186923)	Independent Director	Mr. Prem Kumar Vohra was reappointed by Board as an Independent Director w.e.f. March 30, 2021 to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from March 30, 2021 upto March 29, 2026 and subsequently his appointment was ratified by the members in their meeting held on September 29, 2021.”
8	Mr. Rahul Mohnot (DIN:00488475)	Independent Director	Mr. Rahul Mohnot, was appointed as an “Additional Director” (Non-Executive & Independent) by the Board of Directors in their meeting held on June 30, 2021 and subject to the approval of shareholders Mr. Rahul Mohnot shall hold office for a period up the date of next annual general meeting scheduled to be held in the calendar year 2022.  It was proposed to re-appoint Mr. Rahul Mohnot 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.
9	Mrs. Eila Bhatia (DIN: 09274423),	Independent Director	The Board of Directors in their meeting held on August 13, 2021 approved appointment of Mrs. Eila Bhatia, as an “Additional Director” (Non-Executive & Independent) w.e.f. September 01, 2021 subject to the approval of shareholders (at the ensuing Annual General Meeting of the Company, if appointed), she shall hold office for a period up to the date of next annual general meeting scheduled to be held in the calendar year 2022.  It was proposed to re-appoint Mrs. Eila Bhatia 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.

#### Key Managerial Personnel (KMP):

In term of Section 2(51) and Section 203 of the Company’s Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, following persons are the Key Managerial Personnel (KMP) of the Company:

- Mr. Naveen Sawhney (Managing Director),
- Mr. Sanjeev Kumar (Whole Time Director),
- Mr. Sandeep Kumar\* (Chief Financial Officer) and
- Ms. Garima Pant (Company Secretary)

\* Manoj Kumar Gupta, CFO of the company tendered his resignation w.e.f. April 24, 2021 and Mr. Sandeep Kumar, General Manager of the Company was designated as CFO w.e.f. April 25, 2021.

There were no other changes in Key Managerial Personnel during the year.

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

**Naveen Sawhney**  
Managing Director  
DIN: 00893704

**Sanjeev Kumar**  
Whole Time Director  
DIN: 07178759

Place: New Delhi  
Date: Aug 10, 2022

**Annexure 3 to the Directors' Report****STATEMENT OF THE BOARD OF DIRECTORS WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE OF INDEPENDENT DIRECTORS APPOINTED DURING THE FINANCIAL YEAR 2021-22:**

**Mr. Parveen Kumar's** appointment as a "Director" (Non-Executive & Independent Director) of the Company was approved by the members at their Meeting held on September 29, 2021, to hold office up to the date of annual general meeting scheduled to be held in the calendar year 2022 and who is also recommended to be 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 to September 22, 2027, have also possesses the requisite integrity, expertise and experience.

**Mr. Prem Kumar Vohra's** appointment as a "Director" (Non-Executive & Independent Director) of the Company was approved by the Shareholders at 30<sup>th</sup> Annual General Meeting held on September 29, 2021. Mr. Prem Kumar Vohra shall hold office for a period of 5 (five) years i.e. from March 30, 2021 to March 29, 2026 and have also possesses the requisite integrity, expertise and experience.

**Mr. Rahul Mohnot's** appointment as a "Director" (Non-Executive & Independent Director) of the Company was approved by the members at their Meeting held on September 29, 2021, to hold office up to the date of annual general meeting scheduled to be held in the calendar year 2022 and who is also recommended to be 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 to September 22, 2027, have also possesses the requisite integrity, expertise and experience.

**Mrs. Eila Bhatia's** appointment as "Director" (Non-Executive & Independent Director) of the Company was approved w.e.f. September 01, 2021 by the shareholders in their meeting held on September 29, 2021 to hold office up to the date of annual general meeting scheduled held in the calendar year 2022 and who is also recommended to be 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 to September 22, 2027, have also possesses the requisite integrity, expertise and experience.

Apart from above, following directors resigned/ became part of the Board, during the period under review-

- Mr. Om Prakash Bhandari (appointed on April 23, 2021 ; demise on April 24, 2021);
- Mrs. Anju Khera (appointed on April 01, 2021; Resigned on June 17, 2021);
- Mr. Vimal Dev Monga (Second term of 5 years expired on April 22, 2021);

All the Independent Directors of your Company have successfully registered their name for inclusion in the 'Independent Directors Data Bank' maintained by the Indian Institute of Corporate Affairs, Manesar.

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

**Naveen Sawhney  
Managing Director  
DIN: 00893704**

**Sanjeev Kumar  
Whole Time Director  
DIN: 07178759**

Place: New Delhi  
Date: Aug 10, 2022

### ***Annexure 4 to the Directors' Report***

**Details pertaining to remuneration as required under Section 197 (12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

<b>Non-Executive Directors</b>	<b>Ratio to median remuneration *</b>
Mr. Prem Kumar Vohra	-
Mr. Parveen Kumar	-
Mr. Rahul Mohnot	-
Mrs. Eila Bhatia	-

\* No remuneration was paid to Non-executive directors except sitting fees.

<b>Executive Directors</b>	<b>Ratio to median remuneration</b>
Mr. Naveen Sawhney	<b>35:43:1</b>
Mr. Sanjeev Kumar	<b>7.21:1</b>

- b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

<b>Directors, Chief Executive Officer, Chief Financial Officer (CFO) and Company Secretary (CS)</b>	<b>% increase in remuneration in the financial year</b>
Mr. Naveen Sawhney	19.91
Mr. Sanjeev Kumar	17.49
Mr. Sandeep Kumar (CFO)	27.85
Ms. Garima Pant (CS)	18.62

- c. The percentage increase in the median remuneration of employees in the financial year: 16%

- d. The number of permanent employees on the rolls of Company: 214

- e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average increase in remuneration of Managerial Personnel	20.49
Average increase in remuneration of employees other than the Managerial Personnel	10.13

- f. **Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Company affirmed that the remuneration is as per the remuneration policy of the Company.

- g. The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided as under:-

Particulars of top 10 employees in terms of remuneration drawn, as on March 31, 2022:

S. No.	Name of Employee	Designation	Remuneration (in ₹ lacs)	Nature of employment	Qualification	Experience (in Years)	DOJ	Age (Years)	Previous Employment
1	Mr. Naveen Sawhney	Managing Director	107.91	Permanent	Mech. Engg. & PGD Mktg. Mgmt.	50	01-Apr-95	70	Cords Cable Industries Ltd.
2	Mr. Hemant Kr Pandita	Vice President (Marketing)	21.81	Retainership	B.E.	42	01-Nov-13	67	Gemscab Industries Ltd.
3	Mr. Sanjeev Kumar	Whole Time Director	20.89	Permanent	ICWA	20	02-Apr-12	46	Machino Plastics Limited
4	Mr. Sandeep Kumar	G. M. (Accounts & Taxation)	19.82	Permanent	CA	27	01-Dec-18	53	Lemon Trees Hotels Limited
5	Mr. Varun Sawhney	Vice President (Marketing, IT & HR)	19.59	Permanent	B.Tech, MBA	17	01-May-05	42	Cords Cable Industries Ltd.
6	Mr. Gaurav Sawhney	Vice President (Finance & Banking)	19.59	Permanent	B.Sc. (Business Economics), B.Com. (H), Executive PGDM (Finance)	14	04-Jan-08	39	Cords Cable Industries Ltd.
7	Mr. Jugendra Singh	GM (Sales & Marketing)	17.71	Permanent	B.E.	30	25-Jun-06	56	Servel India Pvt. Ltd.
8	Mr. Pramod Sing Rawat	Works Manager	17.08	Permanent	MA Math, BE(ELE) MBA CE, AMIE, FIV	32	01-Oct-03	52	AKSH India Ltd.
9	Mr. Harish Kumar	DGM (Planning & Execution)	15.60	Permanent	B.Com, MA	29	01-Nov-06	53	Delton Cables
10	Mr. Ajay Dixit	GM (Sales & Marketing)	14.74	Permanent	BA	27	01-May-95	50	Cords Cable Industries Ltd.

**Note :**

1. Remuneration includes Basic Salary, Allowances, Taxable value of perquisites calculated in accordance with the Income Tax, 1961 and Rules made thereunder.
2. None of the employees, except Mr. Naveen Sawhney own more than 2% of the outstanding shares of the Company as on March 31, 2022.
3. None of the employee is a relative of any director or manager of the company except Mr. Varun Sawhney & Mr. Gaurav Sawhney, who are the sons of Mr. Naveen Sawhney, Managing Director of the Company.

**ANNEXURE TO THE DIRECTORS' REPORT- PARTICULARS OF EMPLOYEES AS ON MARCH 31, 2022**

**A** Employed throughout the financial year under review and were in receipt of remuneration for the year which, in the aggregate was not less than ₹ 1,02,00,000/- per annum:-

S. No	Name / Designation/ Nature of Duties	Age (Years)	Qualification/ Experience (in years)	Remuneration (₹ in lacs)	Date of Joining	Previous employment	Shareholding in the Company in Number & Percentage
1	Mr. Naveen Sawhney (Managing Director) Responsible for the overall management of business and affairs of the Company. This includes broad development of Domestic & International business. He is heading Marketing, Strategic Planning and Sourcing Division.	70	50	107.91	01.04.1995	Cords Cable Industries Limited	6094931 Equity Shares (47.15%)

**B** Employed for the part of the financial year and was in receipt of remuneration which in the aggregate was not less than ₹ 8,50,000/- per month :-

S. No	Name / Designation/ Nature of Duties	Age (Years)	Qualification/ Experience (in years)	Remuneration	Date of Joining	Previous employment & designation	Shareholding in the Company in Number & Percentage
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

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

**Naveen Sawhney  
Managing Director  
DIN: 00893704**

**Sanjeev Kumar  
Whole Time Director  
DIN: 07178759**

Place : New Delhi  
Date : Aug 10, 2022

**Annexure 5 to the Directors' Report**

**CORPORATE GOVERNANCE REPORT**

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Directors of Cords Cable Industries Limited ("the Company" / "CORDS") have pleasure in presenting the Company's Report on Corporate Governance for the Financial Year ended March 31, 2022.

**1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

The fundamental principle of Corporate Governance is achieving sustained growth ethically and in the best interest of all stakeholders. It is not a mere compliance of laws, rules and regulations but a commitment to values, best management practices and adherence to the highest ethical principles in all its dealings to achieve the objects of the Company, enhance stakeholder value and discharge its social responsibility. At CORDS, good corporate governance is a way of life and the way we do our business, encompassing every day's activities and is enshrined as a part of our way of working.

The Company's Corporate Governance philosophy has been further strengthened through the Company's Codes of Conduct and Code of Fair Disclosures. The "CORDS" Code of Conduct articulates the values, ethics and business principles and serves as a guide to the Company, its directors and employees. It also supplemented with an appropriate mechanism to report any concerns pertaining to non-adherence to the said Codes. Thus, the Company's overall Corporate Governance practices reflects its value system encompassing its culture, policies, and relationships with our stakeholders and allow the Board to make decisions that are independent of the management

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, including relaxations granted by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) from time to time on account of the COVID-19 pandemic, with regard to corporate governance.

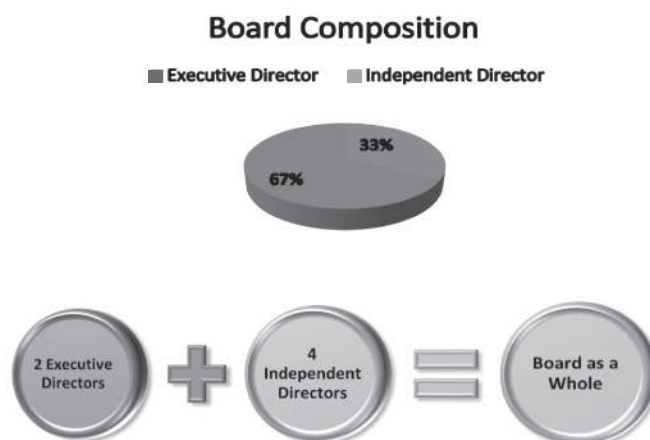
**2. BOARD OF DIRECTORS**

**a. Composition and category of Board of Directors**

The Board of Directors of the Company is the highest governance authority within the management structure of the Company. Further, the Board of Directors of the Company is totally committed to the best practices for effective Corporate Governance.

The Board of Directors, along with its Committees, provides leadership and guidance to the management and directs, supervises the performance of the Company, thereby enhancing stakeholders' value. The Board has a fiduciary duty in ensuring that the rights of all stakeholders are protected. The Board composition is in conformity with Regulation 17 of the SEBI Listing Regulations read with Sections 149 and 152 of the Act and the maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013.

As on March 31, 2022, the Company has 6 (six) Directors. Out of 6, 4 (four) (i.e. 67%) are Non-Executive Independent; and 2 (two) (i.e. 33%) are Executive. The Board is headed by Mr. Naveen Sawhney, an Executive Director.



None of the Directors is related to each other and there are no inter se relationships between the Directors, in terms of the definition of 'relative' given under the Companies Act, 2013.

None of the Directors on the Board is a Member of more than 10 Committees and Chairperson of more than 5 Committees (Committees being Audit Committee and Stakeholders Relationship Committee as per Regulation 26(1) of the SEBI Listing Regulations), across all public companies in which he/she is a Director. The necessary disclosures regarding committee positions have been made by all the Directors.

None of the Directors hold office in more than 10 public limited companies as prescribed under Section 165(1) of the companies Act, 2013. No Director holds Directorships in more than 7 listed companies. Further, none of the Non-Executive Directors serve as an Independent Director in more than 7 listed companies as required under the SEBI Listing Regulations. The Managing Director does not serve as an Independent Director in any listed company. All the Directors have made necessary disclosures regarding Committee positions held by them in other companies.

During the Financial Year 2021-22, 4 (Four) Board Meetings were held, i.e., on June 30, 2021, August 13, 2021, November 12, 2021 and February 14, 2022. The necessary quorum was present for all the Board Meetings.

**The attendance of the Directors at the Board Meetings and the Annual General Meeting of the Company is given as below:**

S. No.	Name of the Director	Category	Number of board meetings during the year 2021-22		No. of shares held in the company	Whether attended Last AGM held on 29.09.2021
			Held	Attended		
1	Mr. Naveen Sawhney DIN 00893704	Non-Independent, Executive Director	4	4	No(s) 6094931 Equity Shares	Yes
2	Mr. Sanjeev Kumar DIN 07178759	Non -Independent, Executive Director	4	4		Yes
3	Mr. Prem Kumar Vohra DIN 00186923	Independent Director, Non-Executive	4	4		Yes
4	Mr. Parveen Kumar DIN 08952635	Independent Director, Non-Executive	4	4		Yes
5	Mr. Rahul Mohnot DIN 00488475	Independent Director, Non-Executive	4	3		Yes
6	Mrs. Eila Bhatia DIN 09274423	Independent Director, Non-Executive	4	2		Yes

**b. Category and Committee positions of Directors**

The categories of Directors as also the number of Directorships/ Chairpersonships and Committee positions held by them in other public limited companies and the names of the listed entities where they hold directorship and the category of such directorship as on March 31, 2022 are given below:

S. No.	Name of the Director	Date of Appointment	Category of Director	Number of Directorship in other Public Companies		Number of Committee positions held in other Public Companies		List of Directorship held in other listed Companies and Category of Directorship
				Chairman	Member	Chairman	Member	
1	Mr. Naveen Sawhney DIN 00893704	April 01, 1995	Non -Independent Executive Director	0	0	0	0	-
2	Mr. Sanjeev Kumar DIN 07178759	May 30, 2015	Non -Independent Executive Director	0	0	0	0	-
3	Mr. Prem Kumar Vohra DIN 00186923	March 14, 2020	Independent Director, Non-Executive	0	0	0	0	-

S. No.	Name of the Director	Date of Appointment	Category of Director	Number of Directorship in other Public Companies		Number of Committee positions held in other Public Companies		List of Directorship held in other listed Companies and Category of Directorship
				Chairman	Member	Chairman	Member	
4	Mr. Parveen Kumar DIN 08952635	January 10, 2021	Independent Director, Non-Executive	0	0	0	0	-
5	Mr. Rahul Mohnot DIN 00488475	June 30, 2021	Independent Director, Non-Executive	0	0	0	0	-
6	Mrs. Eila Bhatia DIN 00488475	September 01, 2021	Independent Director, Non-Executive	0	0	0	0	-

- The Directorships held by the Directors, as mentioned above excludes alternate directorships, directorships in foreign companies, Companies under Section 8 of the Companies Act, 2013 and Private Limited Companies, which are not the subsidiaries of Public Limited Companies.
- Membership of Committee only includes Audit Committee and Stakeholders Relationship Committee in Indian Public Limited companies other than Cords Cable Industries Limited. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairman of more than five such Committees.
- None of the other Directors are related inter-se.
- Details of Director(s) retiring or being re-appointed are given in notice to Annual General Meeting.

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the IDs, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management. Further, declaration on compliance with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended by MCA Notification dated 22nd October 2019, regarding the requirement relating to enrolment in the Data Bank created by MCA for IDs, has been received from all the IDs.

#### c. Skills/expertise/competencies of the Board of Directors

The Company has an active, diverse, experienced and a well-informed Board. The Company currently has a right mix of Directors on the Board who possess the requisite qualifications and experience in general corporate management, finance and other allied fields which enable them to contribute effectively to the Company in their capacity as Directors of the Company.

Name of the Director	Expertise in specific functional area
Mr. Naveen Sawhney	Industrialist, Cable industry domain business strategy, Corporate management, planning and finance, Marketing.
Mr. Sanjeev Kumar	ICWA, Cost cutting/controller, commercial affairs cable industry domain.
Mr. Prem Kumar Vohra	Entrepreneur, Corporate Social Activities, Organisational & Business Management.
Mr. Parveen Kumar	Entrepreneur, Organisational & Business Management.
Mr. Rahul Mohnot	Member of ICAI, member of ICSI, Entrepreneur, Corporate Social Activities.
Mrs. Eila Bhatia	Specialization in Marketing, Retail Sales & Vendor Management.

**d. Selection and appointment of new directors**

The Board is responsible for the appointment of new directors. The Board has delegated the screening and selection process for new directors to the NRC. Considering the existing composition of the Board and requirement of new domain expertise, if any, the NRC reviews potential candidates. The assessment of members to the Board is based on a combination of criteria that include ethics, personal and professional stature, domain expertise, gender diversity and specific qualification required for the position. The potential Independent Director is also assessed on the basis of independence criteria defined in Section 149(6) of the Act read with rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. If the Board approves, the person is appointed as an Additional Director whose appointment is subject to the approval of the Members at the Company's general meeting.

**e. Board Training and Induction**

At the time of appointing a Director, a formal Letter of Appointment is given to him / her, which inter alia explains the role, function, duties and responsibilities of a Director of the Company. The Director is also explained in detail the compliances required from him / her under the Companies Act, 2013 and the Listing Regulations and other relevant Regulations and his / her affirmation is taken with respect to the same. The terms and conditions of appointment of IDs are available on the Company's website at <http://www.cordscable.com/cordscable/corporate.php>

**f. Board Procedures**

The Board, inter alia, focuses on Strategic Planning, Financial Control, Risk Management, Compliance and Corporate Governance to maintain high standards of ethical conduct and integrity and succession planning for the Directors.

The Board of Directors meets at regular intervals to discuss and decide on business strategies / policies and reviews the financial and operational performance of the Company. In case of business exigencies, the Board's approval is taken through Resolutions by way of Circulation. The Resolutions by Circulation are noted at the subsequent Board Meetings.

The Agenda for the Meetings of the Board and its Committees are circulated in advance as per the provisions of the Companies Act, 2013 and the Rules framed thereunder and Secretarial Standard – 1 ("SS-1") i.e. Secretarial Standard on Meetings of Board issued by the Institute of Company Secretaries of India (ICSI) which prescribes a set of principles for convening and conducting Meetings of the Board of Directors and matters related thereto and also to ensure sufficient time is provided to Directors to prepare for the Meetings. All material information's are being circulated along with Agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the Agenda, the same is tabled before the meeting with specific reference to this effect in the Agenda. In special and exceptional circumstances, additional or supplementary item(s) on the Agenda are permitted. The Chairman of the Board/ the Managing Director and the Company Secretary discuss the items to be included in the Agenda and the meetings of the Board are held usually in the Registered Office of the Company.

The Board meets at least once in a quarter to, inter alia, review, approve and take note of quarterly Standalone Financial Results of the Company, various Compliance Report(s) under the applicable laws, Minutes of the Meeting(s) of the Board and its Committees, Significant Transactions entered into with Related Parties and reviews periodically compliance reports of all laws applicable to the Company as required under Regulation 17(3) of the SEBI Listing Regulations and if necessary, additional meetings are held. The Company also provides Video Conferencing (VC) facility to its Directors to enable their participation so that they can contribute in the discussions at the Meetings.

The Board has unrestricted access to all the company-related information including and not limited to information mentioned under Regulation 17 read with Schedule II (A) of the Listing Regulations. Such information is submitted either as part of the agenda papers in advance of the respective Meetings or by way of presentations and discussions during the Meetings.

The Company Secretary attends all the Meetings of the Board and its Committees and is, inter alia, responsible for recording the Minutes of such Meetings. The draft Minutes of the Meeting of the Board and its Committees are sent to the Members for their comments in accordance with the Secretarial Standards and then, the Minutes are entered in to the Minutes Book within 30 (thirty) days from the date of conclusion of the Meetings, subsequent to incorporation of the comments, if any, received from the Directors. The Company adheres to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, Secretarial Standards and the Listing Regulations with respect to convening and holding the Meetings of the Board of Directors and its Committees.

**g. Roles, Responsibilities and Duties of the Board**

The duties of Board of Directors have been enumerated in Listing Regulations, Section 166 of the Companies Act, 2013 and Schedule IV of the said Act (Schedule IV is specifically for Independent Directors). There is a clear demarcation of responsibility and authority amongst the Board of Directors.

**The Chairman cum Managing Director:** His primary role is to provide leadership to the Board in achieving goals of the Company. He is responsible, inter-alia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board. He is also responsible for formulating the corporate strategy along with other members of the Board of Directors. His role, inter alia, includes:

- Provide leadership to the Board & preside over all Board & General Meetings.
- Achieve goals in accordance with Company's overall vision.
- Ensure that Board decisions are aligned with Company's strategic policy.
- Ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
- Monitor the core management team.

**Independent Directors:** play a critical role in balancing the functioning of the Board by providing independent judgments' on various issues raised in the Board meetings like formulation of business strategies, monitoring of performances, etc. Their role, inter- alia, includes:

- Impart balance to the Board by providing independent judgment.
- Provide feedback on Company's strategy and performance.
- Provide effective feedback and recommendations for further improvements.

**h. Independent Director's confirmation by the Board**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations and are Independent of the management. A formal letter of appointment to Independent Directors as provided in Companies Act, 2013 has been issued and disclosed on website of the Company in the following link:<http://cordscable.com/cordscable/media/policies/Term-Conditions-of-appointment-of-Independent-Director.pdf>.

**i. Post Meeting Mechanism**

The important decisions taken at the Board/Board Committee Meetings are communicated to the concerned department/ division.

**j. Board Support**

The Company Secretary attends the Board Meetings and advises the Board on Compliances with applicable laws and governance.

**k. Separate meeting of Independent Directors**

In terms of Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Independent Directors are required to meet at least once in a year, without the presence of Non-Independent Directors and members of the management, to deal with the matters listed out in Schedule IV to the Companies Act, 2013 and Regulation 25(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year ended March 31, 2022, one meeting of Independent Directors was held on February 14, 2022. In a separate meeting, Independent Directors, *inter alia* reviewed:

- The performance of non-independent directors, performance of the board as a whole;
- The performance of the Chairman of the company, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual directors was also discussed;
- The quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties;

The Independent Directors express their satisfaction to the desired level on the governance of the Board. Attendance of the Independent Directors at the meeting is as under:

Name of the Director	No. of Meeting held	No. of Meeting attended
Mr. Prem Kumar Vohra	1	1
Mr. Parveen Kumar	1	1
Mr. Rahul Mohnot	1	1
Mrs. Eila Bhatia	1	1

**I. Confirmation by the Board of Directors:**

In the opinion of the Board of Directors, the Independent Directors of the Company fulfill the conditions specified in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 (as amended from time to time) and are independent of the Management of the Company.

**m. Appointment of Independent Director(s):**

During the Financial Year 2021-22, Mr. Rahul Mohnot (DIN: 00488475) and Mrs. Eila Bhatia (DIN 09274423) has joined as an additional director (Non-Executive, Independent Director) w.e.f. June 30, 2021 and September 01, 2021 respectively.

**n. Resignation / Expiration of tenure of Independent Director(s):**

During the year under review, Mrs. Anju Khera has tendered her resignation as an Independent (Additional) Director of the Company w.e.f. June 17, 2021 due to personal reasons and family commitments.

Second term of appointment of Mr. Vimal Dev Monga as an Independent Director was expired on April 22, 2021 and Unfortunately, Mr. Om Prakash Bhandari was expired on April 24, 2021.

**o. Directors retiring and seeking re-appointment;**

Mr. Sanjeev Kumar, Whole-Time Director of the Company, will be retiring by rotation on the forthcoming Annual General Meeting of the Company and being eligible to seek himself for the re-appointment.

The relevant information pertaining to Directors seeking appointment and re-appointment is given separately in the annexure to the Notice of the ensuing Annual General Meeting.

**p. Disclosure's as per Schedule V of Companies Act, 2013.**

S. No.	Particulars	Naveen Sawhney (Managing Director)	Sanjeev Kumar (Whole-Time Director)
i)	all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;	As per the resolution mentioned in the Notice of 31 <sup>st</sup> Annual General Meeting.	As per the resolution mentioned in the Notice of 31 <sup>st</sup> Annual General Meeting.
ii)	Details of fixed component and performance linked incentives along with the performance criteria;	Besides the fixed monthly remuneration of ₹ 9,41,000/-, Mr. Naveen Sawhney shall be entitled for perquisites and statutory benefits as per company policy which includes: 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. Contributions/ Reimbursements on/towards all Insurance or/and Mediciam Policy (ies), including premium(s) on self & family, whether existing	Besides the Consolidated monthly remuneration of ₹ 1,82,400/-. Mr. Sanjeev Kumar shall be entitled for perquisites and statutory benefits as per company policy which includes Gratuity, Leave Encashment, Telephone, Helper reimburse ment as proposed in the resolution forming part of the Notice of AGM. The monthly CTC (Cost to Company) of Mr. Sanjeev Kumar is ₹ 1,96,200/- p.m.

S. No.	Particulars	Naveen Sawhney (Managing Director)	Sanjeev Kumar (Whole-Time Director)
		or new, up to ₹ 15,00,000/- (Rupees Fifteen Lac Only) per annum; Gratuity, Leave Encashment, Leave Travel concession, car & driver, voice/ data/ internet facility as proposed in the resolution forming part of the Notice of AGM.	
iii)	Service contracts, notice period, severance fees; and	Mr. Naveen Sawhney is appointed as Managing Director for the period of 3 years i.e. 01.07.2022 to 30.06.2025.	Mr. Sanjeev Kumar is appointed as Whole- Time Director for the period of 3 years i.e. 30.05.2020 to 29.05.2023.
iv)	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Nil	Nil

**q. Number of shares held by directors**

Details of equity shares of the Company held by the Directors as on March 31, 2022 are given below:

Name	Category	Number of Equity Shares	Number of Preference Shares (Compulsory Redeemable and Non-convertible)
Mr. Naveen Sawhney	Non –Independent, Executive Director	60,94,931 Shares of Rs. 10 each	0*
Mr. Sanjeev Kumar	Non -Independent, Executive Director	0	0
Mr. Prem Kumar Vohra	Independent Director, Non-Executive	0	0
Mr. Rahul Mohnot	Independent Director, Non-Executive	0	0
Mrs. Eila Bhatia	Independent Director, Non-Executive	0	0

*During the year under review company has redeemed it's no(s) 1,60,000 preference shares of Rs. 100 each.*

**r. Familiarization Programme for Independent Directors**

The Directors are provided with the requisite documents and reports to enable them to familiarize with the Company's performance and practices. Periodic presentations are made at the Meetings of the Board and Committees thereof, on the business and performance of the Company. Quarterly updates on relevant statutory changes covering important applicable laws are discussed at the Meetings of the Board.

The details of familiarization programme conducted for Independent Directors have been disclosed on the Company's website <http://cordscable.com/cordscable/corporate.php>

**s. Board and Director evaluation and criteria for evaluation**

Criteria for evaluation of individual Directors include aspects such as attendance and contribution at the Board/Committee meetings. Criteria for evaluation of the Committees of the Board are broadly based on the Guidance Note on Board Evaluation issued by the SEBI on January 5, 2017 which inter alia, included questionnaire on structure of the Board, meetings of Board, functions of Board and Management.

The evaluation of Independent Directors shall be done by the entire Board of Directors which shall include –

- (a) Performance of the Directors; and
- (b) Fulfillment of the independence criteria as specified in these regulations and their Independence from the management:

Provided that in the above evaluation, the Directors who are subject to evaluation shall not participate.

The performance evaluation of the Chairman and Managing Director and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

### 3. COMMITTEES OF THE BOARD OF DIRECTORS – COMPOSITION AND TERMS OF REFERENCE:

The Committees constituted by the Board focus on specific areas and take informed decisions within the framework designed by the Board and make specific recommendations to the Board on matters in their areas or purview. All decisions and recommendations of the Committees are placed before the Board for information or for approval, if required. To enable better and more focused attention on the affairs of the Company, the Board has delegated particular matters to the Committees of the Board set up for the purpose.

During the period under review, there are 6 (six) Committees of the Board, viz., Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, CSR Committee, Committee of Directors and Share Transfer Committee. The Minutes of the meetings of all committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

#### I. AUDIT COMMITTEE

The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Act.

The audit committee shall have minimum three directors as members and at least two-thirds of the members of audit committee shall be independent directors.

Further, the Quorum for a Meeting of the Audit Committee shall either be 2 (two) Members or 1/3rd (One-Third) of the total strength of the Committee, whichever is greater, with at least 2 (two) Independent Directors in attendance and the Audit Committee shall meet at least 4 (Four) times in a year and not more than 120 (One Hundred and Twenty) days shall elapse between two Meetings.

During the year ended March 31, 2022, Four meetings of the Audit Committee were held on following dates: June 30, 2021, August 13, 2021, November 12, 2021, February 14, 2022. The necessary quorum was present for all the meetings.

#### Composition & Attendance:

As on March 31, 2022, the Audit Committee comprised of 4 Directors. The composition of the Audit Committee and the details of meetings attended by its members are given below:

Name	Position in the Committee	No. of Meetings held	No. of Meetings attended
Mr. Rahul Mohnot DIN 00488475	Member, Independent Director, Non- Executive	04	03
Mr. Prem Kumar Vohra DIN 00186923	Member, Independent Director, Non- Executive	04	04
Mr. Parveen Kumar DIN 08952635	Member, Independent Director, Non- Executive	04	04
Mr. Naveen Sawhney DIN 00893704	Member, Managing Director, Executive	04	04

*\*Members of Audit Committee elect its Chairman among Independent Directors.*

All the members of the Audit Committee are qualified and having insight to interpret and understand financial statements.

Ms. Garima Pant, Company Secretary of the company acts as the Secretary of the Audit Committee. In addition to the above, the committee meetings were also attended by the Statutory Auditors and other personnel's of the company (particularly the head of the finance function), as and when required.

All the recommendation of the Audit Committee has been accepted by the Board of Directors.

All Members of the Audit Committee (Chairman elected among Independent Directors) were present at the AGM of the Company held on September 29, 2021.

The audit committee has been assigned the following powers:

- a. To investigate any activity within its terms of reference.
- b. To seek information from any employee.
- c. To obtain outside legal or other professional advice.
- d. To secure attendance of outsiders with relevant expertise, if it considers necessary.

**The terms of reference of the audit committee are broadly as under:**

- (1) Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - (b) changes, if any, in accounting policies and practices and reasons for the same;
  - (c) major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) significant adjustments made in the financial statements arising out of audit findings;
  - (e) compliance with listing and other legal requirements relating to financial statements;
  - (f) disclosure of any related party transactions;
  - (g) modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document /prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) approval or any subsequent modification of transactions of the Company with related parties;
- (9) scrutiny of inter-corporate loans and investments;
- (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) discussion with internal auditors of any significant findings and follow up there on;
- (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) to review the functioning of the whistle blower mechanism;
- (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) carrying out any other function as is mentioned in the terms of reference of the audit committee.

- 21) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

#### REVIEW OF INFORMATION BY AUDIT COMMITTEE

**The Audit Committee shall mandatorily review the following information:**

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
- Statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).

#### II. NOMINATION AND REMUNERATION COMMITTEE (“NRC”)

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act. The NRC is responsible for evaluating the balance of skills, experience, independence, diversity and knowledge on the Board and for drawing up selection criteria. Further, the Committee is also responsible for formulating policies as to remuneration, performance evaluation, Board diversity, etc. in line with the Act and the SEBI Listing Regulations.

The committee shall comprise of at least three directors. All directors of the committee shall be non-executive and at least two-thirds of the directors shall be independent directors. The Chairperson of the NRC shall be an independent director.

Further, the Quorum for the Meeting of the Nomination and Remuneration Committee shall either be 2 (two) Members or 1/3<sup>rd</sup> (one-third) of the total strength of the Committee, whichever is higher (including at least one Independent Director in attendance) and the Nomination and Remuneration Committee shall meet at least once in a year.

During the financial year ended March 31, 2022, Three Nomination and Remuneration Committee meeting were held on June 30, 2021, August 13, 2021, February 14, 2022. The necessary quorum was present for all the meetings.

#### Composition & Attendance:

As on March 31, 2022, the Nomination and Remuneration comprised of 3 Directors. The composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

Name	Position in the Committee	No. of Meetings held	No. of Meetings attended	Remarks
Mr. Prem Kumar Vohra DIN 00186923	Member, Independent Director, Non- Executive	03	03	Members of Nomination & Remuneration Committee elect its Chairman among themselves.
Mr. Parveen Kumar DIN 08952635	Member, Independent Director, Non- Executive	03	03	
Mr. Rahul Mohnot DIN 00488475	Member, Independent Director, Non- Executive	03	02	

All the Members of the NRC Committee are Non-Executive and Independent Directors. The Chairperson of the Nomination and Remuneration Committee is an Independent Director.

Ms. Garima Pant, Company Secretary & Compliance Officer, is the Secretary to the Nomination and Remuneration Committee.

All Members of the Nomination and Remuneration Committee (Chairman shall be elected among Independent Directors) were present at the AGM of the Company held on September 29, 2021.

**The terms of reference of Nomination and Remuneration Committee are broadly as under:**

- (1) To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal;
- (2) To carry out evaluation of every Director's performance;
- (3) To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees;
- (4) To formulate the criteria for evaluation of Independent Directors and the Board;
- (5) To devise a policy on Board diversity;
- (6) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;
- (7) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (8) Recommend to the board, all remuneration, in whatever form, payable to senior management;
- (9) To perform such other functions as may be necessary or appropriate for the performance of its duties;
- (10) Matters under Companies Act required being review by Nomination and Remuneration committee;

The Company has a Nomination and Remuneration Policy in place, which is disclosed on its website at the following link: <http://cordscable.com/cordscable/corporate.php>.

The decisions of Nomination and Remuneration Committee are placed for information in the subsequent Board Meeting.

• **DETAILS OF REMUNERATION PAID / PAYABLE TO DIRECTORS FOR THE YEAR ENDED MARCH 31, 2022.**

**Executive Directors**

(Amount ₹ (p.a.) in lakhs)

Name of Director	Salary	Perquisites & Allowances	Commission	Total
Mr. Naveen Sawhney (DIN 00893704)	107.52	0.39	—	107.91
Mr. Sanjeev Kumar (DIN 07178759)	20.89	1.30	—	22.19

*Note : There is no separate provision for payment of severance fees.*

*The Company does not have any Employee Stock Option Scheme.*

**Non executive Directors**

During the year under review, none of the Non-Executive Directors had any pecuniary relationship or transaction vis-à-vis the company, other than payment of sitting fee as mentioned below.

(Amount ₹ (p.a.) in lakhs)

Name of Director	Sitting Fees	Total
Mr. Prem Kumar Vohra (DIN 00186923)	0.60	0.60
Mr. Parveen Kumar (DIN 08952635)	0.60	0.60
Mr. Rahul Mohnot (DIN 00488475)	0.45	0.45
Mrs. Eila Bhatia (DIN 09274423)	0.30	0.30

The performance evaluation of the Chairman and Managing Director and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

### III. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act.

The Stakeholders' Relationship Committee shall comprise of at least 3 (three) Directors, at least one being Independent Director. The Chairperson of the Stakeholders' Relationship Committee shall be a Non-Executive Director and shall be present at Annual General Meeting. The Stakeholders' Relationship Committee shall meet at least once in a year.

During the financial year ended March 31, 2022, Three Stakeholder Relationship Committee meetings were held on August 13, 2021, November 12, 2021, February 14, 2022.

#### Composition & Attendance:

The Stakeholders Relationship Committee comprises of four members with three Non-Executive Independent Directors. The composition of the stakeholders' relationship committee and the details of meetings attended by its members are given below:

Name	Position in the Committee	No. of Meetings held	No. of Meetings attended	Remarks
Mr. Naveen Sawhney (DIN 00893704)	Member, Managing Director, Executive	3	3	Members of Nomination & Remuneration Committee elect its Chairman among themselves.
Mr. Parveen Kumar (DIN 08952635)	Member, Independent Director, Non- Executive	3	3	
Mr. Prem Kumar Vohra DIN 00186923	Member, Independent Director, Non- Executive	3	3	
Mr. Rahul Mohnot (DIN 00488475)	Member, Independent Director, Non- Executive	3	3	

The necessary quorum was present for all the meetings.

#### The terms of reference of Stakeholders Relationship Committee, inter alia, includes the following:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.;
- (2) Review of measures taken for effective exercise of voting rights by shareholders;
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
- (5) Perform such other functions as may be necessary or appropriate for the performance of its duties;
- (6) Matters under Companies Act required being review by Stakeholders Relationship Committee;

#### Compliance Officer

Ms. Garima Pant, Company Secretary is the 'Compliance Officer' of the Company for the requirements under the Listing Agreements with Stock Exchanges.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent (Link Intime India Private Limited) attend all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Minutes of the Committee of Directors (Stakeholders Relationship Committee) Meetings are circulated to the Board and noted by the Board of Directors.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

**Status of investor complaints / requests as on March 31, 2022**

Period: April 01, 2021 – March 31, 2022	No. of Complaints
Pending at the beginning of financial year 2021-22	Nil
Total complaints received during the year	5
Total complaints resolved during the year	5
Total complaints pending as on March 31, 2022	Nil

During the Financial Year ended March 31, 2022, no shares in physical form were processed for transfer. There were no pending shares for transfer as on March 31, 2022.

**IV OTHER COMMITTEES**

The Company is having following other Committees formed to speed up the routine matters and to comply other statutory formalities:

**i) Committee of Directors**

During the period ended on March 31, 2022, the Committee of Directors comprises of two members viz. Mr. Naveen Sawhney (DIN 00893704), Mr. Sanjeev Kumar (DIN 07178759). Mr. Naveen Sawhney is the Chairman of the Committee. The Committee meets as and when required.

Nineteen (19) meetings of Committee of Directors were held during the year on May 18, 2021; May 26, 2021; June 01, 2021; June 14, 2021; June 23, 2021; July 16, 2021; August 13, 2021; September 07, 2021; September 22, 2021; October 11, 2021; October 14, 2021; October 30, 2021; November 17, 2021; November 22, 2021; December 01, 2021; December 28, 2021; January 07, 2022; February 11, 2022; March 11, 2022.

**Terms of Reference**

- Decision on ordinary business activities of the company and matters related to general management and administration.
- Operation of various bank accounts including opening and closure of bank accounts.
- Powers to borrow provided that the amount to be borrowed together with amount already borrowed by the company does not exceed the limit approved under section 180 (1) (c) of the Companies Act, 2013.
- Power to make investment not exceeding Rs. 100 crore, give loan not exceeding Rs. 25 crore, guarantee and provide security up to Rs. 100 crore.
- Arrangement for foreign exchange transactions and contracts.
- Execution of various documents on behalf of company.
- Court cases and other legal matters.
- Any other matters which the Committee at its own or as per directions of the board thinks fit in the interest of company and other stakeholders provided it is not required to transact that matter at board or general meeting.

The necessary quorum was present for all the meetings.

**ii) Corporate Social Responsibility (CSR) Committee:**

The Board has constituted CSR Committee of the Company in line with the provisions of Section 135 of the Companies Act, 2013 along with rules made thereunder.

During the year under review, two CSR Committee Meetings was held on November 12, 2021, February 14, 2022.

**Composition & Attendance:**

The CSR Committee comprises of four members with three Non-Executive Independent Directors. The composition of the CSR Committee and the details of meetings attended by its members are given below:

Name of Director	Designation	No. of CSR Meetings during the year 2021-22	
		Held	Attended
Mr. Naveen Sawhney (DIN 00893704)	Member, Managing Director, Executive	2	2
Mr. Parveen Kumar (DIN 08952635)	Member, Independent Director, Non- Executive	2	2
Mr. Prem Kumar Vohra (DIN 00186923)	Member, Independent Director, Non- Executive	2	2
Mr. Rahul Mohnot (DIN 00488475)	Member, Independent Director, Non- Executive	2	2

**The broad term of reference for CSR committee is as follows:**

- Formulate CSR Policy and recommend the same to the Board of Directors of the Company for approval;
- Recommend CSR activities as stated under Schedule VII of the Act;
- Recommend the CSR Budget;
- Spend the allocated CSR amount on the CSR activities once it is approved by the Board of Directors of the Company in accordance with the Act and the CSR Rules;
- Create transparent monitoring mechanism for implementation of CSR Initiatives;
- Submit the Reports to the Board in respect of the CSR activities undertaken by the Company;
- Monitor CSR Policy from time to time;
- Authorise executives of the company to attend the CSR Committee meetings;
- Any other matter as the CSR Committee may deem appropriate to discharge its functions or as may be directed by the Board of Directors from time to time;
- Matters under Companies Act required being review by CSR committee;

The Company has revised the CSR Policy and the Charter of the CSR Committee pursuant to the Companies (Corporate Social Responsibility) Amendment Rules, 2021. The same is displayed on the website of the Company at website '[www.cordscable.com](http://www.cordscable.com)'. A Report on Corporate Social Responsibility activities carried out by the Company during the year under review and details thereof are given as **Annexure - 10** to the Director's Report.

#### 4. GENERAL BODY MEETINGS

Location, date and time of Annual General Meeting held during the preceding 3 years and the Special Resolution passed thereat are as follows:

Year	Date & Time	Venue	Special Resolution passed
2020-2021	September 29, 2021; 03:00 p.m.	94, 1 <sup>st</sup> Floor, Shambhu Dayal Bagh Marg, Near Okhla Industrial Area Phase III, old Ishwar Nagar, New Delhi 110020.	<ul style="list-style-type: none"> <li>Re-appointment of Mr. Prem Kumar Vohra as an Independent Director of the company.</li> </ul>
2019-2020	September 29, 2020; 03:00 p.m.	94, 1 <sup>st</sup> Floor, Shambhu Dayal Bagh Marg, Near Okhla Industrial Area Phase III, old Ishwar Nagar, New Delhi 110020.	<ul style="list-style-type: none"> <li>Consideration and approval of appointment and remuneration of Mr. Sanjeev Kumar as Whole Time Director of the company.</li> <li>Authority to create Mortgage and/or charge over the movable and immovable properties of the Company.</li> </ul>

Year	Date & Time	Venue	Special Resolution passed
2018-2019	September 27, 2019; 03:00 p.m.	International Society for Krishna Consciousness (ISKON) Hare Krishna Hills, Sant Nagar Main Road, East of Kailash, New Delhi 110065.	<ul style="list-style-type: none"> <li>Approval of revision in remuneration and re-appointment of Mr. Naveen Sawhney (DIN 00893704) as Managing Director of the Company for the period of 3 years.</li> <li>Approval of increase in the remuneration payable to Mr. Sanjeev Kumar (DIN 07178759), Whole Time Director of the Company for the remaining period of his tenure as Whole Time Director i.e. from June 01, 2019 to May 29, 2020.</li> </ul>

**Postal Ballot:**

- During the financial year under review, no postal ballot was conducted and no special resolution is proposed to be conducted through postal ballot as on the date of this report.
- Details of Voting Pattern: not applicable
- Person who conducted the postal ballot exercise : not applicable
- Whether any special resolution is proposed to be conducted through postal ballot : not applicable
- Procedure of postal ballot : not applicable

**5. MEANS OF COMMUNICATION TO SHAREHOLDERS**
**a) Calendar of financial year ended March 31, 2022**

The Company follows April-March as the financial year. The meetings of Board of Directors for approval of quarterly financial results during the financial year ended March 31, 2022 were held on the following dates:

Ø Results for quarter ending June 30, 2021	On 13.08.2021
Ø Results for quarter ending September 30, 2021	On 12.11.2021
Ø Results for quarter ending December 31, 2021	On 14.02.2022
Ø Results for year ending March 31, 2022	On 26.05.2022

**Tentative Calendar for financial year ending March 31, 2023**

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending March 31, 2023 are as follows:

Ø Results for quarter ending June 30, 2022	On or before 14.08.2022
Ø Results for quarter ending September 30, 2022	On or before 14.11.2022
Ø Results for quarter ending December 31, 2022	On or before 14.02.2023
Ø Results for year ending March 31, 2023	On or before 30.05.2023

- b) Quarterly, Half-yearly and Annual Results:** The quarterly/half-yearly/annual financial results are published within the timeline stipulated under SEBI Listing Regulations. The results are also uploaded on Online Portal of NSE and BSE respectively. These Financial Results are published in leading newspapers, namely, Mint, Financial Express, Business Standard in English and Hari Bhoomi, Jansatta in Hindi within forty eight hours of approval thereof. Presently the same are not sent to the shareholders separately. The financial results are also displayed on Company's website [www.cordscable.com](http://www.cordscable.com).

**c) Annual Reports and Annual General Meetings**

The Annual Reports are e-mailed/posted to Members and others entitled to receive them. The Annual Reports are also available on the Company's website at <http://www.cordscable.com/cordscable/cordscablesindustries.php> in a user-friendly downloadable form. In line with the MCA Circulars dated 5th May 2020 and 13th January 2021 and SEBI Circulars dated 12th May 2020 and 15th January 2021, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

- d) News Releases, Presentations, etc.:** Any presentation made to the institutional investor or/ and analysts release are sent to stock exchanges and are displayed on the website of the company at <http://www.cordscable.com/cordscable/corporate.php>.

- e) **Company's Website:** Comprehensive information about the Company, its business and operations and press releases can be viewed on the Company's website at [www.cordscable.com](http://www.cordscable.com). The 'Financials & Corporate Governance' section on the website gives information relating to financial results, annual reports and shareholding pattern, investor presentation etc. The proceedings of the 30<sup>th</sup> AGM held on September 29, 2021 are also available on the website of the company.
- f) **NSE Electronic Application Processing System (NEAPS) and BSE Online Portal:** NSE has provided online platform NEAPS wherein the Company submits all the compliances/ disclosures to the Stock Exchanges in the SEBI prescribed format. Similar filings are made with BSE on their online Portal viz. BSE Corporate Compliance & Listing Centre.
- g) **eXtensible Business Reporting Language (XBRL):** XBRL is a standardized and structured way of communicating business and financial data in an electronic form. XBRL provides a language containing various definitions (tags) which uniquely represent the contents of each piece of financial statements or other kinds of compliance and business reports. BSE and NSE provide XBRL based compliance reporting featuring identical and homogeneous compliance data structures between Stock Exchanges and MCA. XBRL filings are done on the NEAPS portal as well as the BSE online portal.
- h) **SEBI Complaints Redress System (SCORES):** The investor complaints are processed in centralized web based complaints redress system. The salient features of this system are Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaints and its current status.
- i) **The Company has designated the e-mail id:** [csco@cordscable.com](mailto:csco@cordscable.com) for investor relation and the same is prominently displayed on the website of the company ([www.cordscable.com](http://www.cordscable.com)).
- j) **Management Discussion & Analysis:** Management Discussion & Analysis is separately annexed and forming part of the Annual Report.

## 6. GENERAL SHAREHOLDERS' INFORMATION

### (i) 31<sup>ST</sup> Annual General Meeting for the financial year 2021-22

Day & Date	Friday, September 23, 2022
Venue	Through Video Conferencing (VC) The venue of the AGM shall be deemed to be the Registered Office of the Company at 94, 1 <sup>st</sup> Floor, Shambhu Dayal Bagh Marg, Near Okhla Industrial Area Phase III, old Ishwar Nagar, New Delhi 110020.
Time	03:00 p.m.
Book Closure	Tuesday, September 17, 2022 to Thursday, September 23, 2022 (both days inclusive)

As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Director seeking re-appointment at the forthcoming AGM are given herein and in the Annexure to the Notice of the AGM to be held on September 23, 2022.

### (ii) Financial Calendar

Financial Year : April 01 to March 31  
AGM in : September

### (iii) Dividend on

: No(s) 1,60,000 Cumulative Redeemable Non-Convertible Preference Shares @10% p.a., from April 2021 to March, 2022 will be paid on or after September 26, 2022, if approved by the shareholders at the ensuing AGM. (These shares are not listed in any stock exchange.)

### (iv) E- Voting Dates

: The cut off date for the purpose of determining the shareholders eligible for e- voting is Friday, September 16, 2022.

The e-voting commences on Tuesday, September 20, 2022 at 09:30 a.m. (IST) to Thursday, September 22, 2022 at 05:00 p.m. (IST)

### (v) Corporate Identity Number

(CIN) of the company : L74999DL1991PLC046092

**(vi) Listing Details:**

Name and Address of the Stock Exchange	Stock Code
<b>National Stock Exchange of India Ltd</b> Exchange Plaza, Plot No-C/1G Block, Bandra Kurla Complex Bandra (E), Mumbai-400 051	CORDSCABLE
<b>Bombay Stock Exchange Ltd</b> Floor 25, PJ Towers, Dalal Street, Mumbai-400 001	532941
ISIN No.	INE792I01017

Annual listing fees for the financial year 2022-2023 have been paid to the above Stock Exchanges.

**(vii) Custodial fees to Depositories** : Paid to National Security Depository Ltd and Central Depository Securities Ltd. For the F.Y. 2022-23.

**(viii) Unclaimed Dividend/ Share** : Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the Dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125 of the Act. The details of unclaimed/unpaid dividend are available on the website of the Company viz. <http://cordscable.com/cordscable/corporate.php>.

**(ix) Claim from IEPF Authority** : Members/Claimants whose shares and unpaid/unclaimed dividends, sale proceeds of fractional shares, etc. have been transferred to the IEPF Authority can claim the same by making an application to the IEPF Authority in e-Form IEPF-5 (available at [www.iepf.gov.in](http://www.iepf.gov.in)) and sending duly signed physical copy of the same to the Company along with requisite documents as prescribed in the instruction kit of e-Form IEPF-5. Link to e-Form IEPF-5 is also available on the website of the Company at <http://cordscable.com/cordscable/corporate.php>. No claims shall lie against the Company in respect of the dividends/shares so transferred.

**(x) Shareholding as on March 31, 2022: (Face Value : Rs. 10 each)**
**a) Distribution of Shareholding as on March 31, 2022**

No. of Shares held	No. of shareholders	% of Shareholders	Aggregate shares held	% of Shareholding
1 - 500	11859	86.99	1452606	11.24
501 - 1000	902	6.62	743550	5.75
1001 - 2000	437	3.21	659842	5.10
2001 - 3000	143	1.05	370921	2.87
3001 - 4000	70	0.51	251578	1.95
4001 - 5000	59	0.43	279311	2.16
5001 - 10000	93	0.68	675477	5.22
10001 - *****	69	0.51	8494495	65.71
<b>TOTAL</b>	<b>13,632</b>	<b>100</b>	<b>12927780</b>	<b>100</b>

**b) Shareholding Pattern as on March 31, 2022: (Face Value : Rs. 10 each)**

S. No.	Category of Shareholders	Total no of Shares	Shares held as a percentage of total number of shares
1	Promoters	66,93,347	51.77
2	Foreign Portfolio Investor	-	-
3	Financial Institutional / Banks	215	-
4	Bodies Corporate	5,74,415	4.44
5	Individual Shareholders holding nominal share capital upto Rs. 2 Lakh	42,78,357	33.10
6	Individual Shareholders holding nominal share capital in excess of Rs. 2 Lakh	8,17,075	6.32
7	NRIs	1,48,701	1.15
8	Clearing Members	52,884	0.41
9	Hindi Undivided Family	3,54,009	2.74
10	IEPF	8,777	0.07
	<b>GRAND TOTAL</b>	<b>12,927,780</b>	<b>100</b>

**c) Top ten equity shareholders of the Company as on March 31, 2022: (Face Value: Rs. 10 each)**

S. No.	Name of the Shareholder	Number of Shares	Shares held as a percentage of total number of shares
1.	Naveen Sawhney	60,94,931	47.14
2	Lok Prakashan Limited	2,50,613	1.94
3.	Adarsh Sawhney	2,24,006	1.73
4.	Gaurav Sawhney	1,98,466	1.53
5.	Varun Sawhney	1,75,944	1.36
6.	Sunil Kumar Gupta	84,000	0.65
7.	Sunil Franz Rodrigues	82,617	0.64
8.	Mahendra Girdharilal	77,652	0.60
9.	Parimal Rajnikant Patel	66,005	0.51
10.	Sanjeev Narendra Mehta	56,300	0.43
	<b>GRAND TOTAL</b>	<b>73,10,534</b>	<b>56.53</b>

Person holding 1% or more of the equity shares in the company as on March 31, 2022 excluding the list of top10 shareholders of the company : None

**d) Market Price Data**

The monthly high and low prices and volumes of the Company's Shares at BSE and NSE for the financial Year ended March 31, 2022 as under:

Month	BSE			NSE		
	High (₹)	Low (₹)	Volume (No of Shares)	High (₹)	Low (₹)	Volume (No of Shares)
April'21	46.85	38.00	77,481	42.85	38.35	3,52,949
May'21	54.05	40.10	3,15,344	54.30	39.90	30,67,466
June'21	83.40	51.20	13,05,624	83.55	51.30	1,30,39,817
July'21	74.00	60.90	4,74,636	74.00	61.20	36,77,670
Aug'21	64.90	48.50	3,32,276	64.25	46.40	22,79,876
Sep'21	57.55	52.00	1,21,505	57.50	52.10	9,35,951

Month	BSE			NSE		
	High (₹)	Low (₹)	Volume (No of Shares)	High (₹)	Low (₹)	Volume (No of Shares)
Oct'21	63.05	52.05	1,81,717	63.00	52.10	13,41,089
Nov'21	59.50	46.10	74,192	56.80	48.15	8,16,720
Dec'21	62.45	48.00	2,19,035	62.50	48.50	19,79,075
Jan'22	73.50	57.00	3,89,230	73.90	56.80	29,99,145
Feb'22	68.15	45.35	1,39,042	68.70	45.10	12,58,579
Mar'22	55.45	48.50	1,02,208	56.00	48.30	8,70,248

**e) Performance in Comparison to BSE Sensex.**

The Performance of the share price of the Company in comparison to the BSE Sensex is as under:

Month	BSE Sensex		NSE Sensex		Cords Cable Industries Limited	
	High (₹)	Low (₹)	High (₹)	Low (₹)	High (₹)	Low (₹)
April'21	50,375.77	47,204.50	15,044.35	14,151.40	46.85	38.00
May'21	52,013.22	48,028.07	15,606.35	14,416.25	54.05	40.10
June'21	53,126.73	51,450.58	15,915.65	15,450.90	83.40	51.20
July'21	53,290.81	51,802.73	15,962.25	15,513.45	74.00	60.90
Aug'21	57,625.26	52,804.08	17,153.50	15,834.65	64.90	48.50
Sep'21	60,412.32	57,263.90	17,947.65	17,055.05	57.55	52.00
Oct'21	62,245.43	58,551.14	18,604.45	17,452.90	63.05	52.05
Nov'21	61,036.56	56,382.93	18,210.15	16,782.40	59.50	46.10
Dec'21	59,203.37	55,132.68	17,639.50	16,410.20	62.45	48.00
Jan'22	61,475.15	56,409.63	18,350.95	16,836.80	73.50	57.00
Feb'22	59,618.51	54,383.20	17,794.60	16,203.25	68.15	45.35
Mar'22	58,890.92	52,260.82	17,559.80	15,671.45	55.45	48.50

**(xi) Registrar and Share Transfer Agent**

The Company has appointed Link Intime India Pvt. Ltd. as its Registrar and Share Transfer Agent to whom communications regarding change of address, transfer of shares etc. should be addressed. The address of the Registrar and Share Transfer Agent is as under-

Name & Address of R & T Agent	Link Intime India Pvt. Ltd. Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058.
Tel No.	+91-011- 49411000
Fax No.	+91-011- 41410591
Email	<a href="mailto:delhi@linkintime.co.in">delhi@linkintime.co.in</a>
Website	<a href="http://www.linkintime.co.in">www.linkintime.co.in</a>

**(xii) Share Transfer System**

Effective April 1, 2019, requests for affecting the transfer of listed securities were required to be processed only in dematerialized form with a Depository. The Company had stopped accepting any fresh transfer requests for securities held in physical form with effect from the said date.

Dematerialization of holdings will, inter alia, curb fraud in physical transfer of securities by unscrupulous entities and improve ease, convenience and safety of transactions for investors. In view of the aforesaid, Members who are holding shares in physical form are hereby requested to dematerialize their holdings.

The Company obtains from a Company Secretary in Practice, a Half Yearly Certificate (April - September 2021 & October – March 2022) to the effect that all certificates have been issued within 30 (thirty) days from the date of lodgment of the transfer, sub-division, consolidation and renewal, as required under

Regulation 40(9) of the Listing Regulations and files a copy of the said certificate with the Stock Exchanges where the Company's shares are listed.

**(xiii) Nomination**

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the Depository Participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent.

**(xiv) Reconciliation of Share Capital Audit**

As stipulated by SEBI, Gupta Gulshan and Associates, practicing company secretary (Membership No. FCS 5576, C. P. No. 3925) carries out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Security Depository Limited (NSDL) and Central Depository Services (India) Limited and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and to the Board of Directors. The audit confirms that the total listed and paid up capital is in agreement with the aggregate of total number of shares in dematerialized form and in physical form.

**(xv) Dematerialization of shares and liquidity**

The shares of the Company are traded in dematerialized form. 31,43,045 equity shares of the Company stands in CDSL A/c, 97,82,925 equity shares stands in NSDL A/c & Balance 1810 equity shares are in physical form as on March 31, 2022.

The equity shares of the Company are actively traded at BSE & NSE.

**(xvi) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on liquidity**

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2022, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

**(xvii) Commodity Price risk or foreign exchange risk and hedging activities.**

The Company has adequate risk assessment and minimization system in place including for commodities. The Company has managed the Foreign Exchange risk with appropriate hedging activities in accordance with the policies of the Company. The Company used Forward Exchange Contracts to hedge against its Foreign Currency exposures relating to firm commitments.

**(xviii) Credit ratings**

Credit Analysis and Research Ltd. (CARE Ratings) reaffirmed the credit ratings of the company's long term / short term bank facilities as CARE BBB (outlook: Stable); CARE A3 respectively.

**(xix) In case the securities are suspended from trading, the director report shall explain the reason thereof. Not applicable**

## **7. OTHER DISCLOSURES**

**a) Related Party Transactions**

A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

During the Financial Year 2021-22, the Company has entered into a transaction with Cords Digital Technologies Private Limited & Stem Factory Solutions Private Limited [a Related Party as per Section 2(76) of the Companies Act, 2013], The aforementioned transactions with Cords Digital Technologies Private Limited and Stem Factory Solutions Private Limited were approved by the Board of Directors on the recommendation of Audit Committee in compliance with Section 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rule, 2014 and other applicable provisions of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Regulations and disclosure requirements) Regulations, 2015 (including any statutory Amendment(s), modification(s) or re-enactment thereof for the time being in force). The aforementioned transactions were in ordinary course of business of the Company and at an arm's length price.

As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company viz. <http://cordscable.com/cordscable/corporate.php>.

None of the transactions with Related Parties were in conflict with the interest of Company. All the transactions are on arm's length basis and have no potential conflict with the interest of the Company at large and are carried out on an arm's length or fair value basis.

**b) Compliances with Rules and Regulations**

There were no instances of non-compliance by the Company, penalties, structures imposed on the Company by the Stock Exchanges or the SEBI (The Securities and Exchange Board of India) or any statutory authority, on any matter related to capital markets, during the last three years 2019-2020, 2020-2021 and 2021-2022 respectively.

**c) Vigil Mechanism / Whistle Blower Policy**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website at the following link <http://cordscable.com/cordscable/corporate.php>.

**d) Compliance with Secretarial Standards**

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with each one of them.

**e) Policy on Preservation of Documents**

As required under Regulation 9 of the SEBI Listing Regulations Policy on Preservation of Documents is available on the website of the Company at <http://cordscable.com/cordscable/corporate.php>.

**f) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements**

The Board of Directors periodically reviewed the compliance of all Applicable Laws and steps taken by the Company to rectify instances of non-compliance, if any. The company is in compliance with all mandatory requirements of SEBI Listing Regulations. In addition, the company has also adopted the following non-mandatory requirements to the extent mentioned below:

- **The Board**

The requirement relating to maintenance of office and reimbursement of expenses of Non-Executive Chairman is not applicable to the Company since the Chairman of the Company is an Executive Director.

- **Shareholders' Communication**

The Company has maintained a functional website at [www.cordscable.com](http://www.cordscable.com) containing basic information about the Company viz., details of its business, financial information, shareholding pattern, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances etc. The contents of the said website are updated from time to time.

Quarterly / Financial Results are published in leading newspapers, namely, Mint, Financial Express, Business Standard in English and Hari Bhoomi, Jansatta in Hindi. These results are also put up on Company's website [www.cordscable.com](http://www.cordscable.com).

- **Audit qualifications**

During the year under review, there was no audit qualification on the company's financial statements.

- **Reporting of Internal Auditor**

Mr. Sanjeev Kumar Poddar, Sr. AGM (Accounts & Finance), Mr. Pawan Kumar Maheshwari, AGM (Accounts & Finance) Internal Auditors of the company, reports to the Managing Director & CFO and they have a direct access to the Audit Committee and participates in the meetings of the Audit Committee of the Board of Directors of the Company, as and when required, and presents his internal audit observations to the Audit Committee.

**g) Commodity price risk and Commodity hedging activities**

The Company has adequate risk assessment and minimization system in place including for commodities. The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.

**h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).**

Not Applicable

**i) A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.**

The Certificate of Company Secretary in practice is annexed herewith as a part of the report.

**j) Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year.**

Not Applicable

**k) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.**

Details relating to fees paid to the Statutory Auditors are given in Note 27 to the Financial Statements.

**l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.**

The details of number of complaints filed and disposed of during the year and pending as on March 31, 2022 is given in the Directors' report.

**m) The Company has duly complied with the requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.****n) Consolidation of folios and avoidance of multiple mailing**

In order to enable the Company to reduce costs and duplicity of efforts for providing services to investors, members who have more than one folio in the same order of names, are requested to consolidate their holdings under one folio. Members may write to the Registrars & Transfer Agents indicating the folio numbers to be consolidated along with the original shares certificates to be consolidated.

**o) Disclosure of Accounting Treatment**

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

**p) Risk Management**

The Board is apprised of the matters with regard to Risk Management & Assessment. The Risk minimization procedures have been put in place and are being reviewed from time to time, to ensure that the executive management, controls risk, through means of a properly defined framework.

**q) Policy on Determination of Materiality for Disclosures**

The Company has also adopted Policy on Determination of Materiality for Disclosures, Policy on Archival of Documents and Policy for Preservation of Documents which is available on company's website i.e. <http://cordscable.com/cordscable/corporate.php>.

**r) CEO/CFO Certification**

As required under Regulation 17 (8) of the SEBI Listing Regulations, the Managing Director and the Chief Financial Officer of the Company have submitted a Compliance Certificate for the financial year ended March 31, 2022, which is annexed to this Report. In term of Regulation 33 (2)(a) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Managing Director and CFO certified the quarterly financial results while placing the final results before the Board.

**s) Description of voting rights**

All Equity shares issued by the Company carry equal voting rights.

**t) Equity Shares in the suspense account**

In accordance with the requirement of Regulation 34 (3) and Schedule V Part F of SEBI Listing Regulations, the Company reports the following details in respect of equity shares lying in the suspense account which were issued in dematerialised form pursuant to the public issue of the Company:

Particulars	Number of shareholders	Number of equity shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on April 1, 2021	Aggregate numbers of shareholders are 05.	The outstanding shares in the suspense account lying at the beginning of the year are 599.
Shareholders who approached the Company for transfer of shares from suspense account during the year	Nil	Nil
Shareholders to whom shares were transferred from the suspense account during the year	Nil	Nil
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2022.	Aggregate numbers of shareholders are 05.	The outstanding shares in the suspense account lying at the beginning of the year are 599.
That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.	Yes, The voting rights on these shares are frozen till the rightful owner of such shares claims the shares.	

**u) Secretarial Audit Report**

The Company has undertaken Secretarial Audit for the financial year 2021-22 which, inter alia, includes audit of compliance with the Companies Act, 2013, and the Rules made under the Act, Listing Regulations and applicable Regulations prescribed by the Securities and Exchange Board of India and Secretarial Standards issued by the Institute of the Company Secretaries of India. The Secretarial Audit Report forms part of this Annual Report.

**v) Compliance Certificate from the Secretarial Auditor of the Company**

Certificate from M/s Gupta Gulshan & Associates, Company Secretaries, Confirming compliance with the conditions of Corporate Governance as stipulated schedule V of SEBI (listing Obligation and Disclosure Requirements) Regulations, 2015 is annexed to the Directors Report forming part of the Annual report.

**w) Particulars of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting have been provided in the Notice of the Annual General Meeting.**
**x) Plant Locations**

- A-525, E-518, E-519, E-520, Industrial Area Chopanki, Bhiwadi, Distt. Alwar - 301707 (Rajasthan)
- SP-239,240 & 241, Industrial Area Kahrani, Bhiwadi, Distt. Alwar - 301019 (Rajasthan)

**y) Service of documents through electronic mode**

As a part of Green Initiative, the members who wish to receive the notices/documents through e-mail, may kindly intimate their e-mail addresses to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, to its dedicated e-mail id i.e., [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in).

**z) E-Voting**

E-voting is a common internet infrastructure that enables investors to vote electronically on resolutions of companies. The Company will also have the e-Voting facility for the items to be transacted at this AGM. The MCA has authorized NSDL and CDSL for setting up electronic platform to facilitate casting of votes in electronic form. The Company has entered into agreements with NSDL for availing e-Voting facility in forthcoming AGM.

## 8. INVESTOR CORRESPONDENCE

### For share transfer, transmission and dematerialization requests

<b>Link Intime India Pvt. Ltd. (RTA)</b> Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058. Tel. No. +91-011- 49411000 Fax No +91-011, 41410591 E-mail: delhi@linkintime.co.in Website: www.linkintime.co.in	<b>Link Intime India Private Limited (RTA)</b> C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai -400083 Tel. No. +91-022- 49186270 Fax No +91-022- 49186060 E-mail: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>
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### For Depository Services

Members may write to the respective Depository or to Link Intime India Pvt. Ltd. for guidance on depository services. Address for correspondence with the Depositories is as follows:

<b>National Securities Depository Ltd</b> Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 Tel. No. : 022 2499 4200 Fax No. : 022 2497 6351 e-mail : <a href="mailto:info@nsdl.co.in">info@nsdl.co.in</a> website : <a href="http://www.nsdl.co.in">www.nsdl.co.in</a>	<b>Central Depository Services (India) Ltd</b> Marathon Futurex, A-Wing, 25th floor, N. M. Joshi Marg, Lower Parel, Mumbai 400 013 Tel. No. : 022 2272 3333 Fax No. : 022 2272 3199 e-mail : <a href="mailto:investor@cdslindia.com">investor@cdslindia.com</a> website : <a href="http://www.cdslindia.com">www.cdslindia.com</a>
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### For General Correspondence

#### **Company Secretary,**

Cords Cable Industries Ltd.  
94, 1<sup>st</sup> Floor, Shambhu Dayal Bagh Marg,  
Near Okhla Industrial Area,  
Old Ishwar Nagar,  
New Delhi 110020  
Tel No.011- 40551200  
Fax No. 011- 40551281  
Email ID: [csco@cordscable.com](mailto:csco@cordscable.com)  
CIN L74999DL1991PLC046092

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

New Delhi  
August 10, 2022

**Naveen Sawhney**  
**Managing Director**  
**DIN : 00893704**

**Sanjeev Kumar**  
**Whole Time Director**  
**DIN : 07178759**

### **Important Communication to Members**

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report, quarterly and half-yearly results, amongst others, to the Members at their e-mail addresses previously registered with the Depository Participants ('DPs') and Registrar and Transfer Agent ('RTA'). Members who have not registered their e-mail addresses so far are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs. Members who hold shares in physical form are requested to register their e-mail addresses with the RTA by sending a letter duly signed by the first/ sole holder quoting Folio Number.

**GUPTA GULSHAN & ASSOCIATES**  
Company Secretaries

202, Kumar House, Central Market,  
Prashant Vihar, Delhi 110085  
E-mail: gulshanguptacs@gmail.com  
Phone: 011 47510390, 98105 10390

**CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE**

The Members  
Cords Cable Industries Limited

We have examined the compliance of conditions of Corporate Governance by Cords Cable Industries Limited ("the Company"), for the financial year ended **March 31, 2022** as stipulated in the regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), to the extent as applicable to the Company.

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and considering the relaxations given by the Ministry of Corporate Affairs and Securities and Exchange Board of India due to spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Gupta Gulshan & Associates**  
Company Secretaries

Place: Delhi  
Date: August 9, 2022

**Gulshan Kumar Gupta**  
Membership No., FCS: 5576  
Certificate of Practice No. 3925  
ICSI Unique Code: S2005DE081500  
Peer Review Certificate No.: 1750/2022  
UDIN: F005576D000766699

**GUPTA GULSHAN & ASSOCIATES**  
Company Secretaries202, Kumar House, Central Market,  
Prashant Vihar, Delhi 110085  
E-mail: gulshanguptacs@gmail.com  
Phone: 011 47510390, 98105 10390**CERTIFICATE****PURSUANT TO REGULATION 34(3) AND SCHEDULE V PARA C CLAUSE (10)(I) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)**

The Members

Cords Cable Industries Limited  
CIN: L74999DL1991PLC046092

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Cords Cable Industries Limited (CIN: L74999DL1991PLC046092) having registered office at 94, 1<sup>st</sup> Floor, Shambhu Dayal Bagh Marg, Near Okhla Industrial Area Phase III, Old Ishwar Nagar, New Delhi 110020 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers, and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on **31<sup>st</sup> March 2022**, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name of Director	DIN	Date of Appointment
1	Naveen Sawhney	00893704	01.04.1995
2	Sanjeev Kumar	07178759	30.05.2015
3	Prem Kumar Vohra	00186923	14.03.2020
4	Praveen Kumar	08952635	10.01.2021
5	Rahul Mohnot	00488475	30.06.2021
6	Eila Bhatia	09274423	01.09.2021

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Gupta Gulshan & Associates**  
Company Secretaries**Gulshan Kumar Gupta**Membership No., FCS: 5576  
Certificate of Practice No. 3925  
ICSI Unique Code: S2005DE081500  
Peer Review Certificate No.: 1750/2022  
UDIN: F005576D000766710Place: Delhi  
Date: August 9, 2022

**Annexure 6 to the Directors' Report****MANAGING DIRECTOR (MD) AND CHIEF FINANCIAL OFFICER CERTIFICATION**

Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
**The Board of Directors  
Of Cords Cable Industries Limited**

Dear Sir/ Madam,

We, Naveen Sawhney, Managing Director & Sandeep Kumar (Chief Financial Officer) of Cords Cable Industries Ltd to the best of our knowledge and belief certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2022 and to the best of our knowledge and belief:
  - (i) these statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - (ii) these statements together present a true and fair view of the company's affair and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year ended March 31, 2022, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee :
  - (i) significant changes in internal control over financial reporting during the year, if any;
  - (ii) significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements and;
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

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

Place: New Delhi  
Date: Aug 10, 2022

**Naveen Sawhney  
Managing Director  
DIN: 00893704**

**Sandeep Kumar  
CFO**

### **Code of Conduct Declaration**

**DECLARATION BY THE MANAGING DIRECTOR UNDER REGULATION 34(3) READ WITH PART D OF SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, REGARDING COMPLIANCE WITH CODE OF CONDUCT**

To  
The Members  
Cords Cable Industries Limited

In accordance with Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended March 31, 2022.

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

**Naveen Sawhney  
Managing Director  
DIN: 00893704**

*Place: New Delhi*  
Date: Aug 10, 2022

***Annexure 7 to the Directors' Report*****Management Discussion & Analysis****Global Economy**

Global growth, according to the International Monetary Fund, is expected to slow from 6.1 percent in 2021 to 3.6 percent in 2022 and 2023 and over the medium term, global growth is expected to slow to around 3.3 percent after 2023. Importantly, this forecast assumes that the conflict continues to remain contained within Ukraine, that additional sanctions on Russia are not imposed on the energy sector (although the impact of European countries' decisions to wean themselves off Russian energy and embargoes announced through March 31, 2022 are factored into the baseline), and that the pandemic's health and economic effects fade over the course of 2022.

Russo-Ukrainian conflict & war triggered a costly humanitarian crisis that expectantly be resolved peacefully. The conflict's economic costs will contribute to a significant slowdown in global growth in 2022. A severe double-digit drop in GDP for Ukraine and a significant contraction in Russia are almost certain, as are global spill overs through commodity markets, trade, and financial channels. Even if the war slows growth, it will increase inflation. Fuel and food prices have risen rapidly, affecting vulnerable populations, particularly those in low-income countries. As central banks tighten policy, interest rates are expected to rise, putting pressure on emerging market and developing economies.

Inflation is expected to remain high for a longer period of time than expected, owing to war-induced commodity price increases and broadening price pressures. Further to that, the conflict worsens the economic strains caused by the pandemic. Despite the fact that many parts of the world appear to have passed the acute phase of the COVID-19 crisis, deaths remain high, particularly among the unvaccinated. Beyond the immediate challenges of the war and the pandemic, policymakers must keep long-term objectives in mind. The productivity of new ways of working has been highlighted by pandemic disruptions. Governments should look for opportunities to harness positive structural change wherever possible, embracing technological change and retooling and reskilling workers to meet its challenges.

**Indian Economy**

According to the provisional estimates released by the National Statistical Office (NSO) on May 31, 2022, India's real gross domestic product (GDP) growth in 2021-22 was 8.7 per cent. This works out to 1.5 per cent above the pre-pandemic level (2019-20).

The recovery in domestic economic activity is gathering strength. Rural consumption should benefit from the likely normal south-west monsoon and the expected improvement in agricultural prospects. A rebound in

contact-intensive services is likely to bolster urban consumption, going forward. Investment activity is expected to be supported by improving capacity utilisation, the government's capex push, and strengthening bank credit. Growth of merchandise and services exports is set to sustain the recent buoyancy. Spill overs from prolonged geopolitical tensions, elevated commodity prices, continued supply bottlenecks and tightening global financial conditions nevertheless weigh on the outlook. Taking all these factors into consideration, the real GDP growth projection for 2022-23 is retained at 7.2 per cent, with Q1 at 16.2 per cent; Q2 at 6.2 per cent; Q3 at 4.1 per cent; and Q4 at 4.0 per cent, with risks broadly balanced.

The geopolitical tensions have exacerbated at a time when the global economy was grappling with a sharp rise in inflation and consequent monetary policy normalisation in major advanced economies. It's not just India, but almost all emerging economies are reeling under these external shocks. We, however, believe that India's underlying economic fundamentals are strong and despite the short-term turbulence, the impact on the long-term outlook will be marginal. The results of growth-enhancing policies and schemes (such as production-linked incentives and government's push toward self-reliance) and increased infrastructure spending will start kicking in from 2023, leading to a stronger multiplier effect on jobs and income, higher productivity, and more efficiency—all leading to accelerated economic growth.

Furthermore, the emphasis on manufacturing in India, various government incentives such as lower taxes, and rising services exports on the back of stronger digitization and technology transformation drive across the world will aid in growth. Also, several spill over effects of geopolitical conflicts could enhance India's status as a preferred alternate investment destination. On the health front, a large, vaccinated population will likely help contain the impact of subsequent infections waves, if any.

The tense global geopolitical situation and the consequent elevated commodity prices impart considerable uncertainty to the domestic inflation outlook. The restrictions on wheat exports should improve the domestic supplies but the shortfall in the rabi production due to the heat wave could be an offsetting risk. The forecast of a normal south-west monsoon augurs well for the kharif agricultural production and the food price outlook. Edible oil prices remain under pressure on adverse global supply conditions, notwithstanding some recent correction due to the lifting of export ban by a major supplier.

Consequent to the recent reduction in excise duties, domestic retail prices of petroleum products have moderated. International crude oil prices, however, remain elevated, with risks of further pass-through to domestic

pump prices. There are also upside risks from revisions in the prices of electricity. Early results from manufacturing, services and infrastructure sector firms polled in the Reserve Bank's surveys expect further input and output price pressures going forward. Taking into account these factors, and on the assumption of a normal monsoon in 2022 and average crude oil price (Indian basket) of US\$ 105 per barrel, inflation is now projected at 6.7 per cent in 2022-23, with Q1 at 7.5 per cent; Q2 at 7.4 per cent; Q3 at 6.2 per cent; and Q4 at 5.8 per cent, with risks evenly balanced.

The Government of India has the twin objectives of inclusive growth and financial empowerment as the centre piece of its policy agenda for the country's growth. It has implemented a range of policy initiatives in the areas of sustainable development, infrastructural improvements, ease of doing business, banking and financial services, job creation, digital transformation, manufacturing and services industries in an effort to build a strong base for the Indian economy.

Union Budget 2022-23 builds on the vision set out in the previous budgets and provides a blueprint for steering the economy towards a sustained high-growth trajectory in the 25-year-long lead-up to India @100. The budget provides a framework for growth by focusing on four key themes: (i) public investment for building modern infrastructure under PM Gati Shakti; (ii) inclusive development; (iii) productivity and investment, sunrise opportunities, energy transition, and climate action; and (iv) financing of investment. Additionally, budget also included several tax and regulatory measures which should go a long way towards removing difficulties faced by taxpayers, reducing litigation, providing certainty, and widening the tax base.

Overall, macro-economic stability indicators suggest that the Indian economy is well placed to take on the challenges of 2022-23. The growth in 2022-23 will be supported by widespread vaccine coverage, gains from supply-side reforms and easing of regulations, robust export growth, and availability of fiscal space to ramp up capital spending. The year ahead is also well poised for a pick-up in private sector investment with the financial system in a good position to provide support to the revival of the economy.

### **Industry Scenario**

Global wires and Cables market is expected to reach worth \$236.1 billion in 2024 growing at CAGR of 8.00%. Indian Cables & Wire industry is expected to grow to ₹ 1,033bn in FY23, boosted by increased infra spends by the government. Demand for building wires and power cables would be spurred by government schemes such as Pradhan Mantri Sahaj Bijli Har Ghar Yojana (Saubhagya scheme) and Power for All, focusing on electrification of rural households and T&D efficiencies,

as well as an increase in cabling demand from commercial establishments and public utilities. Growth in Renewable energy capacities will drive demand for solar cables and elastomeric cables used in windmill applications. In Tier I cities, increase in demand and the lack of open spaces to setup towers, coupled with rising demand from infra projects like metro has swelled the demand for Extra High Voltage (EHV) underground cables

The wires and cables industry in India, in value terms, has grown at a compound annual growth rate ("CAGR") of approximately 13.68% in the last five years to reach ₹ 788 billion in Fiscal 2021. The wires and cables industry in India to expand at a CAGR of approximately 14.50% in value terms to reach approximately ₹ 1,550 billion by Fiscal 2026.

### **Growth & Demand Drivers of Wire & Cable Industry**

Not just in India, but all around the world as well Customers in the industrial and residential sectors make up the vast majority of the cable and wire market. The housing industry, the power sector, the telecommunications sector, the cement sector, the steel sector, and the railways sector are the primary industrial users. A significant portion of their demand is satisfied by the organised sector. However, the demand from households, then the unorganised sector is still meeting the majority of that demand.

The rise of the cable business has been and will continue to be driven by the government's massive investments in smart cities, trains, metro railways, airport modernisation, the power sector, and the hydrocarbon sector, among others.

The prospects of the wire and cable business are intertwined with those of a variety of other industries, including but not limited to power, telecommunications, railways, real estate, steel, cement, refineries, and infrastructure, amongst others. It is anticipated that the demand for cables will significantly expand as a result of the expenditures that are being made across various infrastructure subsegments as a result of government initiatives. The rise of other businesses that are related to the wire and cable industry in India ensures that this industry will also expand and thrive in the future.

### **Company Overview**

Cords Cable Industries Limited (CORDS) is a specialised Control & Instrumentation cable company offering wide range of cable products to multiple industries. CORDS has over 3 decades of rich experience and enjoys a strong brand image in the B2B segment. CORDS designs, develops and manufactures a varied range of Power, Control, Instrumentation, Thermocouple Extension / Compensating and Communication cables. The company's state of the art manufacturing plants is located in Rajasthan at 2 locations.

CORDS is in the business of providing cost-effective and quality solutions for various electrical connectivity requirements. CORDS has carved a niche in manufacturing of customised cables as per the customer's specifications. Investments in infrastructure and various industries will prove to be a big positive for the company. CORDS continuously strives to achieve higher efficiencies, cost control, better preventive maintenance and focuses on improving its product mix to attain economies of scale.

Company's current capacity stands at 65,000 Kms p.a. spread across 2 manufacturing facilities in Rajasthan. Chopanki unit has a capacity of 30,000 Kms p.a. while Kahrani unit has a capacity of 35,000 kms p.a. The cable manufactured conform to International standards such as EN, BS, IEC & VDE. The cables cater to various areas which includes oil & gas, hydrocarbons, airports, railways, metro rail, smart cities as well as power sector.

#### Opportunities in various sectors

##### **Oil & Gas**

As per IBEF, Oil and gas sector is among the eight core industries in India and plays a major role in influencing decision making for all the other important sections of the economy. India's economic growth is closely related to its energy demand, therefore, the need for oil and gas is projected to grow more, thereby making the sector quite conducive for investment. India retained its spot as the third-largest consumer of oil in the world as of 2021.

The Government has adopted several policies to fulfil the increasing demand. It has allowed 100% Foreign Direct Investment (FDI) in many segments of the sector, including natural gas, petroleum products and refineries, among others

According to IEA (India Energy Outlook 2021), primary energy demand is expected to nearly double to 1,123 million tonnes of oil equivalent, as the country's gross domestic product (GDP) is expected to increase to US\$ 8.6 trillion by 2040.

The Government has adopted several policies to fulfil the increasing demand. It has allowed 100% Foreign Direct Investment (FDI) in many segments of the sector, including natural gas, petroleum products and refineries among others.

According to the data released by Department for Promotion of Industry and Internal Trade Policy (DPIIT), FDI inflows in India's petroleum and natural gas sector stood at US\$ 7.98 billion between April 2000-December 2021. Prime Minister Mr. Narendra Modi announced that the Government of India plans to invest ₹ 7.5 trillion (US\$ 102.49 billion) on oil and gas infrastructure in the next five years. This will be led by huge investments in Oil & Gas industry indirectly creating a long-term demand for the industrial cables.

Source – IBEF <https://www.ibef.org/industry/oil-gas-india.aspx>

##### **Railway**

Cables are an integral part of the railway infrastructure for current supply, control tasks, data transmission etc. India has the fourth largest railway network with over 22,593 operating trains (9141 freight and 13,452 passenger) with a daily passenger count of 24 million passengers and 203.88 million tonnes of freight. India's railway network is recognised as one of the largest railway systems in the world under single management.

Government of India has focused on investing in railway infrastructure by making investor-friendly policies. It has moved quickly to enable Foreign Direct Investment (FDI) in railways to improve infrastructure for freight and high-speed trains. At present, several domestic and foreign companies are also looking to invest in Indian rail projects.

Source - <https://www.ibef.org/industry/indian-railways>

##### **Power**

Power is among the most critical components of infrastructure, crucial for the economic growth and welfare of nations. The existence and development of adequate power infrastructure is essential for sustained growth of the Indian economy.

India's power sector is one of the most diversified in the world. Sources of power generation range from conventional sources such as coal, lignite, natural gas, oil, hydro and nuclear power to viable non-conventional sources such as wind, solar, and agricultural and domestic waste. Electricity demand in the country has increased rapidly and is expected to rise further in the years to come. In order to meet the increasing demand for electricity in the country, massive addition to the installed generating capacity is required.

India was ranked fourth in wind power, fifth in solar power and fourth in renewable power installed capacity, as of 2020. India is the only country among the G20 nations that is on track to achieve the targets under the Paris Agreement

The Government of India has released its roadmap to achieve 227 GW capacity in renewable energy (including 114 GW of solar power and 67 GW of wind power) by 2022. The Union Government of India is preparing a 'rent a roof' policy for supporting its target of generating 40 gigawatts (GW) of power through solar rooftop projects by 2022.

The Central Electricity Authority (CEA) estimates India's power requirement to grow to reach 817 GW by 2030. The government plans to establish renewable energy capacity of 500 GW by 2030.

Source – IBEF - <https://www.ibef.org/industry/power-sector-india.aspx>

## RISKS AND CONCERNS

**Finance Cost Risk:** Finance Cost risk arises due to payment of high rate of interest on term loans and other funds & non-fund-based facilities being availed by the company from banks and other financial institutions. The company tries to minimize this risk by keeping a check on the interest rates charged by various banks and by swapping its long term/short term loans with banks charging lesser interest rates.

**Liquidity Risk:** Liquidity risk is the risk that the company may be unable to meet short term financial demands. This usually occurs due to the inability to convert a security or hard asset to cash without a loss of capital or income in the process. The company manages the liquidity risk by ensuring the availability of adequate funds at all times to meet its liability obligations on before the due dates.

**Raw Material Availability and Price Fluctuations:** Scarce availability and price-volatility in Company's Basic Raw Materials - Copper, Aluminium, Steel, and PVC etc. can severely impact the profits of the Company. To mitigate these risks, the Company inculcates MOUs with its suppliers, price escalation clauses for large orders and hedges these raw-materials on the commodity exchange.

**Foreign Exchange Risk:** Foreign exchange risk is a financial risk posed by an exposure to unanticipated changes in the exchange rate between two currencies. Company may import a part of its raw materials and is also engaged in export of its products. To mitigate this risk, the company resorts to forward booking where deemed appropriate.

**Human Resource Risk:** In the absence of quality human resources, the company may not be able to execute its growth plans. To mitigate this risk, the company places due importance to its human capital assets and invests in building and nurturing a strong talented pool to gain strategic edge and achieve operational excellence in all its goals.

## RESULTS OF OPERATIONS

(INR in Lacs)

Particulars	FY'22	FY'21
Gross Sales	51514.13	37,851.44
Net Income from Operations	43799.24	32,337.00
Total Expenditure		
Consumption of Raw Material	34324.73	24,162.82
Manufacturing Expenses	2117.82	1,654.79
Staff Cost	2226.31	1,997.04
Administrative & Other expenses	1309.00	1,049.24
OPBITDA	3821.38	3473.11
Depreciation & Amortisation	733.08	708.31

(INR in Lacs)

Particulars	FY'22	FY'21
OPBIT	3088.30	2764.80
Finance charges (Net)	2351.63	2283.32
OPBT	736.67	481.48
Non Operating Income / Other Income	122.79	137.60
PBT	859.46	619.08
Current Year tax	261.76	200.70
Deferred tax (Assets)	(38.86)	(17.15)
PAT	636.56	435.53

During the year under review, Net Sales from Operations stood at ₹ 43,799.24 Lacs, as against ₹ 32,337 Lacs in FY'21.

The Operational Profit, before making provision for Interest, Depreciation and Amortization, stood at ₹ 3,821.38 Lacs for FY'22 as against ₹ 3,473.11 Lacs in FY'21. Thereby, the Profit after Tax during the year stood at ₹ 636.56 Lacs, as against ₹ 435.53 Lacs in the previous Financial Year' 21.

Your Company in the last Financial Year obtained approval from prestigious domestic / global customers covering sector like Hydrocarbon, Power, Fertilizers and Chemicals, Cements, Metros, Water, Railways and Infra projects and have obtained approval from various customers like Tecnimont, NRL, MRF, Apollo, Dangote, JMC, Kolkata Water Supply, Gujarat Water Supply and Sewerage Management, Punjab PWD B&R, U P Jal Nigam, M P Jal Nigam Maryadit, Municipal Corporation of Greater Mumbai, Petrofac – UAE, Ashghal-Qatar for Power, Control, Instrumentation and Communication cables.

Your Company has also executed large volume orders between INR 20 to 30 Cr. from prestigious customers like L & T Hydrocarbon – A/c IOCL Paradip, HURL, HPCL, Cinda A/c Adani, TPL A/c HRRL Isgec, HAL Offshores, Tecnimont, JMC A/c Mangolia Refinery, Ultratech Cement, Nayara Energy and others.

Your Company's current focus is on increasing its business from various sectors, including the Hydrocarbons Freight Corridors, Metros, Waste Projects, Process industry, Railways Signalling and Protection systems and infrastructure projects, many others.

## SIGNIFICANT CHANGES IN FINANCIAL RATIOS

During the year, on a standalone basis, there was no significant change i.e. which are more than 25% as compared to the previous year, in the financial ratios compared to the previous year. However, there is a slight change in Return on Net Worth as compared to the previous year which is summarized below:

Particular	Consolidated		Change	Reason for Change
	FY 2021-22	FY 2020-21		
Debt Equity Ratio	0.11%	0.15%	(0.04)	This ratio has been improved due to repayment of term loans and increase in other equity (due to net profit after tax earned during the financial year).
Net Profit Ratio	1.45%	1.35%	0.10	These ratios have been improved due to increase in revenue from operation and comparatively increase in Net Profit after tax (PAT).
Return on Net Worth	4.18%	3.03%	1.15	

## SEGMENTAL OVERVIEW

The company operates under a single product segment i.e. Cables. The company mainly focuses on specialized instrumentation cable and control cables which differentiates it from most other wire & cable players in the country.

## INTERNAL CONTROL SYSTEM

The system of Internal Control provides for maintenance of proper accounting records, reliability of financial information and assures its operations are effective and efficient, and its activities comply with applicable laws and regulations. The internal audit is carried out by a team headed by Chartered Accountant and covers all the key areas of the company's business.

## INDUSTRIAL RELATIONS AND HUMAN CAPITAL

The Company strives to provide the best working environment with ample opportunities to grow and explore. The Company maintained healthy, cordial and harmonious industrial relations at all levels throughout the year. Every initiative and policy of the Company takes

care of welfare of all its employees. The human resource development function of the Company is guided by a strong set of values and policies.

## FUTURE OUTLOOK

The vision of CORDS is to be recognized as a leading global player, providing products and services, offering comprehensive solutions to the electrical, data and signal connectivity requirements of businesses, institutions as well as household users. It focuses on capturing new markets by developing customers in new and existing territories, to provide new cables for special applications like solar, marine, low temperature cables, cables for automobiles etc.

## DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

## CAUTIONARY STATEMENT

Statement made in this report in describing the company's objectives, estimates and expectations are "Forward looking Statement" within the meaning of applicable laws and regulations. They are based on certain assumptions and expectations of future events but the company, however, cannot guarantee that these assumptions are accurate or will be materialized by the company. Actual results may vary from those expressed or implied, depending upon the economic conditions, Government policies and/or other related factors.

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

**Naveen Sawhney  
Managing Director  
DIN: 00893704**

**Sanjeev Kumar  
Whole Time Director  
DIN: 07178759**

Place: New Delhi  
Date: Aug 10, 2022

**GUPTA GULSHAN & ASSOCIATES**  
Company Secretaries

202, Kumar House, Central Market,  
Prashant Vihar, Delhi 110085  
E-mail: gulshanguptacs@gmail.com  
Phone: 011 47510390, 98105 10390

**Annexure 8 to the Directors' Report****SECRETARIAL AUDIT REPORT**

For the financial year ended **31<sup>st</sup> March, 2022**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**The Members**

Cords Cable Industries Limited  
CIN: L74999DL1991PLC046092

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Cords Cable Industries Limited (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanation and clarification given to us and the representation made by the Management, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2022** generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31<sup>st</sup> March, 2022** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(vi) The following laws applicable specifically to the company:

As per resolution passed by the directors of the company in the board meeting held on 14<sup>th</sup> February, 2022 it was resolved that no law is specifically applicable to the company.

We have also examined compliance with the applicable clauses of the following:

- (i) The Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India, regarding board and general meetings;
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards as mentioned herein above, to the extent applicable to the Company.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period no material activity or event took place which requires reporting hereunder.

- 1) The Company has redeemed 1,60,000 cumulative redeemable non-convertible preference shares of Rs. 100 each .

For Gupta Gulshan & Associates  
Company Secretaries

Sd/-

**Gulshan Kumar Gupta**

Membership No., FCS: 5576

Certificate of Practice No. 3925

ICSI Unique Code: S2005DE081500

Peer Review Certificate No.: 1750/2022

UDIN: F005576D000766677

Place: Delhi

Date: August 9, 2022

Note: This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms and integral part of this report.

**ANNEXURE –A**Secretarial Audit Report For the financial year ended **31<sup>st</sup> March, 2022****The Members**

CORDS CABLE INDUSTRIES LIMITED

CIN: L74999DL1991PLC046092

Our Secretarial Audit Report of even date is to be read along with this letter:

1. Secretarial Audit is primarily audit of compliance of various provisions of Companies Act, 2013 and other laws as mentioned in the audit report. Audit is conducted for transactions taking place during financial year **2021-22** and it should not be considered audit for any previous period. The compliance of the provisions of Companies Act, 2013 and other laws as mentioned in the report is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

The audit is performed considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic.

Further, it is not about audit of financials and accounting transactions of the Company. We have not verified the correctness and appropriateness of financial records, financial statements, books of accounts, other financials, compliances of income tax and other tax laws and in this regard, we relied upon the audit done by statutory auditor of the Company.

2. In terms of Secretarial Standard on Meeting of the Board of Directors issued by The Institute of Company Secretaries of India, the company is required to pass resolution at the Board meeting specifying the list of laws applicable specifically to the company.

The list of laws specifically applicable to the company as mentioned at Para (VI) of the report is based on the resolution passed by the Board on 14<sup>th</sup> February, 2022.

3. Maintenance of secretarial record and its safe custody is the responsibility of the Company Secretary and other officers of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
4. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record required to be maintained under the Companies Act, 2013. The verification was done on test basis to ensure that correct facts are reflected in such records in order to form a reasonable view and opinion.
5. In case compliances of various statutory provisions, we have also obtained management representation letter especially for transactions where it is not feasible as an auditor to form view and opinion regarding compliance of various provisions.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company. Any person entering into transactions with the company should separately verify about the affairs of the company before such transaction keeping in view the nature of such transaction to be entered into with the Company.

For Gupta Gulshan & Associates  
Company Secretaries

Sd/-

**Gulshan Kumar Gupta**

Membership No., FCS: 5576

Certificate of Practice No. 3925

ICSI Unique Code: S2005DE081500

Peer Review Certificate No.: 1750/2022

UDIN: F005576D000766677

Place: Delhi

Date: August 9, 2022

**GUPTA GULSHAN & ASSOCIATES**  
Company Secretaries

202, Kumar House, Central Market,  
Prashant Vihar, Delhi 110085  
E-mail: gulshanguptacs@gmail.com  
Phone: 011 47510390, 98105 10390

**Annexure 9 to the Directors' Report**

Secretarial Compliance report of  
**Cords Cable Industries Limited**

For the year ended **31<sup>st</sup> March, 2022**

Pursuant to Regulation 24A (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We have examined:

- a) all the documents and records made available to us and explanation provided by **Cords Cable Industries Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31<sup>st</sup> March, 2022** ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions (to the extent applicable to the Company) and the circulars / guidelines issued thereunder, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder (to the extent applicable to the company);

and based on the above examination, we hereby report that, during the Review Period:

- a) The listed entity has complied with the applicable provisions of the above Regulations and circulars/ guidelines issued thereunder. No deviation in this regard observed.
- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) As per information provided by the management of the Company, there are no actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through Guidance Note on Annual Secretarial Compliance Report

various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder, in so far as it appears from our examination of those records.

- d) No qualification / observation was made in the Secretarial Compliance Report of previous year, hence the reporting on the action taken by the listed entity in this regard and out comments thereto does not arise.
- e) The Statutory auditor appointed by the Company has not resigned during the period under review. Further, the Company has re-appointed the Statutory Auditor at the 30<sup>th</sup> Annual General Meeting held on 29.09.2021 and the conditions mentioned in Para 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated 18.10.2019 issued by the Securities and Exchange Board of India is duly included in the appointment letter.

For Gupta Gulshan & Associates  
Company Secretaries

Sd/-

**Gulshan Kumar Gupta**

Membership No., FCS: 5576

Certificate of Practice No. 3925

ICSI Unique Code: S2005DE081500

Peer Review Certificate No.: 1750/2022

UDIN: F005576D000374153

Place: Delhi  
Date: May 24, 2022

### Annexure 10 to the Directors' Report

#### Annual Report on CSR Activities

1	Brief outline on CSR Policy of the Company					
	This Policy which has been amended to incorporate the provisions of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, aims to support various activities for betterment of the environment and living conditions of the population directly or through recognized agencies / funds. Such activities will cover one or more of the CSR activities laid down in Schedule VII of the Companies Act, 2013 as revised from time to time. The Company has framed a CSR Policy in compliance with the provisions of the Act, which is available on the Company's website and the web link for the same is provided in this report.					
2	Composition of CSR Committee					
	<b>Name of Director</b>	<b>Designation/Nature of Directorship</b>	<b>Number of meetings of CSR Committees held during the year</b>	<b>Number of meetings of CSR Committee attended during the year</b>		
	Mr. Naveen Sawhney	Managing Director	02	02		
	Mr. Prem Kumar Vohra	Non-Executive, Independent Director	02	02		
	Mr. Parveen Kumar	Non-Executive, Independent Director	02	02		
	Mr. Rahul Mohnot	Non-Executive, Independent Director	02	02		
3	Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company			<a href="http://www.cordscable.com/cordscable/CSR_Policy.pdf">http://www.cordscable.com/cordscable/CSR_Policy.pdf</a>		
4	Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):			Not Applicable		
5	Details of the amount available for set off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.					
	<b>Financial Year</b>	<b>Amount available for set-off from preceding financial years</b>	<b>Amount required to be set-off for the financial year, if any</b>			
	Nil					
6	Average net profit of the Company as per Section 135(5)			₹ 951.08 Lacs		
7	a) Two percent of average net profit of the Company as per Section 135(5)			₹ 19.02 Lacs		
	b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years			Nil		
	c) Amount required to be set off for the financial year, if any			Nil		
	d) Total CSR obligation for the financial year (7a+7b-7c)			₹ 19.02 Lacs		
8	a) CSR amount spent or unspent for the financial year (₹ in lakh)					
	<b>Total Amount Spent for the Financial Year</b>	<b>Amount Unspent</b>				
		<b>Total Amount transferred to Unspent CSR Account as per Section 135(6)</b>		<b>Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)</b>		
		<b>Amount</b>	<b>Date of Transfer</b>	<b>Name of Fund</b>	<b>Amount</b>	<b>Date of Transfer</b>
		19.02	Nil	-	Nil	-

	b) Details of CSR amount spent against ongoing projects for the financial year	Details as per annexed Table-A
	c) Details of CSR amount spent against other than ongoing projects for the financial year	Details as per annexed Table-B
	d) Amount spent in administrative Overheads	Nil
	e) Amount spent on Impact Assessment, if Applicable	Nil
	f) Total amount spent for the Financial Year(8b+8c+8d+8e)	₹ 19.02 lacs
	g) Excess amount for set off, if any	Nil
	i Two percent of average net profit of the company as per section 135(5)	₹ 19.02 lacs
	ii Total amount spent for the financial year	₹ 19.02 lacs
	iii Excess amount spent for the financial year [(ii)-(i)]	Nil
	iv Surplus arising out of the CSR Projects or programmes or activities of the previous financial years, if any	Nil
	v Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil
9	a) Details of Unspent CSR amount for the preceding three financial years	Nil
	b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s)	Nil
10	In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year	
	a) Date of creation or acquisition of the capital asset(s)	Not Applicable
	b) Amount of CSR spent for creation or acquisition of capital asset	Nil
	c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	Nil
	d) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	Nil
11	Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5)	Not Applicable as entire amount spent by the Company

Place: New Delhi  
Date: Aug 10, 2022

**Naveen Sawhney**  
**Managing Director &**  
**Chairman of the CSR Committee**  
**DIN: 00893704**

**‘TABLE-A’**
**Details of CSR amount spent against ongoing projects for the financial year 2021-2022**

1	2	3	4	5		6	7	8	9	10	11	
Sl. No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Project duration (in years)	Amount allocated for the project (₹ in lakh)	Amount spent in the current financial year (₹ in lakh)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹ in lakh)	Mode of Implementation -Direct (Yes/No)	Mode of Implementation -Through Implementing Agency	
				State	District						Name	CSR Registration number
1	Sansthanam Abhay Daanam - Upliftment of Bird & Animals Life	Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry;	Yes	Uttar Pradesh	Gautam Budh Nagar	1.5 years	18.02	18.02	Nil	No	Sansthanam Abhay Daanam	CSR00001492

**‘TABLE-B’**
**Details of CSR amount spent against other than ongoing projects for the financial year**

1	2	3	4	5		6	7	8	
Sl. No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project (₹ in lakh)	Mode of Implementation -Direct (Yes/No)	Mode of Implementation -Through Implementing Agency	
				State	District			Name	CSR Registration
1	Artificial Limbs (Rotary Viklang Kendra)	Promoting health care	Yes	Delhi	New Delhi	1.00	No	Rotary Delhi Central Charitable Trust	CSR00013382

**‘TABLE-C’**
**Details of CSR amount spent in FY 2021-2022 for on ongoing projects of proceeding financial year**

1	2	3	4	5	6	7	8
Sl. No	Name of the Project	Financial year in which the project was commenced	Local area (Yes/No)	Project Duration (No. of years)	Total amount allocated for the project	Amount spent in project in reporting financial year	Status of project – Completed/ongoing
—	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

**Naveen Sawhney**  
**Managing Director &**  
**Chairman of the CSR Committee**  
**DIN: 00893704**

Place: New Delhi  
 Date: Aug 10, 2022

**Annexure 11 to the Directors' Report****Conservation of Energy**

(i)	The step taken or impact on conservation of energy.	In view of the measures already taken in the previous years, no fresh measure were required to be taken during the year under review, however power consumption is continuously being monitored and controlled.
(ii)	The step taken by the Company for utilising alternate sources of energy.	<p>All air conditioners, lights and computers are shut after office hours (except at the time of work commitments).</p> <p>There is an optimum ratio of glass windows to utilize natural daylight and proper insulation and valuation to balance temperature and reduce heat.</p> <p>Your company supports the green initiative taken by the Ministry of Corporate Affairs and urges its shareholders to accept electronic delivery of documents as prescribed by Law and provide valuable support to the company in conserving environment by reducing the impact of printing.</p>
(iii)	The Capital Expenditure on Energy conservation equipment's.	Nil

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

Place: New Delhi  
Date: Aug 10, 2022

**Naveen Sawhney  
Managing Director  
DIN : 00893704**

**Sanjeev Kumar  
Whole Time Director  
DIN : 07178759**

**Annexure 12 to the Directors' Report****Technology absorption**

(i)	The efforts made towards technology absorption	Your company, with its long experience in the cable industry, has been a leader in cable technology. Innovation in process control, product development, cost reduction and quality improvements are made on continuous basis as per the requirements of domestic and international markets. The technology being used for the manufacture of cables is developed in-house and is at par with the industry norms.
(ii)	The benefits derived like product improvements, cost reduction, product development or import substitution	Upliftment of facilities, proper resource utilization, lesser scrap/wastage generation, better preventive maintenance, lesser break-down & enhancement of productivity & morale of work force, improved Plant Housekeeping & tidiness.
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year).	
(a)	The details of technology imported	The company has not imported any technology in the last five financial years.
(b)	The year of import	Not Applicable
(c)	Whether the technology been fully absorbed	Not Applicable
(d)	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof and	Not Applicable
(e)	The expenditure incurred on Research and Development.	Not Applicable

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

Place: New Delhi  
Date: Aug 10, 2022

**Naveen Sawhney  
Managing Director  
DIN : 00893704**

**Sanjeev Kumar  
Whole Time Director  
DIN : 07178759**

## Independent Auditors' Report

**To the Members of  
Cords Cable Industries Limited**

### **Report on the Audit of Standalone Financial Statements**

#### **Opinion**

We have audited the accompanying standalone financial statements of Cords Cable Industries Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2022, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### **Key Audit Matters**

During our audit, we had not come across with any significant areas that require reporting under "Key Audit Matter" paragraph and hence we are not including the same in our audit report as per para (A59) of SA 701.

#### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act,

2013 ("the Act") with respect to the preparation and presentation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) amendment Rules, 2016.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditors' Responsibility for the Standalone Financial Statements**

Our responsibility is to express an opinion on these standalone Financial Statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit of the Standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the

reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the standalone financial statements.

### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure I", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of changes in Equity dealt with by this Report are in agreement with the relevant books of account.

- (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) amendment Rules, 2016.
- (e) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure II" and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
  - ii. The Company did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Alok Misra & Co.**

Chartered Accountants

Firm's Registration No: 018734N

**CA. Alok Misra**

Partner

M.No: 500138

Place of Signature: New Delhi

Date: 26.05.2022

**ANNEXURE I TO INDEPENDENT AUDITORS' REPORT  
(REFERRED TO IN OUR REPORT OF EVEN DATE)**

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b) The fixed assets have been physically verified by the management at the reasonable intervals, which in our opinion, is considered reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) In our opinion and according to information and explanations given to us and on the basis of an examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. (a) The inventory includes finished goods, raw material and work in progress along with inventory of consumables and packing material. Physical verification of inventory has been conducted at reasonable intervals by the management and discrepancies noticed which were not material in nature have been properly dealt with in the books of accounts.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.
- iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans, made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.
- iv. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits, in respect of which, directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act 2013 and rules framed there under, are not applicable on the company. No order had been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any other tribunal.
- vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of Cost Records under section 148 of the Act, and are of opinion that prima facie, the prescribed accounts and records have been made and maintained, however, we have not made the detailed examination of such cost records.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, duty of customs, duty of excise, cess, GST and other applicable material undisputed statutory dues have been deposited regularly during the year with the appropriate authorities and there are no arrears of outstanding statutory dues as at the last day of the financial year concerned i.e. 31<sup>st</sup> March, 2022, for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, GST or other applicable material statutory dues which have not been deposited as on March 31, 2022 on account of any dispute except the followings:-

Name of the Statute	Nature of dues	Amount INR in Lakhs	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise Duties & Services Tax			
	Service Tax Less: Already Deposit Balance	33.75 (-) 6.60 <u>27.15</u>	2012-2014	Case pending before the CESTAT, New Delhi
Building and Other Construction Worker's Welfare CESS Act, 1996	Building and Other Construction Worker's Welfare CESS Rule, 1998 CESS Amount Add: Interest  Less: Already Deposit Balance	16.04 29.42 <u>45.46</u> (-) 16.04 <u>29.42</u>	2010-2011 & 2012-2013	Stay order granted by the hon'ble HIGH COURT, Jaipur
Central Goods & Services Tax Act 2017.	Central Goods & Service Tax			
	Tax Less: Already Deposit Balance	9.33 0.93 <u>8.40</u>	2017-2018	Case Pending with Additional Commissioner (Appeals) Jaipur
Central Goods & Services Tax Act 2017.	Central Goods & Service Tax			
	Tax Less: Already Deposit Balance	36.65 3.66 <u>32.99</u>	2017-2018	Case Pending with Additional Commissioner (Appeals) Jaipur
Central Goods & Services Tax Act 2017.	Central Goods & Service Tax			
	Tax Less: Already Deposit Balance	1.76 0.13 <u>1.63</u>	2016-2017	Case Pending with Commissioner (Appeals) Jaipur
Central Goods & Services Tax Act 2017.	Central Goods & Service Tax			
	Tax Less: Already Deposit Balance	2.35 0.97 <u>1.38</u>	2015-2016 to 2017-2018	Case Pending with Commissioner (Appeals) Jaipur
Central Goods & Services Tax Act 2017.	Central Goods & Service Tax			
	Tax Less: Already Deposit Balance	6.12 0.46 <u>5.66</u>	2007-2008	Case Pending with Commissioner (Appeals) Jaipur

Name of the Statute	Nature of dues	Amount INR in Lakhs	Period to which the amount relates	Forum where dispute is pending
Central Goods & Services Tax Act 2017.	Central Goods & Service Tax			
	Tax	13.09	2007-2008	Case Pending with
	Less: Already Deposit	0.98	&	Commissioner
	Balance	12.11	2008-2009	(Appeals) Jaipur
Central Goods & Services Tax Act 2017.	Central Goods & Service Tax			
	Tax	58.08	2017-2018	Case Pending with
	Add: Interest	32.42	&	Deputy Commissioner
	Total	90.50	2018-2019	(CGST Division –D)
	Less: Already Deposit	58.08		Bhiwadi
	Balance	32.42		

viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

ix. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks, financial institutions and debenture holders as at the Balance Sheet date.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the term loans were generally applied for the purpose for which those are raised.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.

(e) According to the information and explanations given to us and on an overall examination of the

financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

x. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable

xi. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government
- (c) According to the information and explanations given to us, the company has not received any whistle blower complaints.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company as prescribed under Section 406 of the Act. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with Section 177 and 188 of Act, where applicable and the details of related party transactions have been disclosed in the Standalone Ind AS Financial Statements as required by the applicable accounting standards.
- xiv. (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable
- xvii. The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.
- xxi. In our opinion and according to the information and explanations given to us, there is no group companies. Accordingly, clause 3(xxi) of the Order is not applicable.

**For Alok Misra & Co.**

Chartered Accountants

Firm's Registration No: 018734N

**CA. Alok Misra**

Partner

M.No: 500138

Place of Signature: New Delhi

Date: 26.05.2022

## **ANNEXURE II TO INDEPENDENT AUDITORS' REPORT- 31 MARCH 2022 (REFERRED TO IN OUR REPORT OF EVEN DATE)**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Cords Cable Industries Limited as at 31st March, 2022 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain

reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:

- (a) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and

expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

- (c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting but requires more strengthening and such internal financial controls over financial reporting were operating effectively during the period ended 31<sup>st</sup> March 2022, based on the internal control over financial reporting criteria established by the Company consisting the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Alok Misra & Co.**

Chartered Accountants

Firm's Registration No: 018734N

**CA. Alok Misra**

Partner

M.No: 500138

Place of Signature: New Delhi

Date: 26.05.2022

**BALANCE SHEET AS AT 31ST MARCH, 2022**

(Amount INR in Lakhs)

Particulars	Notes No	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
<b>I ASSETS</b>			
<b>1 Non-Current Assets</b>			
(a) Property, Plant and Equipment	1	6,477.57	6,808.53
(b) Capital Work-in Progress	2	556.91	-
(c) Right to use Assets	3	2,487.55	2,461.85
(d) Financial Assets			
(i) Security Deposits	4	124.37	172.97
<b>Total Non-Current Assets</b>		<b>9,646.40</b>	<b>9,443.35</b>
<b>2 Current Assets</b>			
(a) Inventories	5	6,958.18	5,855.25
(b) Financial Assets			
(i) Investment	6	49.89	40.25
(ii) Trade Receivables	7	12,856.88	10,899.92
(iii) Cash and Cash Equivalent	8	367.61	66.12
(iv) Bank Balance Other Than (iii) Above	9	1,841.93	1,768.79
(c) Other Current Assets	10	654.15	1,308.73
<b>Total Current Assets</b>		<b>22,728.64</b>	<b>19,939.06</b>
<b>Total Assets</b>		<b>32,375.04</b>	<b>29,382.41</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
(a) Equity Share Capital	11	1,292.78	1,292.78
(b) Other Equity	12	13,914.56	13,279.29
<b>Total Equity</b>		<b>15,207.34</b>	<b>14,572.07</b>
<b>2 Liabilities</b>			
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	13	1,629.11	2,236.69
(b) Provisions	14	169.72	152.16
(c) Deferred Tax Liability (Net)	15	511.08	550.36
(d) Other Non-Current Liabilities	16	3.15	1.87
<b>Total Non-Current Liabilities</b>		<b>2,313.06</b>	<b>2,941.08</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	17	6,775.85	5,689.93
(ii) Trade Payables	18		
(A) Total outstanding dues of Micro, Small and Medium Enterprise		39.23	40.81
(B) Total outstanding dues of Creditors other than Micro, Small and Medium Enterprises		6,790.95	5,112.14
(iii) Others	19	871.02	707.35
(b) Provisions	20	20.22	19.99
(c) Other Current Liabilities	21	357.37	299.04
<b>Total Current Liabilities</b>		<b>14,854.64</b>	<b>11,869.26</b>
<b>Total Equity and Liabilities</b>		<b>32,375.04</b>	<b>29,382.41</b>

Significant Accounting Policies  
Notes on Financial Statements

1 to 31

As per our Report of even date

**Alok Misra & Co**  
Chartered Accountants  
(FRN.:018734N)

**Alok Misra**  
Partner  
M.No.:500138

Place : New Delhi  
Date : 26.05.2022

**For and on behalf of the BOARD OF DIRECTORS**
**Naveen Sawhney**  
Managing Director  
DIN: 00893704

**Sandeep Kumar**  
CFO  
M.No:093357

**Sanjeev Kumar**  
Whole Time Director  
DIN: 07178759

**Garima Pant**  
Company Secretary  
M.No:ACS 28170

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022

(Amount INR in Lakhs)

Particulars	Notes No	Year Ended 31 <sup>st</sup> March, 2022	Year Ended 31 <sup>st</sup> March, 2021
<b>Income from Operations</b>			
I Revenue from Operations	22	43,799.24	32,337.00
II Other Income	23	122.79	137.60
<b>III Total Revenue</b>		<b>43,922.03</b>	<b>32474.60</b>
<b>IV EXPENSES</b>			
Cost of Material Consumed	24	35,173.95	24,192.81
Purchase of Stock-in-Trade		-	-
Changes in inventories of Finished goods, Work-in-progress and Stock-in-Trade	25	(849.22)	(29.99)
Employee Benefits Expenses	26	2,226.31	1,997.04
Finance Costs	27	2,351.63	2,283.32
Depreciation and Amortization expense	1,2,3	733.08	708.31
Other Expenses	28	3,426.82	2,704.03
<b>Total Expenses(IV)</b>		<b>43,062.57</b>	<b>31,855.52</b>
<b>V Profit before exceptional and extraordinary items and tax(III-IV)</b>		<b>859.46</b>	<b>619.08</b>
VI Exceptional items		-	-
<b>VII Profit before Tax (V-VI)</b>		<b>859.46</b>	<b>619.08</b>
VIII Tax Expense:			
(1) Current Tax(including earlier year tax)		261.76	200.70
(2) Deferred Tax Liability/(Assets)		(38.86)	(17.15)
<b>Total Tax Expense</b>		<b>222.90</b>	<b>183.55</b>
<b>IX Profit for the period from continuing operations(VII-VIII)</b>		<b>636.56</b>	<b>435.53</b>
X Profit/(loss) from discontinuing operations		-	-
XI Tax expense of discountinuing operations		-	-
<b>XII Profit/(loss) from discontinuing operations (After Tax) (X-XI)</b>		<b>-</b>	<b>-</b>
<b>XIII Profit/(loss) for the year (IX+XII)</b>		<b>636.56</b>	<b>435.53</b>
<b>XIV Other comprehensive income</b>			
A. (i) Item that will not be reclassified to profit or loss			
Remeasurement of Gratuity Fund/Defined benefit liabilities		(1.72)	8.10
(ii) Income tax relating to Item that will not be reclassified to profit or loss			
Deferred tax Asset/(Liability) on above		0.43	(2.04)
Net balance of Actuarial Gain/ (Loss) transfer to Other Comprehensive Income		(1.29)	6.06
B. (i) Item that will be reclassified to profit or loss		-	-
(ii) Income tax relating to Item that will be reclassified to profit or loss		-	-
<b>XV Total Comprehensive Income for the period (XIII+XIV) comprising Profit / (Loss) and other comprehensive income for the period</b>		<b>635.27</b>	<b>441.59</b>
<b>XVI Earnings per Equity share of face value of Rs. 10/- each</b>			
a) Basic		4.91	3.42
b) Diluted		4.91	3.42
Significant Accounting Policies			
Notes on Financial Statements	1 to 31		

As per our Report of even date

**Alok Misra & Co**  
Chartered Accountants  
(FRN.:018734N)

**Alok Misra**  
Partner  
M.No.:500138

Place : New Delhi  
Date : 26.05.2022

For and on behalf of the BOARD OF DIRECTORS

**Naveen Sawhney**  
Managing Director  
DIN: 00893704

**Sandeep Kumar**  
CFO  
M.No.:093357

**Sanjeev Kumar**  
Whole Time Director  
DIN: 07178759

**Garima Pant**  
Company Secretary  
M.No:ACS 28170

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022**

(Amount INR in Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2022	Year Ended 31 <sup>st</sup> March, 2021
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax	859.46	619.09
Adjustments for:		
Depreciation and amortisation of non-current assets	733.08	708.31
(Gain)/Loss on disposal of property, plant and equipment	2.55	(1.26)
Finance cost recognised in Profit & Loss	2,351.63	2,283.32
Remeasurement gain/(loss) on Defined benefit liabilities	(1.72)	8.10
Remeasurement of Investment (gain)/ Loss	(10.81)	(3.83)
Investment income recognised in profit & Loss	(77.55)	(104.58)
Bad Debts	13.92	280.27
<b>Operating profit before working capital changes</b>	<b>3870.56</b>	<b>3789.41</b>
Adjustments for:		
(Increase)/decrease in inventories	(1102.94)	112.03
(Increase)/decrease in trade and other receivables	(1970.88)	880.08
(Increase)/decrease in Loans & Advances/Other Current Assets	703.19	(46.15)
Increase/(decrease) in Trade/Other payables	1757.67	(2741.00)
<b>Cash generation from operating activities</b>	<b>3257.60</b>	<b>1994.37</b>
Less: Direct taxes Paid	264.79	186.50
<b>Net cash generation from operating activities</b>	<b>2992.81</b>	<b>1807.87</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Payments for property, plant and equipment	(988.16)	(376.24)
Proceeds from disposal of property, plant and equipment	0.89	2.35
Proceeds / Payments to acquire financial assets (Fixed Deposit)	(73.14)	637.34
Interests received (on Fixed Deposits)	77.55	104.58
Payments / Proceeds on sale of financial assets	1.16	-
<b>Net cash used in investing activities</b>	<b>(981.70)</b>	<b>368.03</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Borrowings (Net)	655.05	95.53
Interest & Finance Charges paid	(2364.67)	(2222.34)
<b>Net cash from/(used) in financing activities</b>	<b>(1709.62)</b>	<b>(2126.81)</b>
<b>INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENT(A+B+C)</b>	<b>301.49</b>	<b>49.09</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>66.12</b>	<b>17.03</b>
<b>Cash and cash equivalent at the end of the year</b>	<b>367.61</b>	<b>66.12</b>

As per our Report of even date

**Alok Misra & Co**  
Chartered Accountants  
(FRN.:018734N)

**Alok Misra**  
Partner  
M.No.:500138

Place: New Delhi  
Date : 26.05.2022

For and on behalf of the BOARD OF DIRECTORS

**Naveen Sawhney**  
Managing Director  
DIN: 00893704

**Sandeep Kumar**  
CFO  
M.No:093357

**Sanjeev Kumar**  
Whole Time Director  
DIN: 07178759

**Garima Pant**  
Company Secretary  
M.No:ACS 28170

## Statement of changes in equity

### A. Equity Share Capital

(Amount INR in Lakhs)

Particulars	Balance as at 1 <sup>st</sup> April 2020	Changes in equity share capital during the year	Balance as at 31 <sup>st</sup> March 2021
<b>Authorised Share Capital</b> 1,35,00,000 Equity Shares of Rs 10/-each	1350.00	-	1350.00
<b>Issued Share Capital</b> 1,29,27,780 Equity Shares of Rs 10/-each	1292.78	-	1292.78

Particulars	Balance as at 1 <sup>st</sup> April 2021	Changes in equity share capital during the year	Balance as at 31 <sup>st</sup> March 2022
<b>Authorised Share Capital</b> 1,35,00,000 Equity Shares of Rs 10/-each	1,350.00	-	1,350.00
<b>Issued Share Capital</b> 1,29,27,780 Equity Shares of Rs 10/-each	1,292.78	-	1,292.78

### B. Other Equity

(Amount INR in Lakhs)

Particulars	Reserves and Surplus					Actuarial Gain/(Loss)	Total
	Capital Reserve	Securities Premium Reserve	General Reserves	Preference Share Capital Redemption Reserve	Retained Earnings		
<b>Balance at the 1st April 2021</b>	-	5,024.36	90.87	160.00	8,018.42	(14.36)	13,279.29
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	5,024.36	90.87	160.00	8,018.42	(14.36)	13,279.29
Total Comprehensive Income for the year	-	-	-	-	636.56	(1.29)	635.27
Transfer to Preference share capital redemption reserve	-	-	-	160.00	(160.00)	-	-
<b>Balance at the end of 31st March 2022</b>	-	5,024.36	90.87	320.00	8,494.98	(15.65)	13,914.56

## Notes on the Financial Statements For the Year ended 31st March, 2022

### 1. PROPERTY, PLANT AND EQUIPMENT

(Amount INR in Lakhs)

Description	Gross Block			Depreciation / Amortisation			Net Block	
	As at 01.04.2021	Additions	Deduction/ Adjustments	As at 31.03.2022	For The Period	Deduction/ Adjustments	Upto 31.03.2022	As at 31.03.2022
<b>TANGIBLE ASSETS:</b>								
Building	3,997.18	24.05	-	4,021.23	125.11	-	1,518.70	2,502.53
Plant & Machinery	8,472.47	135.42	-	8,607.89	476.40	-	5,427.42	3,180.47
Tools & Instrument	673.93	163.74	-	837.67	46.08	-	189.89	647.78
Generator	174.15	-	-	174.15	10.06	-	141.09	33.06
Office Equipment	73.23	3.15	-	76.38	2.43	-	45.52	30.87
Computer	248.37	18.68	-	267.05	14.41	-	224.75	42.30
Furniture & Fixture	109.03	0.51	-	109.54	1.55	-	100.41	9.13
Vehicle	130.55	8.71	19.14	120.12	5.74	15.70	88.68	31.44
<b>Total</b>	<b>13,878.90</b>	<b>354.25</b>	<b>19.14</b>	<b>14,214.04</b>	<b>681.78</b>	<b>15.70</b>	<b>7,736.46</b>	<b>6,477.57</b>
<b>2. CAPITAL WORK-IN-PROGRESS</b>								
	-	556.91	-	556.91	-	-	-	556.91
<b>Total</b>	<b>-</b>	<b>556.91</b>	<b>-</b>	<b>556.91</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>556.91</b>
<b>3. RIGHT TO USE ASSETS</b>								
Land(Lease Hold)	2,750.08	-	-	2,750.08	27.78	-	364.06	2,386.03
Machinery	53.50	77.00	-	130.50	23.52	-	28.98	101.52
<b>Total</b>	<b>2,803.58</b>	<b>77.00</b>	<b>-</b>	<b>2,880.58</b>	<b>51.30</b>	<b>-</b>	<b>393.04</b>	<b>2,487.55</b>
<b>Grand Total</b>	<b>16,682.48</b>	<b>988.16</b>	<b>19.14</b>	<b>17,651.53</b>	<b>733.08</b>	<b>15.70</b>	<b>8,129.50</b>	<b>9,522.03</b>
Previous Year	16,328.07	376.25	21.84	16,682.48	708.31	20.75	7,412.11	9,270.38

## Notes on the Financial Statements For the Year Ended 31st March, 2022

(Amount INR in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
<b>2. CAPITAL WORK IN PROGRESS</b>		
Asset at the beginning of the year	-	-
Add: Additions during the year	556.91	-
Less: Transfer during the year	-	-
<b>Asset at the end of the year</b>	<b>556.91</b>	<b>-</b>
<b>3. RIGHT TO USE ASSET</b>		
Leasehold Land & Machineries	2,487.55	2,461.85
<b>TOTAL</b>	<b>2,487.55</b>	<b>2,461.85</b>
Carrying amount of Right to use Asset at the beginning of the year	2461.85	2441.58
Add: Carrying amount of addition during the year	77.00	53.50
Less: Amount written off through Reserve & Suplus for past years adjustment as per restrospective approach under Ind AS 116.	-	-
Less: Amount amortised on straight line method during the year	51.30	33.24
<b>Carrying amount of Right to use asset at the end of the year</b>	<b>2487.55</b>	<b>2461.85</b>
<b>4. SECURITY DEPOSIT</b>		
(Unsecured and considered good)		
Security Deposits	124.37	172.97
<b>TOTAL</b>	<b>124.37</b>	<b>172.97</b>
Security Deposits have been recognised at cost and are not accounted for present value as the period of contract is not certain.		
<b>5. INVENTORIES</b>		
Raw Material (including in-Transit)	1,795.20	1,491.80
Work-in- Progress	2,209.62	2,118.04
Finished Goods	2,510.76	1,832.28
Packing Material, Store and Spares & Scrap	442.60	413.13
<b>TOTAL</b>	<b>6,958.18</b>	<b>5,855.25</b>
<b>6. INVESTMENTS</b>		
Investments in Mutual Funds	17.82	14.87
Investments in Units of Life Insurance Policy Scheme	26.93	20.98
Gold Coin	5.14	4.40
<b>TOTAL</b>	<b>49.89</b>	<b>40.25</b>
<b>7. TRADE RECEIVABLES</b>		
(Unsecured and considered good)		
Trade Receivables	12,856.88	10,899.92
<b>TOTAL</b>	<b>12,856.88</b>	<b>10,899.92</b>

Trade Receivables are net of factoring liability as on 31.03.2022 as there is contractual obligation on debtors to pay directly to factoring agency.

During the year, company has assessed that all debtors are recoverable and there is no need for creating expected credit loss provision according to simplified approach as mentioned Ind AS 109.

(Amount INR in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
<b>8. CASH AND CASH EQUIVALENTS</b>		
Balance with Banks	358.78	56.63
Cash on Hand	8.83	9.49
<b>TOTAL</b>	<b>367.61</b>	<b>66.12</b>
<b>9. BANK BALANCE OTHER THAN (iii) ABOVE</b>		
Fixed Deposit with Banks(includes accrued interest thereon) (Kept as Margin Money against Non Fund Based Limits)	1,841.93	1,768.79
<b>TOTAL</b>	<b>1,841.93</b>	<b>1,768.79</b>
<b>10. OTHER CURRENT ASSETS</b>		
(Unsecured and considered good)		
Advance to Suppliers & Others	53.16	729.97
Balance with Government Authorities *	471.03	525.61
Benefits Receivable	129.96	53.16
<b>TOTAL</b>	<b>654.15</b>	<b>1,308.73</b>
* Includes Rs 234.64 Lakhs deposited with GST Department under protest for ITC disallowed by Department for the financial year 2017-2018 & 2018-2019 and same has been taken up at appropriate authority & at appropriate forum for recovery.		
<b>11. SHARE CAPITAL</b>		
<b>Authorised Share Capital:</b>		
1,35,00,000 Equity Shares of Rs 10/-each	1,350.00	1,350.00
(PY:1,35,00,000 Equity Shares of Rs 10/-each)		
3,60,000 10% Cumulative Redeemable Non-Convertible Preference Shares of Rs 100/-each	360.00	360.00
(PY:3,60,000 10% Cumulative Redeemable Non-Convertible Preference Shares of Rs 100/-each)		
	<b>1,710.00</b>	<b>1,710.00</b>
<b>Issued, Subscribed and Paid up:</b>		
1,29,27,780 Equity Shares of Rs.10/- each fully paid up	1,292.78	1,292.78
(PY:1,29,27,780 Equity Shares of Rs.10/- each fully paid up)		
<b>TOTAL</b>	<b>1,292.78</b>	<b>1,292.78</b>

#### 11.1. Terms/rights attached to Equity Shares

The company has only one class of equity shares having a face value of Rs.10/- (Rupees Ten) per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to received remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. In the event of distributing dividends by the company and winding up, the preference shareholders will be preferred over the equity shareholders. They do not have any voting rights except for in the conditions mentioned in the Companies Act, 2013.

#### 11.2. Terms/rights attached to Preference Shares

During the year 2016-17, the Company has issued and allotted 1,60,000 Cumulative Redeemable Non Convertible Preference Shares of face value Rs.100/- each fully paid to Promoter and redeemable at par within a period not exceeding 5(five) years . The allotment was completed in 4 trances details as dated 09.11.2016 no of shares 35000 @ Rs 100/-,dated 21.11.2016 no of shares 39000 @ Rs 100/-, dated 31.01.2017 no of shares 6000 @ Rs 100/-, dated 09.02.2017 no of shares 80000 @ Rs 100/-.These Shares carry Dividend rate @10% (Ten Percent) Per Annum and voting rights of these shares are limited to matters which directly affect the rights of Preference Shareholders. However the company, reserve the right to recall the shares at any time

within a period not exceeding 5 years from the date of allotment as per the provisions of Companies Act, 2013. These shares are not listed on any stock exchange. During the year 2021-22 the company has redeemed its no(s) 1,60,000 Cumulative Redeemable Non Convertible Preference Shares having face value of Rs 100/- each fully paid to promoter in different dates: details as dated 03.11.2021 no of shares 35000, dated 20.11.2021 no of shares 39000, dated 27.01.2022 no of shares 86000.

### 11.3. Authorised Share Capital

During the year March 31, 2012, the authorised share capital has been increased from Rs. 12,00,00,000 (Rupees Twelve Crores) divided into 1,20,00,000 (One Crore Twenty Lacs) Equity Shares of Rs.10 (Rupee Ten) each to Rs.14,00,00,000 (Rupees Fourteen Crores) divided into 1,20,00,000 (One Crore Twenty Lacs) Equity Shares of Rs.10 (Rupee Ten) each and 2,00,000 (Two Lakh) Cumulative Redeemable Non Convertible Preference Shares of Rs. 100 (Rupees Hundred) each at the Annual General Meeting of the Company held on September 26, 2011. During the year March 31, 2013 the authorised share capital has been increased from Rs.14,00,00,000 (Rupees Fourteen Crores) divided into 1,20,00,000 (One Crore Twenty Lacs) Equity Shares of Rs.10 (Rupee Ten) each and 2,00,000 (Two Lakh) Cumulative Redeemable Non Convertible Preference Shares of Rs. 100 (Rupees Hundred) each to Rs.15,60,00,000 (Rupees Fifteen Crores Sixty Lakhs) divided into 1,20,00,000 (One Crore Twenty Lacs) Equity Shares of Rs.10 (Rupee Ten) each and 3,60,000 (Three Lakh Sixty Thousand) Cumulative Redeemable Non Convertible Preference Shares of Rs. 100 (Rupees Hundred) each in the Annual General Meeting of the Company held on September 26, 2012. During the year March 31, 2016, the authorised share capital has been increased from Rs. 15,60,00,000 (Rupees Fifteen Crores Sixty Lacs only) divided into 1,20,00,000 (One Crore Twenty Lacs) Equity Shares of Rs.10 (Rupee Ten) each amounting to Rs.12,00,00,000 (Rupees Twelve Crores) and 3,60,000 (Three Lac Sixty Thousand) Cumulative Redeemable Non Convertible Preference Shares of Rs. 100 (Rupees Hundred) each amounting to Rs. 3,60,00,000 (Rupees Three Crore Sixty Lacs only) to Rs.17,10,00,000 (Rupees Seventeen Crore Ten Lacs only) divided into 1,35,00,000 (One Crore Thirty Five Lacs) Equity Shares of Rs 10 (Rupee Ten) each amounting to Rs. 13,50,00,000 (Rupees Thirteen Crore Fifty Lacs only) and 3,60,000 (Three Lacs Sixty Thousand) Cumulative Redeemable Non Convertible Preference Shares of Rs. 100 (Rupees Hundred) each amounting to Rs.3,60,00,000 (Rupees Three Crore Sixty Lacs only) in the Extra Ordinary General Meeting of the Company held on January 29, 2016.

### 11.4. The Reconciliation of number of shares and amount outstanding at the beginning and at the end of the year :

Equity Shares	As at 31st March, 2022		As at 31st March, 2021	
Particulars	No. of Shares	Amount (in Lakhs)	No. of Shares	Amount (in Lakhs)
Equity Shares at the beginning of the year	1,29,27,780	1,292.78	1,29,27,780	1,292.78
Add: Equity Shares issued during the year	-	-	-	-
<b>Equity Shares at the end of the year</b>	<b>1,29,27,780</b>	<b>1,292.78</b>	<b>1,29,27,780</b>	<b>1,292.78</b>

Preference Shares	As at 31st March, 2022		As at 31st March, 2021	
Particulars	No. of Shares	Amount (in Lakhs)	No. of Shares	Amount (in Lakhs)
Preference Shares at the beginning of the year	1,60,000	160.00	160000	160.00
Less: Preference Shares redeemed during the year	1,60,000	160.00	-	-
	0.00	0.00	160000	160.00
Add: Preference Shares issued during the year	-	-	-	-
<b>Preference Shares at the end of the year</b>	<b>0.00</b>	<b>0.00</b>	<b>160000</b>	<b>160.00</b>

### 11.5. The Details of shareholders holding more than 5% shares :

Equity Shares	As at 31st March, 2022		As at 31st March, 2021	
Name of Shareholder	No. of Shares	% Held	No. of Shares	% Held
Naveen Sawhney	60,94,931	47.15	60,78,127	47.02

Preference Shares	As at 31st March, 2022		As at 31st March, 2021	
Name of Shareholder	No. of Shares	% Held	No. of Shares	% Held
Naveen Sawhney	-	-	160000	100

(Amount INR in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022		As at 31 <sup>st</sup> March, 2021	
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## 12. OTHER EQUITY

Securities Premium Reserve		5,024.36		5,024.36
General Reserve		90.87		90.87
Capital Redemption Reserve		320.00		160.00

### Surplus

As per last Balance Sheet	8,018.42		7,582.88	
Less: Transferred to Capital Redemption Reserve	160.00		-	
Add: Profit for the year	636.56	8,494.98	435.54	8,018.42

### Other Comprehensive income

Opening balance	(14.36)		(20.42)	
Remeasurement of Gratuity Fund	(1.29)	(15.65)	6.06	(14.36)

### TOTAL

**13,914.56** **13,279.29**

## 13. LONG TERM BORROWINGS

### Secured

In Rupee Term loans				
from Banks	343.49		20.16	
from Others	1,881.09		2,637.53	
Vehicle loans				
from Banks	32.41		30.17	
	2,256.99		2,687.86	
Less : Current Maturities of long term borrowings	787.88	1,469.11	611.17	2,076.69
Preference Share Capital		-		160.00

1,60,000 10% Cumulative Redeemable Non-Convertible Preference Shares of Rs 100/-each fully paid  
(PY:1,60,000 10% Cumulative Redeemable Non-Convertible Preference Shares of Rs 100/-each fully paid)

Loan From Directors	160.00		-	
<b>Total</b>	<b><u>1,629.11</u></b>		<b><u>2,236.69</u></b>	

13.1. Term Loans from Banks and others referred above are secured by way of first & Second charge on entire immovable & movable fixed assets and equitable mortgage Factories Land and Building and Plant & Machinery and other fixed assets .

13.2. Vehicle loans are secured by way of hypothecation of vehicles.

## 14. LONG TERM PROVISIONS

Provision for Employee Benefits (Refer note -31 B)	169.72		152.16	
<b>Total</b>	<b><u>169.72</u></b>		<b><u>152.16</u></b>	

14.1. Provision for Employees Benefits include Provision for Gratuity & Provision for Leave Encashment.

(Amount INR in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
<b>15. DEFERRED TAX LIABILITY (NET)</b>		
<b>Deferred Tax Liability</b>		
Temporary difference on Fixed Assets as per books and Tax base	567.49	598.34
Temporary difference on provision of Employee Benefits	(55.98)	(50.02)
Temporary difference on OCI	(0.43)	2.04
<b>TOTAL</b>	<b>511.08</b>	<b>550.36</b>
<b>16. OTHER LONG-TERM LIABILITIES</b>		
Security Deposit	3.15	1.87
<b>TOTAL</b>	<b>3.15</b>	<b>1.87</b>
Amount kept as Security against Cars given to employees to be adjusted from the value of car at the option of employees.		
<b>17. SHORT TERM BORROWINGS</b>		
<b>Secured</b>		
<b>Working Capital loans</b>		
<b>From Banks</b>		
In Rupee loans	6,775.85	5,689.93
<b>TOTAL</b>	<b>6,775.85</b>	<b>5,689.93</b>
17.1. Working Capital loans along with non-fund based facilities from Banks & other Financial Institutions are secured by way of hypothecation of present and future stock of raw materials, work-in-process, finished goods, book debts as first charge which ranks Pari-passu amongst Bankers & Financial Institutions and by way of First and Second charge on the immovable and movable assets of the company and equitable mortgage Factories Land and Building and Plant & Machinery and other fixed assets .		
<b>18. TRADE PAYABLES</b>		
Due to Micro, Small and Medium Enterprise	39.23	40.81
Others	6,790.95	5,112.14
<b>TOTAL</b>	<b>6,830.18</b>	<b>5,152.95</b>
The Total dues of Micro, Small and Medium Enterprises which were outstanding for more than stipulated period are Rs NIL (Previous year Rs NIL)		
<b>19. OTHER FINANCIAL LIABILITIES</b>		
Current maturities of long term debts (Refer note -13)	787.88	611.17
Interest accrued but not due on borrowings	61.40	87.93
Interest accrued and due on borrowings	21.74	8.25
<b>TOTAL</b>	<b>871.02</b>	<b>707.35</b>
<b>20. SHORT-TERM PROVISIONS</b>		
Provisions for Employee Benefits (Refer note -31 B)	9.06	5.79
Provision for Taxation (net of advance tax)	11.16	14.20
<b>TOTAL</b>	<b>20.22</b>	<b>19.99</b>

20.1. Provision for Employees Benefits include provision for Gratuity & Provision for Leave Encashment.

(Amount INR in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
<b>21. OTHER CURRENT LIABILITIES</b>		
Advance from customers	72.99	47.17
Other Payables	284.38	251.87
<b>TOTAL</b>	<b>357.37</b>	<b>299.04</b>

Includes Statutory dues payables, Salary and wages payable and other expenses payable

(Amount INR in Lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
<b>22. REVENUE FROM OPERATIONS</b>		
Sales (Gross)	51,454.03	37,851.44
Other Operating Revenues	60.10	-
Less:GST	7,714.89	5,514.44
<b>TOTAL</b>	<b>43,799.24</b>	<b>32,337.00</b>

**23. OTHER INCOME**

Interest Income	77.55	104.58
Other Non-Operating revenues	17.92	15.56
Remeasurement of Investment	10.81	3.84
Net Gain on Foreign Currency transaction or translation.	16.51	13.62
<b>TOTAL</b>	<b>122.79</b>	<b>137.60</b>

**24. COST OF MATERIAL CONSUMED**

Opening Raw Material	1,491.80	1,669.32
Add: Purchases	35,477.35	24,015.29
Less: Closing Raw Material	1,795.20	1,491.80
<b>TOTAL</b>	<b>35,173.95</b>	<b>24,192.81</b>

**25. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN PROCESS AND STOCK-IN-TRADE**
**Opening**

Finished Goods	1,832.28	1,847.97
Work In Process	2,118.04	2,149.25
Scrap	83.84	6.96
	4,034.16	4,004.18

**Less: Closing**

Finished Goods	2,510.76	1,832.28
Work In Process	2,209.62	2,118.04
Scrap	163.00	83.84
	4,883.38	4,034.16

(Increase)\Decrease In Stock	(849.22)	(29.99)
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<b>TOTAL</b>	<b>(849.22)</b>	<b>(29.99)</b>
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(Amount INR in Lakhs)		
Particulars	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
<b>26. EMPLOYEE BENEFITS</b>		
Salaries, Wages & Allowances	1,968.31	1,769.65
Director Remuneration	128.41	106.18
Contribution to ESI & PF	46.92	46.06
Leave Encashment	6.76	4.82
Gratuity	24.03	23.05
Staff Welfare & Other Benefits	51.88	47.28
<b>TOTAL</b>	<b>2,226.31</b>	<b>1,997.04</b>
<b>27. FINANCE COSTS</b>		
Interest To Bank		
On Term Loan	4.31	4.15
On Other Borrowings	1,590.52	1,495.08
Interest to Others	337.69	492.34
Preference Dividend	16.00	16.00
Others	403.11	275.75
<b>TOTAL</b>	<b>2,351.63</b>	<b>2,283.32</b>
<b>28. OTHER EXPENSES</b>		
Consumable Expenses	226.38	136.80
Electricity Expenses	520.16	474.55
Power & Fuel	147.57	101.84
Job Work	206.30	220.43
Packing Material Consumed	827.45	650.13
Freight & Cartage Inward	13.81	11.03
Repair & Maintenance(Machine)	167.00	48.33
Testing , Inspection & Calibration	9.15	11.68
Auditor's Remuneration	7.00	6.00
Legal & Professional charges	70.64	95.86
Printing & Stationery	10.43	7.37
Rent	73.62	62.75
Electricity / Fuel Expenses	11.36	11.86
Advertisement, Publicity & Exhibition	6.99	3.97
Freight & Cartage Outward	725.76	311.50
Commission	30.09	19.51
Travelling & Conveyance	33.93	22.05
Repair & Maintenance		
- Building	3.02	0.85
- Others	125.70	60.09
Communicatoin Expenses	16.55	15.88
Insurance	27.59	11.62
Vehicle Running & Maintenance	15.80	13.64
Loss on Sale of Fixed Assets	2.55	-
Sitting Fees	1.95	3.60
Corporate Social Responsibility Expenditure	19.02	20.93
Bad Debts	13.92	280.27
Miscellaneous Expenses	113.08	101.49
<b>TOTAL</b>	<b>3,426.82</b>	<b>2,704.03</b>

**Note 29: Significant accounting policies:**

This note provides a list of the significant accounting policies adopted in preparation of these financial statements. These policies have been consistently applied to all the years presented unless otherwise stated.

The financial statements were approved for issue by Board of Directors on 26th May, 2022.

**a) Basis of preparation:****i. Compliance with Ind AS :**

These financial statements for the year ending 31<sup>st</sup> March, 2022 comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with rule 4 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the act.

**ii. Historical cost convention:**

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities and contingent consideration that are measured at fair value.
- Defined benefit obligations which are measured at fair value based on actuarial valuation.

**b) Foreign currency transactions:****i. Functional and presentation currencies:**

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in **INR** which is the functional and presentation currency for Cords Cable Industries Limited.

**ii. Transactions and Balances:**

Foreign currency transactions are translated into the functional currency at the exchange rates on the date of transaction. Foreign exchange gains and losses resulting from settlement of such transactions and from translation of monetary assets and liabilities at the year-end exchange rates are generally recognized in the profit and loss. They are deferred in equity if they relate to qualifying cash flow hedges.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs. All other foreign exchange gains and losses are presented in the "Statement of Profit and Loss".

**c) Revenue recognition:**

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue is net of GST and net of returns, trade allowances, rebates, value added taxes and amounts collected on behalf of third parties.

The company recognizes revenue when the amount can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below. The company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement

**i. Sale of goods:**

**Timing of recognition:** Sale of goods is recognized when substantial risks and rewards of ownership are passed to the customers, depending on individual terms, and are stated net of trade discounts, rebates, incentives, subsidy and GST.

**Measurement of revenue:** Accumulated experience is used to estimate and provide for discounts, rebates, incentives and subsidies. No element of financing is deemed present as the sales are made with credit terms, which is consistent with market practice.

**d) Income recognition:**

- Interest income from debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

- ii. Dividends are recognized in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the company, and the amount of the dividend can be measured reliably.
- iii. Revenue from royalty income is recognized on accrual basis.

**e) Government Grants:**

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the company will comply with all attached conditions.

Government grants relating to income are deferred and recognized in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and reduce from corresponding cost.

Income from export incentives such as premium on sale of import licenses, duty drawback etc. are recognized on accrual basis to the extent the ultimate realization is reasonably certain.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other operating income.

**f) Income Tax:**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions which appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the Balance Sheet method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset will be realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Minimum Alternative Tax (MAT) credit, which is equal to the excess of MAT (calculated in accordance with provisions of Section 115JB of the Income Tax Act, 1961) over normal income-tax is recognized as an item in deferred tax asset by crediting the Statement of Profit and Loss only when and to the extent there is convincing evidence that the Company will be able to avail the said credit against normal tax payable during the period of fifteen succeeding assessment years.

**g) Property, plant and equipment:**

All items of property, plant and equipment are stated at historical cost, less accumulated depreciation/amortization and impairments, if any. Historical cost includes taxes, duties, freight and other incidental expenses related to acquisition and installation. Indirect expenses during construction period, which are required to bring the asset in the condition for its intended use by the management and are directly attributable to bringing the asset to its position, are also capitalized.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation on Property, Plant and Equipment is charged on straight line method on the basis of rates arrived at with reference to the useful life of the assets prescribed under Part C of Schedule II of the Companies Act, 2013.

The estimated useful lives are as mentioned below:

Type of Asset	Useful Lives (in years)
Leasehold Land	99
Factory Buildings	30
Furniture & Fittings	10
Plant & Machinery	15
Office Equipment	5
Tools and Instruments	15
Generator	15
Computer	3
Computer-Server	6
Vehicle (Car)	8
Vehicle (Bike)	10
Right to Use Assets(Machineries)	4

#### h) Depreciation and amortization

Depreciation is calculated using the Straight Line Method. Depreciation is calculated using the useful life given in Schedule II to the Companies Act, 2013.

Depreciation on additions / deletions during the year is provided from the day in which the asset is capitalized up to the day in which the asset is disposed off.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

#### i) Intangible Assets:

##### i. Intangible assets with finite useful life:

Intangible assets with finite useful life are stated at cost of acquisition, less accumulated depreciation/amortization and impairment loss, if any. Cost includes taxes, duties and other incidental expenses related to acquisition and other incidental expenses.

Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of respective intangible assets.

##### ii. Research and Development:

Capital expenditure on research and development is capitalized and depreciated as per accounting policy mentioned in para h and i above. Revenue expenditure is charged off in the year in which it is incurred.

#### j) Investment property:

Property (land or a building-or part of a building-or both) that is held for long term rental yields or for capital appreciation or both, rather than for:

- i. use in the production or supply of goods or services or for administrative purposes; or
- ii. Sale in the ordinary course of business.

is recognized as Investment Property in the books.

Investment property is measured initially at its cost, including related transaction costs and, where applicable, borrowing costs. Subsequent expenditure is capitalized to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the company and the cost of the item

can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

Depreciation is provided on all Investment Property on straight line basis, based on useful life of the assets determined in accordance with para "h" above.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

**k) Lease:**

The company has applied Ind AS 116 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17.

**i. As a lessee**

The company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate. Generally, the company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

**Short-term leases and leases of low-value assets**

The company has elected not to recognize right-of-use assets and lease liabilities for short term leases of real estate properties that have a lease term of 12 months. The company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

**Under Ind AS 17**

In the comparative period, as a lessee the company classified leases that transfer substantially all of the risks and rewards of ownership as finance leases. When this was the case, the leased assets were measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Minimum lease payments were the payments over the lease term that the lessee was required to make, excluding any contingent rent.

Subsequently, the assets were accounted for in accordance with the accounting policy applicable to that asset.

Assets held under other leases were classified as operating leases and were not recognized in the company's statement of financial position. Payments made under operating leases were recognized in profit or loss on a straight-line basis over the term of the lease. Lease incentives received were recognized as an integral part of the total lease expense, over the term of the lease.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to the ownership of an asset to the Company. All other leases are classified as operating leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Land under perpetual lease for is accounted as finance lease which is recognized at upfront premium paid for the lease and the present value of the lease rent obligation. The corresponding liability is recognized as a finance lease obligation. Land under non-perpetual lease is treated as operating lease.

Operating lease payments for land are recognized as prepayments and amortised on a straight-line basis over the term of the lease. Contingent rentals, if any, arising under operating leases are recognized as an expense in the period in which they are incurred.

## **I) Investment and Other financial assets:**

### **i. Classification:**

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortized cost.
- Classification of debt assets will be driven by the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

Financial Assets and Financial Liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously

### **ii. Measurement:**

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

#### **Debt instruments**

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset.

- **Amortized Cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income.
- **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flow represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized

in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income.

- **Fair value through profit or loss:** Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognized in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

### **Equity instruments**

The company subsequently measures all equity investments at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognized in profit or loss as other income when the company's right to receive the dividend is established.

### **iii. Impairment of financial assets:**

The Company assesses if there is any significant increase in credit risk pertaining to the assets and accordingly creates necessary provisions, wherever required.

### **iv. De-recognition of financial assets:**

A financial asset is de-recognized only when

- The company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients or
- The contractual right to receive the cash flows of the financial assets expires.

Where the entity has transferred an asset, the company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

### **m) Derivatives and hedging activities:**

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

The Company designates certain derivatives as either:

- hedges of the fair value of recognized assets or liabilities or a firm commitment (fair value hedges)
- hedges of a particular risk associated with the cash flows of recognized assets and liabilities and highly probable forecast transactions (cash flow hedges).

The Company documents at the inception of the hedging transaction the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Company also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions have been and will continue to be highly effective in offsetting changes in fair values or cash flows of hedged items.

### **Cash flow hedge reserve**

The effective part of the changes in fair value of hedge instruments is recognized in other comprehensive income, while any ineffective part is recognized immediately in the statement of profit and loss.

**n) Inventories:**

Raw materials, packing materials, stores and spares are valued at lower of cost and net realizable value.

Work-in-progress, finished goods and stock-in-trade (traded goods) are valued at lower of cost and net realizable value.

By-products and unserviceable / damaged finished goods are valued at estimated net realizable value.

Cost of raw materials and traded goods comprises cost of purchases. Cost of work-in progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also includes all other costs incurred in bringing the inventories to their present location and condition. Cost is assigned on the basis of First In First Out. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

**o) Trade Receivables:**

Trade receivables are recognized initially at fair value and subsequently measured at cost less provision for impairment.

**p) Trade and other payables:**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

**q) Borrowings:**

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using effective interest rate method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

**r) Borrowing Cost**

General and specific borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Other borrowing costs are expensed in the period in which they are incurred.

**s) Employee Benefits:****i. Short term obligations:**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services upto the end of the reporting and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

**ii. Provident fund:**

Provident fund contributions are made by the Company. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of the year.

**iii. Gratuity:**

Liabilities with regard to the gratuity benefits payable in future are determined by actuarial valuation at each Balance Sheet date using the Projected Unit Credit method and contributed to Employees Gratuity Fund. Actuarial gains and losses arising from changes in actuarial assumptions are recognized in other comprehensive income and shall not be reclassified to the Statement of Profit and Loss in a subsequent period.

**iv. Leave encashment / Compensated absences:**

The Company provides for the encashment of leave with pay subject to certain rules. The employees are entitled to accumulate leave for future encashment/utilization. The liability is provided based on the number of days of unutilized leave at each Balance Sheet date on the basis of an independent actuarial valuation. Actuarial gains and losses arising from changes in actuarial assumptions are recognized in the 'Statement of Profit and Loss'.

**t) Provisions and Contingent Liabilities:**

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

A contingent asset is disclosed, where an inflow of economic benefits is probable. An entity shall not recognize a contingent asset unless the recovery is virtually certain.

**u) Cash and Cash Equivalents:**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank Overdraft and cash credits are not included in the cash & cash equivalent according to Ind AS 7 as there is no arrangement for positive and negative balance fluctuation in those accounts, they are basically the integral part of loans and credit management.

**v) Impairment of assets:**

Intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units).

Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

**w) Earnings Per Share**

- i. Basic earnings per share: Basic earnings per share is calculated by dividing:
  - the profit attributable to owners of the Company
  - by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.
- ii. Diluted earnings per share: Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:
  - the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
  - the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**x) Contributed Equity:**

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**y) Foreign Currency**

The functional currency of the company is Indian Rupee. These financial statements are presented in Indian Rupees.

The foreign currency transactions are recorded on initial recognition in the functional currency by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of transaction.

The foreign currency monetary items are translated using the closing rate at the end of each reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of transaction. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those which they were translated on initial recognition during the period or in previous financial statements are recognized in statement of profit and loss in the period in which they arise.

**z) Dividend:**

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

**aa) Rounding off:**

All amounts disclosed in the financial statement and notes have been rounded off to the nearest Lacs, unless otherwise stated.

**Note 30: Critical Estimates and Judgements**

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. These estimates and associated assumptions are based on historical experience and management's best knowledge of current events and actions the Company may take in future.

Information about critical estimates and assumptions that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities are included in the following notes:

- (a) Estimation of defined benefit obligations
- (b) Estimation of current tax expenses and payable
- (c) Estimation of provisions and contingencies

**(a) Impairment of financial assets (including trade receivable)**

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments, and are measured at amortized cost e.g., Loans, Debt Securities, Deposits and Trade Receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18. The Company follows 'Simplified Approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach recognizes impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition. Trade receivables are recognized initially at fair value and subsequently measured at cost less provision for impairment. As a practical expedient the Company has adopted 'Simplified Approach' using the provision matrix method for recognition of expected loss on trade receivables. The provision matrix is based on three years rolling average default rates observed over the expected life of the trade receivables and is adjusted for forward-looking estimates. These average default rates are applied on total credit risk exposure on trade receivables and outstanding for more than one year at the reporting date to determine lifetime Expected Credit Losses. Company has a policy to recognize expected credit loss only if there is reasonable certainty of default from trade receivable. To be prudent in booking of expected credit loss, company recognize the expected credit loss when legal right to recover the debt expires which is normally after 3 years of raising sales invoice and that to on the basis of management expectation of recoverability.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognizing impairment loss allowance based on 12-month ECL.

ECL impairment loss allowance (or reversal) recognized during the period is recognized under the head 'Other Expenses' in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

- i. **Financial assets measured as at amortized cost:** ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount.
- ii. **Debt instruments measured at FVTPL:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. The change in fair value is taken to the statement of Profit and Loss.
- iii. **Debt instruments measured at FVTOCI:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'Accumulated Impairment Amount' in the OCI. The Company does not have any Purchased or Originated Credit Impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

**(b) Estimation of defined benefit obligations**

The liabilities of the Company arising from employee benefit obligations and the related current service cost, are determined on an actuarial basis using various assumptions. Refer note 31 for significant assumptions used.

**(c) Estimation of current tax expenses and payable**

Taxes recognized in the financial statements reflect management's best estimate of the outcome based on the facts known at the balance sheet date. These facts include but are not limited to interpretation of tax laws of various jurisdictions where the company operates. Any difference between the estimates and final tax assessments will impact the income tax as well the resulting assets and liabilities.

**(d) Estimation of provisions and contingencies**

Provisions are liabilities of uncertain amount or timing recognized where a legal or constructive obligation exists at the balance sheet date, as a result of a past event, where the amount of the obligation can be reliably estimated

and where the outflow of economic benefit is probable. Contingent liabilities are possible obligations that may arise from past event whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events which are not fully within the control of the Company. The Company exercises judgement and estimates in recognizing the provisions and assessing the exposure to contingent liabilities relating to pending litigations. Judgment is necessary in assessing the likelihood of the success of the pending claim and to quantify the possible range of financial settlement. Due to this inherent uncertainty in the evaluation process, actual losses may be different from originally estimated provision. Warranty provisions are determined based on the historical percentage of warranty expense to sales for the same types of goods for which the warranty is currently being determined. The same percentage to the sales is applied for the current accounting period to derive the warranty expense to be accrued. It is very unlikely that actual warranty claims will exactly match the historical warranty percentage, so such estimates are reviewed annually for any material changes in assumptions and likelihood of occurrence.

**(e) Fair Value Measurement**

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i. In the principal market for asset or liability, or
- ii. In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

**Level 1-** Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

**Level 2-** Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

**Level 3-** Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to fair value measurement as a whole) at the end of each reporting period. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Other Fair Value related disclosures are given in the relevant notes.

**Note 31: Notes on Accounts**
**A. Contingent Liability**
**a) Claims against Company not acknowledged as Debts:**

Details of various show cause notices & cases against which the Company / Department is in appeal and against which no demand is deposited are given below:

Name of the Statute	Nature of dues	Amount INR in Lakhs	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise Duties & Services Tax			
	Service Tax Less: Already Deposit Balance	33.75 (-) 6.60 <u>27.15</u>	2012-2014	Case pending before the CESTAT, New Delhi
Building and Other Construction Worker's Welfare CESS Act, 1996	Building and Other Construction Worker's Welfare CESS Rule, 1998 CESS Amount Add: Interest  Less: Already Deposit Balance	16.04 29.42 <u>45.46</u> (-) 16.04 <u>29.42</u>	2010-2011 & 2012-2013	Stay order granted by the hon'ble HIGH COURT, Jaipur
Central Goods & Services Tax Act 2017.	Central Goods & Service Tax			
	Tax Less: Already Deposit Balance	9.33 0.93 <u>8.40</u>	2017-2018	Case Pending with Additional Commissioner (Appeals) Jaipur
Central Goods & Services Tax Act 2017.	Central Goods & Service Tax			
	Tax Less: Already Deposit Balance	36.65 3.66 <u>32.99</u>	2017-2018	Case Pending with Additional Commissioner (Appeals) Jaipur
Central Goods & Services Tax Act 2017.	Central Goods & Service Tax			
	Tax Less: Already Deposit Balance	1.76 0.13 <u>1.63</u>	2016-2017	Case Pending with Commissioner (Appeals) Jaipur
Central Goods & Services Tax Act 2017.	Central Goods & Service Tax			
	Tax Less: Already Deposit Balance	2.35 0.97 <u>1.38</u>	2015-2016 to 2017-2018	Case Pending with Commissioner (Appeals) Jaipur

Name of the Statute	Nature of dues	Amount INR in Lakhs	Period to which the amount relates	Forum where dispute is pending
Central Goods & Services Tax Act 2017.	Central Goods & Service Tax			
	Tax	6.12	2007-2008	Case Pending with Commissioner (Appeals) Jaipur
	Less: Already Deposit	0.46		
	Balance	5.66		
Central Goods & Services Tax Act 2017.	Central Goods & Service Tax			
	Tax	13.09	2007-2008 & 2008-2009	Case Pending with Commissioner (Appeals) Jaipur
	Less: Already Deposit	0.98		
	Balance	12.11		
Central Goods & Services Tax Act 2017.	Central Goods & Service Tax			
	Tax	58.08	2017-2018 & 2018-2019	Case Pending with Deputy Commissioner (CGST Division –D) Bhiwadi
	Add: Interest	32.42		
	Total	90.50		
	Less: Already Deposit	58.08		
	Balance	32.42		

**b) Other Contingent Liabilities**
**(Amount INR in Lakhs)**

Particulars	2021-22	2020-21
Guarantees issued by Bankers	6769.31	6642.30
In respect of Bill/LC negotiated factored from Banks/Factoring agency	3548.59	3423.36
Proposed Preference Dividend(including Tax thereon)	11.65	16.00

**c) Capital & Other Commitments**

Estimated amounts of contracts remaining to be executed on capital account and not provided for (Net of Advances) Nil (P.Y. Rs. Nil).

**B. Employee benefits**

Defined benefit plan

The following table sets out the details of the defined benefits retirement plans and the amounts recognition in the financial statement:

**I. Defined Contribution Plans**

a. *Provident Fund*

b. *Employers' contribution to Employees' State Insurance*

During the year, the Company has recognized the following amounts in the Profit and Loss Account:

**(Amount INR in Lakhs)**

Particulars	2021-22	2020-21
- Employers' Contribution to Provident Fund and Pension Scheme	41.35	40.26
- Employers' Contribution to Employees' State Insurance	5.57	5.79

## II. Defined Benefits Plans

Contribution to Gratuity Fund and Leave Encashment (Unfunded Scheme) in accordance with Ind AS 19, actuarial valuation was performed in respect of the aforesaid defined benefit plans based on the following assumptions:

(Amount INR in Lakhs)

Financial Assumptions Used to Determine the Profit & Loss charge	Gratuity		Leave Encashment	
	2021-22	2020-21	2021-22	2020-21
a) Discounting Rate	7.45%	7.05%	7.45%	7.05%
b) Salary Escalation Rate	4.00%	4.00%	4.00%	4.00%
c) Expected Rate of Return of Assets	0.00%	0.00%	0.00%	0.00%
Average Remaining Working Life(Years)	17.56	17.90	17.56	17.90
<b>1. Change in Defined Benefit Obligation</b>				
a) Defined Benefit obligation, beginning of period	129.66	131.32	28.29	27.68
b) Interest Cost on DBO	9.14	8.86	1.99	1.87
c) Net Current Service Cost	14.89	14.18	5.48	5.07
d) Actual Plan Participant's Contributions	-	-	-	-
e) Benefits Paid	-8.62	-16.61	-3.06	-4.21
f) Past Service Cost	-	-	-	-
g) Changes in Foreign Currency Exchanges Rates	-	-	-	-
h) Acquisition / Business Combination /Divestiture	-	-	-	-
i) Losses / (Gain)/ Loss on obligation	-	-	-	-
j) Actuarial (Gain)/Loss on obligation	1.72	-8.09	-0.72	-2.12
<b>k) Defined Benefit obligation, End of period</b>	<b>146.79</b>	<b>129.66</b>	<b>31.98</b>	<b>28.29</b>
<b>2. Change in Fair Value of Plan Assets</b>				
a) Fair value of plant assets at the beginning	-	-	-	-
b) Expected return on plan assets	-	-	-	-
c) Employer contribution	-	-	-	-
d) Actual Plan Participants Contributions	-	-	-	-
e) Actual Taxes Paid	-	-	-	-
f) Actual Administration Expenses Paid	-	-	-	-
g) Changes in Foreign currency exchanges rates	-	-	-	-
h) Benefits paid	-	-	-	-
i) Acquisition / Business combination / Divestiture	-	-	-	-
j) Assets Extinguished on Curtailments / Settlements	-	-	-	-
k) Actuarial (Gain)/Loss on Asset	-	-	-	-
<b>l) Fair value of plant assets at the End.</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>3. Net Defined Benefit Cost/(Income) included in Statement of Profit &amp; Loss at Period-End</b>				
a) Service Cost	14.89	14.18	5.48	5.07
b) Net Interest Cost	9.14	8.86	1.99	1.87
c) Past Service Cost	-	-	-	-
d) Re-measurements	-	-	-0.72	-2.12
e) Administration Expenses	-	-	-	-
f) (Gain)/Loss due to settlements/ Curtailments / Terminations / Divestitures	-	-	-	-

(Amount INR in Lakhs)

	Gratuity		Leave Encashment	
	2021-22	2020-21	2021-22	2020-21
<b>g) Total Defined Benefit Cost/(Income) included in Profit &amp; Loss</b>	<b>24.03</b>	<b>23.04</b>	<b>6.75</b>	<b>4.82</b>
<b>4. Analysis of amount recognized in other comprehensive (Income)/Loss at Period - end</b>				
a) Amount recognized in OCI, (Gain)/Loss Beginning of Period	21.84	29.94	-	-
<b>b) Re-measurements Due to :</b>				
1. Effect of Change in Financial Assumptions	-5.49	-3.95	-1.27	-0.92
2. Effect of Change in Demographic assumptions	-	-	-	-
3. Effect of Experience Adjustments	7.21	-4.15	0.55	-1.20
4. (Gain)/ Loss Curtailments / Settlements	-	-	-	-
5. Return on plan Assets (Excluding Interest)	-	-	-	-
6. Changes in Asset Ceiling	-	-	-	-
<b>c) Total Re-measurements Recognized in OCI (Gain)/Loss</b>	<b>1.72</b>	<b>-8.09</b>	<b>-</b>	<b>-</b>
<b>d) Amount Recognized in OCI (Gain)/Loss, End of Period</b>	<b>23.56</b>	<b>21.84</b>	<b>-</b>	<b>-</b>
<b>e) Total Re-measurements Recognized in Profit &amp; loss (Gain)/Loss</b>	<b>-</b>	<b>-</b>	<b>-0.72</b>	<b>-2.12</b>
<b>5. Total Defined Benefit Cost/(Income) included in Profit &amp; Loss and Other Comprehensive Income)</b>				
a) Amount recognized in P&L, End of Period	24.03	23.04	-	-
b) Amount recognized in OCI, End of Period	1.72	-8.09	-	-
<b>c) Total Net Defined Benefit Cost/(Income) Recognized at Period- End</b>	<b>25.75</b>	<b>14.95</b>	<b>-</b>	<b>-</b>
<b>6. Reconciliation of Balance Sheet Amount</b>				
a) Balance sheet ( Asset)/Liability, Beginning of Period	129.66	131.32	28.29	27.68
b) True-up	-	-	-	-
c) Total Charge/(Credit) Recognized in Profit and Loss	24.03	23.04	6.76	4.82
d) Total Re-measurements Recognized in OC (Income)/Loss	1.72	-8.09	-	-
e) Acquisition / Business Combination / Divestiture	-	-	-	-
f) Employer Contribution	-	-	-	-
g) Benefits Paid	-8.62	-16.61	-3.06	-4.21
h) Other Events	-	-	-	-
<b>i) Balance sheet ( Asset)/Liability, End of Period</b>	<b>146.79</b>	<b>129.66</b>	<b>31.99</b>	<b>28.29</b>
<b>7. Actual Return on Plan Assets</b>				
a) Expected return on Plan Assets	-	-	-	-
b) Re-measurement on Plan Assets	-	-	-	-
<b>c) Actual Return on Plan Assets</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>8. Change in the Unrecognized Asset due to the Asset Ceiling During the Period</b>				
a) Unrecognized Asset, Beginning of Period	-	-	-	-
b) Interest on Unrecognized Asset Recognized in P&L	-	-	-	-
c) Other changes in Unrecognized Asset due to the Asset Ceiling	-	-	-	-
<b>d) Unrecognized Asset, End of Period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

(Amount INR in Lakhs)

	Gratuity		Leave Encashment	
	2021-22	2020-21	2021-22	2020-21
<b>9. The Major Categories of Plan Assets</b>				
a) Government of India Securities (Central and State)	-	-	-	-
b) High Quality corporate Bonds (Including Public Sector Bonds)	-	-	-	-
c) Equity Shares of listed Companies	-	-	-	-
d) Cash (Including Bank Balance, Special Deposit Scheme)	-	-	-	-
e) Funds Managed by Insurer	-	-	-	-
f) Others	-	-	-	-
<b>Total</b>				
<b>10. Current/Non-Current Bifurcation</b>				
a) Current Liability	6.11	3.93	2.95	1.87
b) Non-Current Liability	140.68	125.73	29.04	26.42
c) <b>Net Liability</b>	<b>146.79</b>	<b>129.66</b>	<b>31.99</b>	<b>28.29</b>

### C. Financial Instruments by category

The Carrying value and fair value of financial Instruments by categories as at 31st March 2022

(Amount INR in Lakhs)

Particulars	FVTPL	FVTOCI	Amortized Cost
<b>Assets;</b>			
Fixed Deposit being Margin Money with Bank	-	-	1841.93
Security Deposits	-	-	124.37
Trade Receivables	-	-	12856.88
Cash and Cash Equivalent	-	-	367.61
Investments	49.89	-	-
<b>Liabilities:</b>	-	-	-
Non-Current Borrowing	-	-	1629.11
Current Borrowing	-	-	7646.87
Trade Payables	-	-	6830.18

### D. Related party disclosure

(Amount INR in Lakhs)

Transactions	Key Management Personnel		Relatives of Key Management Personnel		Total	
	(2021-22)	(2020-21)	(2021-22)	(2020-21)	(2021-22)	(2020-21)
Remuneration	153.49	126.12	38.60	30.52	192.09	156.64
Other Benefits	3.00	1.60	3.18	2.98	6.18	4.58
Rent	-	-	2.39	2.39	2.39	2.39
Cords Digital Technologies Pvt Ltd	-	-	0.85	5.36	0.85	5.36
Stem Factory Solutions Pvt Ltd	-	-	351.15	47.21	351.15	47.21
Preference Dividend paid	16.00	16.00	-	-	16.00	16.00
Interest on Loan	4.19	-	-	-	4.19	-
Sitting Fees	1.95	3.60	-	-	1.95	3.60
Redemption of Preference Capital	160.00	-	-	-	160.00	-
Loan from Directors	160.00	-	-	-	160.00	-

**Disclosure in respect of Related Parties as per Ind AS-24 'Related Parties Disclosures' as notified by Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) amendment Rules, 2016.**

**a) Name and Nature with related parties :**

<b>i) Key Management Personnel</b>		<b>Nature of Relationship</b>
Naveen Sawhney		Managing Director
Sanjeev Kumar		Whole Time Director
Sandeep Kumar		CFO
Garima Pant		Company Secretary
Parveen Kumar		Independent Director
Prem Kumar Vohra		Independent Director
Eila Bhatia		Independent Director
Rahul Mohnot		Independent Director
<b>ii) Relatives of Key Management Personnel</b>		<b>Nature of Relationship</b>
Varun Sawhney		Son of Mr. Naveen Sawhney
Gaurav Sawhney		Son of Mr. Naveen Sawhney
Adarsh Sawhney		Wife of Mr. Naveen Sawhney
Cords Digital Technologies Pvt Ltd		Varun Sawhney holding position as KMP
Stem Factory Solutions Pvt Ltd		Varun Sawhney holding position as KMP

**E. FOREIGN EXCHANGE EARNINGS & OUTGO:**

**(Amount INR in Lakhs)**

Particulars	2021-22	2020-21
a) Earning in Foreign Currency	747.99	1272.84
b) Expenditure in foreign Currency		
- Machine and equipments (spare parts) & Others expenses	10.23	1.15
c) Value of Imports calculated on C.I.F. basis		
- Raw Material	-	-

**AUDITORS REMUNERATION\*:**

**(Amount INR in Lakhs)**

Particulars	2021-22	2020-21
Statutory Audit Fees	6.00	5.00
Tax Audit Fees	1.00	1.00
<b>Total</b>	<b>7.00</b>	<b>6.00</b>

\* Excluding Taxes

**G. Quantitative details of stocks:**

**(Amount INR in Lakhs)**

S. No.	Raw Material	Opening Stock as on 01.04.2021		Closing Stock as on 31.03.2022	
		Qty (Kg)	Amount	Qty (Kg)	Amount
A	Copper	79,923.500	538.91	48,521.220	424.88
B	PVC Compound	4,32,175.050	341.59	5,44,085.950	528.86
C	G.I.Wire	4,02,229.100	250.92	4,35,014.760	369.71
D	Alu./poly/cu/other Tapes	84,814.303	177.72	1,02,864.785	280.49
E	Aluminum Wire	15,000.750	28.55	8,869.200	27.04
F	Wires of Nickle Alloys	4,022.235	66.54	4,406.675	89.06
G	Master Batch/ LDME/HDPE/ XLPE Resin/Chemicals/Others	62,068.245	87.57	53,421.179	75.16
	<b>TOTAL</b>	<b>10,80,233.183</b>	<b>1491.80</b>	<b>11,97,183.769</b>	<b>1795.20</b>

(Amount INR in Lakhs)

Finished Goods	Opening Stock as on 01.04.2021		Closing Stock as on 31.03.2022	
Description	(Qty) Km	Value	(Qty) km	Value
Electric Wire & Cables and Core	1220.810	1832.28	1571.657	2510.76

- H. (a) In respect of amounts as mentioned under 205C of the Companies Act, 2013 there were no dues required to be credited to the Investor Education and Protection Fund as at March 31, 2022.
- (b) CSR liability of Rs.Nil Lakhs (Paid during the year Rs 19.02 Lakhs)

#### I. BASIC AND DILUTED EARNINGS PER SHARE:

The basic earnings per equity share is computed by dividing the net profit attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using the weighted average number of equity shares and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at fair value.

Dilutive potential equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date. The number of equity shares and potential diluted equity shares are adjusted for stock split, bonus shares, Convertible Preference Shares, Share Warrants and the potential dilutive effect of Employee Stock Option Plan as appropriate.

Basic & Diluted Earnings per share of the company is as under:

Particulars	2021-22	2020-21
Profit for the year (Amount in Lakhs)	635.27	441.59
Profit after Tax attributable to equity shareholders (A) (Amount in Lakhs)	635.27	441.59
Weighted Average No. of Share-Basic (B)	12927780	12927780
Add: Diluted Potential Equity Shares	-	-
Weighted Avg. No. of Equity Shares -Diluted (C)	12927780	12927780
Nominal Value per Share (Rs.)	10	10
Earnings per Share-Basic(Rs) (A / B)	4.91	3.42
Earnings per Share-Diluted(Rs) (A / C)	4.91	3.42

#### J. DEFERRED TAX:

The deferred tax liability (Net) as at **31<sup>st</sup> March 2021** and **31<sup>st</sup> March 2022** comprises of the following:

(Amount INR in Lakhs)

Particulars	Deferred Tax Asset/ (Liability) as at 01-04-2021	Credit/(Charge/ Reversed) during 2021-22	Deferred Tax asset/(Liability) as at 31-03-2022
Temporary difference on Fixed Assets as per books and Tax base	(598.34)	30.85	(567.49)
Temporary difference on provision of Employee Benefits	50.02	5.96	55.98
Temporary difference on OCI	(2.04)	2.47	0.43
<b>Total</b>	<b>(550.36)</b>	<b>39.29</b>	<b>(511.08)</b>

**K. Fair Value Hierarchy:**

This Section explains the judgements and estimates made in determining fair values of financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair values are disclosed in financial statements. To provide an indication about reliability of inputs used in determining fair value, group has classified its financial instruments into three levels prescribed under accounting standard. An explanation of each level follows underneath the table:

(Amount INR in Lakhs)

Financial assets and liabilities measured at fair value - recurring fair value measurements as at 31st March, 2022	Note Reference	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
Investments at FVTPL	6				
- Mutual Fund		17.82	-	-	17.82
- ULIP		26.93	-	-	26.93
- Others		5.14	-	-	5.14

Financial assets and liabilities measured at fair value - recurring fair value measurements as at 31st March, 2021	Note Reference	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
Investments at FVTPL	6				
- Mutual Fund		14.87	-	-	14.87
- ULIP		20.98	-	-	20.98
- Others		4.40	-	-	4.40

Fair value of financial instruments as referred to in note above has been classified into three categories depending on inputs used in valuation technique. Hierarchy gives highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurement) and lowest priority to unobservable inputs (level 3 measurements).

The categories used are as follows:

**Level 1:** Quoted prices (unadjusted) in active markets for identical assets or liabilities.

**Level 2:** The fair value of Financial Instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data rely as little as possible on entity specific estimates.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Company's policy is to recognize transfers into and transfer out of fair value hierarchy levels as at the end of the reporting period.

As per our Report of even date

**Alok Misra & Co**  
Chartered Accountants  
(FRN.:018734N)

**Alok Misra**  
Partner  
M.No.:500138

Place of Signature: New Delhi  
Dated: 26.05.2022.

**For and on behalf of the Board of Directors**

**Naveen Sawhney**  
Managing Director  
DIN: 00893704

**Sandeep Kumar**  
CFO  
M.No.:093357

**Sanjeev Kumar**  
Whole Time Director  
DIN: 07178759

**Garima Pant**  
Company Secretary  
M.No.:ACS 28170



## 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- 40551281

### NOTICE

#### NOTICE OF THE 31<sup>ST</sup> (THIRTY FIRST) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31<sup>st</sup> (Thirty First) Annual General Meeting ("AGM") of the shareholders of Cords Cable Industries Limited will be held on Friday, September 23, 2022 at 03:00 p.m. (IST) at the registered office of the Company through Video-Conferencing ("VC")/ other Audio Visual Means ("OAVM"), to transact the following BUSINESS:

##### ORDINARY BUSINESS:

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:-**

To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon and in this regard, pass the following resolutions as an **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."

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

To declare dividend on No(s) 1,60,000 Cumulative Redeemable Non-Convertible Preference Shares @10% p.a. for the F.Y. ended on March 31, 2022 and in this regard, pass the following resolutions as an **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)."

3. **Appointment of a Director in place of Mr. Sanjeev Kumar (DIN 07178759), who retires by rotation and, being eligible, offers himself for re-appointment:-**

To appoint a Director in place of Mr. Sanjeev Kumar (DIN 07178759), who retires by rotation and, being eligible, offers himself for re-appointment and in this

regard, pass the following resolutions as an **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."

##### SPECIAL BUSINESS:

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:-**

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 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."

5. **Appointment of Mr. Parveen Kumar (DIN 08952635), as an Independent Director of the Company:-**

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

"**RESOLVED THAT** 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."

**6. Appointment of Mr. Rahul Mohnot (DIN 00488475), as an Independent Director of the Company:-**

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

**"RESOLVED THAT** 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."

**7. Appointment of Mrs. Eila Bhatia (DIN 09274423), as an Independent Director of the Company:-**

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

**"RESOLVED THAT** 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."

**8. Issue of Cumulative Compulsory Redeemable Preference Shares.**

To consider and if thought fit, to pass, the following resolution as a **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.
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**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."

**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).**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 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 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 / Medclaim	Contributions/Reimbursements on/towards all Insurance or/and Medclaim 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."

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

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

**"RESOLVED THAT** 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."

**11. Approval of Material Related Party Transaction.**

To enter into Related Party transactions under Section 188 of the Companies Act, 2013 read with Companies (Meeting of the Board and its Powers) Rules, 2014. To pass the following Resolution, with or without modification, as an **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.”

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

**Sd/-  
(Garima Pant)  
Company Secretary  
Mem. No. : A28170**

New Delhi  
August 10, 2022

**Registered Office**

94, 1<sup>st</sup> Floor, Shambhu Dayal Bagh Marg,  
Near Okhla Industrial Area Phase-III,  
Old Ishwar Nagar, New Delhi – 110020  
Tel : +91-11-40551200; Fax +91-11-40551281  
Website : [www.cordscable.com](http://www.cordscable.com), E-Mail: [csco@cordscable.com](mailto:csco@cordscable.com)  
CIN : L74999DL1991PLC046092

**NOTES:**

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), setting out the material facts relating to Special Businesses to be transacted at the Annual General Meeting (“AGM”) under Item Nos. 4 to 11 of the Notice is annexed hereto to. The Board of Directors have considered and decided to include Item Nos. 4 to 11 as given above, as Special Business in the forthcoming AGM as they are unavoidable in nature.

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all

other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.

The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.cordscable.com](http://www.cordscable.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with circulars issued by MCA and SEBI from time to time.

#### **Voting:**

- The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The Members may cast their votes using electronic voting system from a place other than the venue of the meeting ('remote e-Voting').
- In case of joint holders attending AGM, the Members whose name appears as the first holder in the order of names as per the Registers of Members of the company will be entitled to vote.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the company has provided facility to exercise votes through electronic voting system to the Members holding shares as on September 16, 2022 being the "Cut-off Date" ("Cut- Off" for the purpose of Rule 20(4)(vii) of the Rules) fixed for determining voting rights of the Members entitled to participate in the remote e-Voting process through the platform provided by NSDL viz., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The voting rights of the Members / Beneficial Owners will be reckoned on the Equity Shares held by them as on Cut-off date Friday, September 16, 2022. Members as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the meeting.

- The remote e-voting period shall commence on Tuesday, September 20, 2022 (at 9:30 a.m. IST) and ends on Thursday, September 22, 2022 (at 5:00 p.m. IST). During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Friday,

September 16, 2022, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

- The Shareholders who wish to cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again, and if casted again, then the same will not be counted. But the members who have not cast their vote on any of the resolutions using the remote e- Voting facility can vote on those resolutions during the AGM. Once the vote on a resolution is casted by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- The remote e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
- Any person, who acquires Shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on September 20, 2022 at 09:30 A.M. and ends on September 22, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 16, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 16, 2022.**

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*





#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and</li> </ol>

Type of shareholders	Login Method
	<p>you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note:

- Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
- Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022- 23058542-43.

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number i.e. 120701 followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 120701 then user ID is 120701001***

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” Number i.e. 120701 in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” Number i.e. 120701 of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kapoorgarg.cs@gmail.com](mailto:kapoorgarg.cs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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 User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL official at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [csco@cordscable.com](mailto:csco@cordscable.com)).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [csco@cordscable.com](mailto:csco@cordscable.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under "Join General Meeting" menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN Number i.e. 120701 of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via

Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Members who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number / folio number, email ID, mobile number at [csco@cordscable.com](mailto:csco@cordscable.com) from September 16, 2022 (9.30 A.M. (IST)) to September 19, 2022 (5.00 P.M. (IST)). The same will be replied by the company suitably.

5. Those Members who have registered themselves as a speaker will only be allowed to speak at the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
6. Members can submit questions with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's e-mail address [csco@cordscable.com](mailto:csco@cordscable.com) at least 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

**General Guidelines for shareholders:**

- Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Corporate Shareholders intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer (KCG and Associates, Company Secretaries), Link Intime India Private Limited and the Company, a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the AGM. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered email address to [kapoorgarg.cs@gmail.com](mailto:kapoorgarg.cs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [csco@cordscable.com](mailto:csco@cordscable.com).

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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 User Details / Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

- The Company has appointed Mr. Kapoor Chand Garg, Practicing Company Secretary (FCS-7145 & COP-7829) as the Scrutinizer to scrutinize the voting at the meeting and remote e-Voting process, in a fair and transparent manner.
- In case of any queries, Members may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 2244 30 and send a request to NSDL official, Ms. Pallavi Mhatre Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM 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 a consolidated scrutinizer’s report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall then be sent to the Chairman or a person authorized in this regard, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
- The Results shall be declared not later than 48 (forty-eight) hours from conclusion of the AGM. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.cordscable.com](http://www.cordscable.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to BSE Limited, Mumbai and The National Stock Exchange of India Limited, Mumbai.
- Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday, September 23, 2022.
- Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants (“DPs”) with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Company’s Registrar and Transfer Agents, i.e. Link Intime India Private Limited.
- With a view to serving the Members better and for administrative convenience, Members who hold shares in identical names and in the same order of names in

more than one folio are requested to write to the Company to consolidate their holdings into one folio.

- In accordance with the circulars issued by MCA and SEBI, owing to the difficulties involved in dispatching of physical copies of the Notice of the AGM and the Annual Report for the year 2021-22, the said documents are being sent only by email to the Members whose e-mail address is registered with the Company or the Depository Participant(s) or Link Intime India Private Limited. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the Annual Report for the year 2021-22 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
    - a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company’s RTA email address **[shamwant.kushwah@linkintime.co.in](mailto:shamwant.kushwah@linkintime.co.in)**.
    - b) For Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
- Further, as per Regulation 36 (1) (c) of the Listing Regulations, hard copy of the full annual report will be given to those shareholders who request for the same.
- Members may also note that the Notice of AGM and the Annual Report for the Financial Year 2021-22 will be available on the Company’s website **[www.cordscable.com](http://www.cordscable.com)**, on the websites of the Stock Exchanges where the Equity Shares of the Company are listed, i.e., **BSE Limited (at [www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited (at [www1.nseindia.com](http://www1.nseindia.com))** and on the website of NSDL at **[www.evoting.nsdl.com](http://www.evoting.nsdl.com)**.
  - Members holding shares in physical mode:
    - (a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company / Link Intime India Pvt. Ltd., if not registered with the Company as mandated by SEBI.
    - (b) are advised to register the nomination in Nomination Form (SH-13) with the company’s Registrar and Transfer Agent i.e. Link Intime India Pvt. Ltd., in respect of their shareholding in the Company.
    - (c) **are requested to register / update their e-mail address with the Company / Link Intime India Pvt. Ltd. for receiving all communications from the Company electronically.**

- Members holding shares in electronic mode:
  - (a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
  - (b) are advised to contact their respective DPs for registering the nomination.
  - (c) **are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.**
- **Non-Resident Indian members** are requested to inform company's Registrar and Transfer Agent i.e. Link Intime India Pvt. Ltd., / respective DPs, immediately of:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- Any request for inspection of 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, maintained under Section 189 of Companies Act, 2013 may please be sent to [cscoc@cordscable.com](mailto:cscoc@cordscable.com).
- The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 17, 2022 to Friday, September 23, 2022 (both days inclusive).
- Relevant documents referred to in the Notice and Explanatory Statement are available for inspection and request regarding the same may please be sent on [cscoc@cordscable.com](mailto:cscoc@cordscable.com).
- The Final Dividend on Preference Shares for the financial year ended March 31, 2022, as recommended by the Board, if approved at the AGM, will be paid on or after Monday, September 26, 2022 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.
- Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of making payment of Final Dividend, if declared by the Shareholders. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.

For Resident Shareholders, TDS shall be deducted under Section 194 of the Income Tax Act, 1961 at rate in force (at present 7.5%) on the amount of Dividend declared and paid by the Company during Financial Year 2021-22, provided Permanent Account Number (PAN) is registered by the Shareholder. If PAN is not registered, TDS would be deducted at rate in force (at present 20%) as per Section 206AA of the Income Tax Act, 1961.

However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by such resident individual during the Financial Year 2021-22 does not exceed Rs.5,000/-. Please note that this includes future dividends, if any, which may be declared by the Company during the Financial Year 2020-21.

Separately, in cases where a Shareholder provides Form 15G (applicable to any resident person other than a company or a firm) / Form 15H (applicable to a resident individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

#### • **Unpaid and Unclaimed Dividend:**

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all Equity Shares on which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred to the Investor Education and Protection Fund (IEPF) authority after complying with the procedure laid down under the said Rules.

Pursuant to the provisions of Sections 124 and 125 of the Act, there is no amount of Dividend remaining unclaimed / unpaid for a period of 7 (seven) years and/or unclaimed Equity Shares which are required to be transferred to the Investor Education and Protection Fund (IEPF).

The Members/Claimants whose shares and unclaimed dividend amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with applicable requisite fee. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

- The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2009-10, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividend lying with the Company as on September 26, 2017 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: <http://cordscable.com/cordscable/corporate.php>. The said details have also been uploaded on the website of the

IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).

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

**Sd/-  
(Garima Pant)  
Company Secretary  
Mem. No. : A28170**

New Delhi  
August 10, 2022

**Registered Office**

94, 1<sup>st</sup> Floor, Shambhu Dayal Bagh Marg,  
Near Okhla Industrial Area Phase-III,  
Old Ishwar Nagar, New Delhi – 110020  
Tel : +91-11-40551200; Fax +91-11-40551281  
Website : [www.cordscable.com](http://www.cordscable.com), E-Mail: [csco@cordscable.com](mailto:csco@cordscable.com)  
CIN : L74999DL1991PLC046092

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

**ITEM NO. 4**

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 26, 2022 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, 2022, at a remuneration amounting ₹ 1,17,700 (Rupees One Lac Seventeen Thousand Seven Hundred 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, the consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 4 for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023 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 4 of this Notice.

**ITEM NO. 5**

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) of the Company had appointed Mr. Parveen Kumar (DIN : 08952635) as an Additional Director of the company, in the category of Non Executive Independent Director, with effect from January 10, 2021. Subsequently, his appointment was confirmed by the shareholders in their meeting held on September 29, 2021 to hold the office up to the date of 31<sup>st</sup> annual general meeting of the Company to be held in calendar year 2022.

As the first tenure of Mr. Parveen Kumar is going to expire on this Annual General Meeting, The Board of Directors on the recommendation of Nomination and Remuneration Committee seeks the consent of Shareholders to appoint Mr. Parveen Kumar as Independent Director, to hold office for second term of five (5) consecutive years. The Company has received a Notice in writing under the provisions of section 160 of the Companies Act, 2013, along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Parveen Kumar, for the office of Director.

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

Mr. Parveen Kumar, Independent Director of the Company, have also given a declaration to the Board that he meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Parveen Kumar (DIN : 08952635) fulfils the conditions specified in the Act and rules made thereunder and the Equity Listing Agreement, for his appointment as an Independent Director of the Company. Copy of documents referred in the proposed resolution shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day and a copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is also available on the website of the Company [www.cordscable.com](http://www.cordscable.com).

Mr. Parveen Kumar has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA') and he is required to undertake online proficiency self-assessment test conducted by IICA within the applicable time frame.

In compliance with provision of Section 149 read with Schedule IV of the Act, the appointment of Mr. Parveen Kumar (DIN : 08952635) 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. Parveen Kumar (DIN : 08952635), 63 Years, Son of Shree Madan Lal was born on April 12, 1959 in Mansa, Punjab (India). He has completed his M.S.C. in Physics in 1981, M. Tech (Instrumentation) in 1994 and PGDM (Finance) from IMT, Ghaziabad in the year 2014. He has worked for a period of 34 years with HINDALCO INDUSTRIES LIMITED, a flagship company of Aditya Birla Group. Currently, Mr. Parveen Kumar is the 50% partner in Art Best Infratech, a partnership firm engaged in fabrication of UPVC Doors & Windows activities and sole proprietor of JINDAL VIV which provides a complete window hardware solution.

The Board considers that the Company would be benefited by his experience and guidance. Pursuant to Section 149 of the Companies Act, 2013 Mr. Parveen Kumar (DIN : 08952635), shall hold office of a Director for a period as mentioned in the accompanying resolution and shall not be liable to retire by rotation.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Parveen Kumar, being an appointee, is concerned or interested (financially or otherwise) in this Resolution. The Board commends the Special resolution set out at item no 5 for the approval of the Members.

Disclosure under SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 with the Stock Exchange is set out in the annexure to the Explanatory Statement.

#### ITEM NO. 6

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) of the Company had appointed Mr. Rahul Mohnot (DIN : 00488475) as an Additional Director of the company, in the category of Non-Executive Independent Director, with effect from June 30, 2021. Subsequently, his appointment was confirmed by the shareholders in their meeting held on September 29, 2021 to hold the office up to the date of 31<sup>st</sup> annual general meeting of the Company to be held in calendar year 2022.

As the first tenure of Mr. Rahul Mohnot is going to expire on this Annual General Meeting, The Board of Directors on the recommendation of Nomination and Remuneration Committee seeks the consent of Shareholders to appoint Mr. Rahul Mohnot as Independent Director, to hold office for second term of five (5) consecutive years. The Company has received a Notice in writing under the provisions of section 160 of the Companies Act, 2013, along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Rahul Mohnot, for the office of Director.

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

Mr. Rahul Mohnot, Independent Director of the Company, have also given a declaration to the Board that he meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Rahul Mohnot (DIN : 00488475) fulfils the conditions

specified in the Act and rules made thereunder and the Equity Listing Agreement, for his appointment as an Independent Director of the Company. Copy of documents referred in the proposed resolution shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day and a copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is also available on the website of the Company [www.cordscable.com](http://www.cordscable.com).

Mr. Rahul Mohnot has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA') and he is required to undertake online proficiency self-assessment test conducted by IICA within the applicable time frame.

In compliance with provision of Section 149 read with Schedule IV of the Act, the appointment of Mr. Rahul Mohnot (DIN : 00488475) 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. Rahul Mohnot, 65 years, is a Fellow member of "The Institute of Chartered Accountants of India" and a Fellow member of "The Institute of Company Secretaries of India". He is a Master degree holder with specialization in Personnel Management and Management Accountancy in the year 1978. He also obtained certificate programme on Corporate Governance from Indian Institute of Corporate Affairs and Advance Management Programme from Harvard Business School, Boston.

Mr. Rahul Mohnot has worked across multiple locations in diversified Businesses of **Aditya Birla Group and Shree Cement Ltd** with experience spanning 37 years ranging from **Grey Cement, Chemicals, Metals, Mining & other allied industries, Textiles and White Cement with Value Added Products**.

In these assignments, he has handled **Greenfield projects, brown field projects, Loans Syndication, Manage Public Issues, Heading as a Project Head and in Operating Plants worked as Head of Finance & Commercial function, CFO**, also successfully lead the team for hiving off various uneconomical manufacturing operations.

In recognition of outstanding contribution, the Chairman Aditya Birla Group conferred with an award "**Outstanding Leader**" in 2013, which entitles for Advance Management Program of 8 weeks duration at Harvard Business School. The citation of the award was "**in identifying and leading strategic initiatives around Greenfield projects, securitization of raw material input and revamping critical logistic infrastructure and successfully leading multiple initiatives across Metals, Chemicals and Cement businesses**".

Mr. Rahul Mohnot has been honored with many awards so far like:

<ul style="list-style-type: none"> <li>• <b>CSR Leadership Award</b> by ABP News at Taj Lands End, Mumbai on 17-2-2016· Leadership Excellence in <b>Corporate Social Welfare/CSR</b> by the Greatest Corporate Leaders of India at Taj Lands End, Mumbai on 14-2-15</li> </ul>
<ul style="list-style-type: none"> <li>• Certificate of Appreciation by National Awards for Manufacturing Competition 2014-15</li> </ul>
<ul style="list-style-type: none"> <li>• Winner of Gold Award for Outstanding Achievement as <b>HR Oriented CEO</b> by Greentech Foundation in 2014.</li> </ul>
<ul style="list-style-type: none"> <li>• Winner of <b>Aditya Birla Group Chairman's Outstanding Leader Award 2013</b></li> </ul>
<ul style="list-style-type: none"> <li>• The McClelland Institute's <b>Outstanding Business Leadership Award Certificate in Dec 2001</b></li> </ul>

The Board considers that the Company would be benefited by his experience and guidance. Pursuant to Section 149 of the Companies Act, 2013 Mr. Rahul Mohnot (DIN : 00488475), shall hold office of a Director for a period as mentioned in the accompanying resolution and shall not be liable to retire by rotation.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Rahul Mohnot (DIN : 00488475), being an appointee, is concerned or interested (financially or otherwise) in this Resolution. The Board commends the Special resolution set out at item no 6 for the approval of the Members.

Disclosure under SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 with the Stock Exchange is set out in the annexure to the Explanatory Statement.

#### ITEM NO. 7

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) of the Company had appointed Mrs. Eila Bhatia (DIN: 09274423), as an Additional Director of the company, in the category of Non-Executive Independent Director, with effect from September 01, 2021. Subsequently, her appointment was confirmed by the shareholders in their meeting held on September 29, 2021 to hold the office up to the date of 31<sup>st</sup> annual general meeting of the Company to be held in calendar year 2022.

As the first tenure of Mrs. Eila Bhatia is going to expire on this Annual General Meeting, The Board of Directors on the recommendation of Nomination and Remuneration Committee seeks the consent of Shareholders to appoint Mrs. Eila Bhatia as Independent Director, to hold office for second term of five (5) consecutive years. The Company has received a Notice in writing under the provisions of section 160 of the Companies Act, 2013, along with a deposit of ₹ 1,00,000/- proposing the candidature of Mrs. Eila Bhatia, for the office of Director.

The Company has also received consent in writing from Mrs. Eila Bhatia, to act as Director in Form DIR-2 and

intimation in Form DIR-8 to the effect that she is not disqualified u/s 164(2) to act as Director.

Mrs. Eila Bhatia, Independent Director of the Company, have also given a declaration to the Board that she meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013. In the opinion of the Board, Mrs. Eila Bhatia (DIN : 09274423) fulfils the conditions specified in the Act and rules made thereunder and the Equity Listing Agreement, for her appointment as an Independent Director of the Company. Copy of documents referred in the proposed resolution shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day and a copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is also available on the website of the Company [www.cordscable.com](http://www.cordscable.com).

Mrs. Eila Bhatia undertook to submit necessary declaration as applicable under Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA') and she will undertake online proficiency self-assessment test conducted by IICA within the applicable time frame.

In compliance with provision of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Eila Bhatia (DIN : 09274423) as an 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:

Mrs. Eila Bhatia, aged about 31 years, holds a Post Graduate degree in MBA (with specialization in Marketing) and a Graduate degree in BA, from Shobhit University and Delhi University respectively. She is proficient in Retail Sales & Vendor Management & has worked for about a decade in this field in the Automobile Industry. She has worked under brands such as Volkswagen, Honda, Hyundai & Kia. Besides, she also has an experience in Career Development as a Trainer & Counselor.

The Board considers that the Company would be benefited by her experience and guidance. Pursuant to Section 149 of the Companies Act, 2013 Mrs. Eila Bhatia (DIN : 09274423), shall hold office of a Director for a period - as mentioned in the accompanying resolution and shall not be liable to retire by rotation.

None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Eila Bhatia (DIN : 09274423), being an appointee, is concerned or interested (financially or otherwise) in this Resolution. The Board commends the Special resolution set out at item no 7 for the approval of the Members.

Disclosure under SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 with the Stock Exchange is set out in the annexure to the Explanatory Statement.

**ITEM NO. 8**

As per the provisions of Sections 42, 55 of the Companies Act, 2013, 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, to the extent notified and in effect and as amended from time to time, the Board of Directors can create, issue, offer and allot Cumulative Compulsory Redeemable Preference Shares on private placement basis, only if approved by the members by way of Special Resolution.

Your Company proposes to create, issue, offer and allot 1,60,000 Cumulative Compulsory Redeemable Preference

Shares of ₹ 100/- each aggregating to ₹ 160,00,000/- (Rupees One Crore and Sixty Lakhs Only) on private placement basis for cash, at par, to Mr. Naveen Sawhney, Managing Director and belonging to the promoters group of the Company, for Working Capital Requirements and General Corporate Purposes. The issuance shall be subject to the regulatory approvals as required.

Given below is a statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, as amended and the terms of the issue:

The size of the issue and number of preference shares to be issued and nominal value of each share	1,60,000 Cumulative Compulsory Redeemable Preference Shares of ₹ 100/- each aggregating to ₹ 160,00,000/- (Rupees One Crore and Sixty Lakhs Only)
The nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non – convertible	Cumulative, Non-Participating, Non Convertible, Redeemable.
The objectives of the issue	To meet Working Capital Requirements and General Corporate Purposes.
The manner of issue of shares	Private Placement basis/ Preferential issue and allotment.
The price at which such shares are proposed to be issued	₹ 100/- per share
The basis on which the price has been arrived at	To be issued at Par
The terms of issue, including terms and rate of dividend on each share, etc.	To be issued and offered on Private Placement basis, to Mr. Naveen Sawhney belonging to Promoter's Group of the Company. The preference shares are proposed to be issued at a rate of dividend as may be decided by the Board in the best interest of the Company but not exceeding 10.00% per annum.
The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The proposed Preference shares shall be redeemed at par, within a period not exceeding 5 years from the date of allotment in accordance with provision of Section 55 of the Act. The Preference Shares are not convertible into equity shares of the Company.
The manner and modes of redemption	The proposed Preference shares shall be redeemed in accordance with the provision of the Companies Act, 2013 or any such other applicable law, rules, and regulations as may be applicable.
The expected dilution in equity share capital upon conversion of preference shares.	Not applicable, since the proposed Preference Shares are Non Convertible in nature.

The Equity shareholding pattern of the Company as on 30th June, 2022\* is as under:

S.No.	Category	Number of Shares	% to Share Capital
1	Promoter	6693347	51.77%
2	Bodies Corporate	769772	5.95%
3	Financial Institution / Bank	215	0.00%
4	Mutual Fund	0	0.00%
5	Insurance Companies	0	0.00%
6	Individual Shareholders holding nominal Share Capital upto Rs.2 Lakh	4071607	31.50%
7	Individual Shareholders holding nominal Share Capital in excess of Rs.2 Lakh	877425	6.79%
8	Others	515414	3.99%

\*Detailed shareholding pattern is available on the website of the Company i.e. [www.cordscable.com](http://www.cordscable.com) and on the website of BSE Ltd. i.e. [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Ltd. i.e. [www.nseindia.com](http://www.nseindia.com).

The above proposed transaction(s), if construed as related party transaction(s) under any applicable law(s) then approval of the members for the above proposed resolution will be deemed to be obtained for the said transaction(s) 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.

Mr. Naveen Sawhney, Managing Director (DIN: 00893704), along with his relatives, deemed to be concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 8 of the accompanying AGM Notice to the extent of shares held, if any and/or having a position as a Managing Director or Key Managerial Personnel in promoters group of the Company. None of the other Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise in the resolution as set out at Item No. 8 of this Notice.

#### ITEM NO. 9

Mr. Naveen Sawhney was appointed as Managing Director of the Company for a period of Three Years w.e.f. July 01, 2019 up till June 30, 2022, by the Board at their meeting held on May 25, 2019 and subsequently his appointment was approved by the Shareholders in their meeting held on September 27, 2019.

As the tenure of Mr. Naveen Sawhney was expired on June 30, 2022, 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 May 26, 2022 approved

the re-appointment of Mr. Naveen Sawhney as Managing Director of the company for the period of three years w.e.f. July 01, 2022 and he shall be liable to retire by rotation.

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

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 and shall be revised as mentioned in the aforesaid resolution w.e.f. July 01, 2022.

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 appointment and payment of remuneration to Mr. Naveen Sawhney as Managing Director of the Company w.e.f. July 01, 2022. A brief profile of Mr. Naveen Sawhney is given below:

**Mr. NAVEEN SAWHNEY**, 70 Years, is a Mechanical Engineer (AMIME) and holds a Post graduate diploma in Marketing Management. He has an experience of more than 50 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

##### I 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 (₹ in Lacs)	<b>Particulars</b>	<b>2021-22</b>	<b>2020-21</b>
		Net Income from Operations	43799.24	32337.00
		Profit Before Tax and Depreciation	1592.54	1327.39
		Depreciation	733.08	708.31
		Profit Before Tax	859.46	619.08
		Tax	222.90	183.55
		Profit After Tax	636.56	435.53
		Equity Capital (face value ₹ 10/-)	1292.78	1292.78

		Preference Share capital (face value Rs.100/-)	—	160.00
		Loan From Director	160.00	—
		Earning per Share (Rs.)	4.91	3.42
5.	Export performance ('In Lacs) and Net Foreign Exchange Collaborations	<b>Particulars</b>	<b>2021-22</b>	<b>2020-21</b>
		Foreign Exchange Earning	747.99	1272.84
		Foreign Exchange Outgo Foreign Exchange Collaborations	10.23	1.15
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, 70 Years, is a Mechanical Engineer (AMIME) and holds a Post graduate diploma in Marketing Management. He has an experience of more than 50 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 entitled for the CTC (Cost to Company) of ₹ 8,96,000/- p.m. 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 management of business and affairs of the Company. This includes broad development of Domestic & International business. He is heading Marketing, Strategic Planning and Sourcing Division. All this coupled with his strong resources management capability makes him fully suitable for the position.

### 5. Remuneration proposed

CTC (Cost to Company) : ₹ 9,41,000/- 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 and Insurance / Medclaim Policy (ies), including premium(s) on self & family, whether existing or new, up to ₹ 15,00,000/- (Rupees Fifteen Lac Only) per annum. Mr. Naveen Sawhney is also entitled to perquisites and Statutory benefits as per company policy which includes Gratuity, Leave Encashment 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 30 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 6094931 (47.1460%) Equity Shares of the Company and had given loan amounting ₹ 1,60,00,000/- to 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), profitability of the Company is adversely impacted primarily due to following reasons:

- Your Company is mainly engaged in the business of manufacturing and sales of wires & cables to be used in industries & projects. There has been an adverse impact due to the overall and broad-based situation arising from COVID-19 restrictions and subsequent volatility in input prices, supply chain disruptions, and turbulent geopolitical situations which had put pressure on the production, sales and profit margins. Thereby, the increase in the net sales and profit margin was not at par with the expectations.

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

Your 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. The company is also exploring new segment of customers in order to enhance the profit margins. Also, your company has been constantly working upon improving its production capacity utilization levels which is expected to provide further improvement to its general working.

#### 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 is expected to improve with the expected improvement in the production capacity utilization levels thereby resulting in better cost absorptions & efficiencies.

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 are concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

Your directors recommend the Special Resolution set out at Item No. 9 of the Notice for your approval.

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

#### ITEM NO. 10

Mr. Sanjeev Kumar was appointed as Whole Time Director of the Company for a period of three years w.e.f. May 30, 2020 by the Board at their meeting held on June 27, 2020 and subsequently his appointment was approved by the Shareholders in their meeting held on September 29, 2020.

Paying due regard to their 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 14, 2022, approved the increase in the remuneration i.e. CTC (Cost to Company) payable to Mr. Sanjeev Kumar, Whole Time Director from ₹ 1,80,000/- p.m. to ₹ 1,96,200/- p.m. w.e.f. November 01, 2021 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. The Board of Directors of the Company is also authorised to vary his remuneration so long as the same revised remuneration is within the prescribed limits laid down under Schedule V of 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 increase the remuneration of Mr. Sanjeev Kumar to ₹ 1,96,200/- p.m. w.e.f. November 01, 2021. A brief profile of Mr. Sanjeev Kumar is given below:

Mr. Sanjeev Kumar (DIN: 07178759), 46 Years, is an aspiring member of Institute of Cost Accountant of India having membership number "26456". He has joined "CORDS" as Manager Cost Control in the year 2012. 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 20 years including an experience of more than 8 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 (₹ in Lacs)	<b>Particulars</b>	<b>2021-22</b>	<b>2020-21</b>
		Net Income from Operations	43799.24	32337.00
		Profit Before Tax and Depreciation	1592.54	1327.39
		Depreciation	733.08	708.31
		Profit Before Tax	859.46	619.08
		Tax	222.90	183.55
		Profit After Tax	636.56	435.53
		Equity Capital (face value ₹ 10/-)	1292.78	1292.78
		Preference Share capital (face value ₹ 100/-)	—	160.00
		Loan From Director	160.00	—
		Earning per Share (₹)	4.91	3.42
5.	Export performance (₹ In Lacs) and Net Foreign Exchange Collaborations	<b>Particulars</b>	<b>2021-22</b>	<b>2020-21</b>
		Foreign Exchange Earning	747.99	1272.84
		Foreign Exchange Outgo Foreign Exchange Collaborations	10.23	1.15
6.	Foreign Investments or Collaborators, if any.	The Company did not have any foreign investments or collaborations.		

**II INFORMATION ABOUT THE APPOINTEE:****1. Background Details**

Mr. Sanjeev Kumar (DIN:07178759), 46 Years, is an aspiring member of Institute of Cost Accountant of India having membership number "26456". He joined "CORDS" as Manager – Cost Control in the year 2012. 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 20 years including an experience of more than 8 years in cable industry.

**2. Past Remuneration**

Mr. Sanjeev Kumar was drawing monthly CTC (Cost to Company) of ₹ 1,50,000/- till December 31, 2019 and perquisites as proposed.

**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 units located at Bhiwadi and is actively involved in monitoring the overall manufacturing operations at Bhiwadi plant and Kaharani. The Board is confident that Mr. Sanjeev Kumar's management capabilities will enable the Company to progress further and he is fully suitable for this position.

**5. Remuneration proposed**

Besides the monthly CTC (Cost to Company) of ₹ 1,80,000/-, Mr. Sanjeev Kumar shall be entitled for perquisites and statutory benefits as per company policy which includes PF, Gratuity, Leave Encashment, 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 units and is actively involved in monitoring the overall manufacturing operations. Considering the general industry and the specific company profile, the proposed remuneration is in line with the industry levels and that of the 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 2020-21 was ₹ 32337.00 Lacs whereas it has achieved turnover of ₹ 43799.24 Lacs during the financial year 2021-22. 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, in respect of the remuneration payable to the managerial person(s), profitability of the Company is adversely impacted primarily due to following reasons:

- Your Company is mainly engaged in the business of manufacturing and sales of wires & cables to be used in industries & projects. There has been an adverse impact due to the overall and broad-based situation arising from COVID-19 restrictions and subsequent volatility in input prices, supply chain disruptions, and turbulent geo-political situations which had put a rather unexpected pressure on the production, sales and profit margins. Thereby, the increase in the net sales and profit margin was not at par with the expectations.

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

Your 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. The company is also exploring new segment of customers in order to enhance the profit margins. Also, your company has been constantly working upon improving its production capacity utilization levels which is expected to provide further improvement to its general working.

**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 is expected to improve with the expected improvement in the production capacity utilization levels thereby resulting in better cost absorptions & efficiencies.

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. 10.

Your directors recommend the Special Resolution set out at Item No. 10 of the Notice for your approval.

**ITEM NO. 11**

Cords Cable Industries Limited (CORDS) is a specialized Control & Instrumentation cable company offering wide range of cable products to multiple industries. CORDS has over 3 decades of rich experience and enjoys a strong brand image in the B2B segment. CORDS designs, develops and manufactures a varied range of Power, Control, Instrumentation, Thermocouple Extension / Compensating and Communication cables. The company's state of the art manufacturing plants are located at Alwar in Rajasthan.

The Company, in the ordinary course of business, have entered into RPTs from time to time which are pre-approved by the Audit Committee and the Board, in their Meeting held on May 29, 2019, and further approved by the Shareholders through the shareholder's Resolution dated September 27, 2019 as per Section 188 of the Companies Act, 2013 and Regulation 23 of the Listing Regulations, with Stem Factory Solutions Private Limited for sale, purchase or supply of goods or materials, leasing of property and availing or rendering of services.

SEBI, vide its circular dated 30th March, 2022, has clarified that a Related Party Transaction approved by the Audit Committee prior to 1st April, 2022, which continues beyond

this date and if it becomes material as per the materiality threshold, requires approval of the shareholders. For this purpose, a transaction with a Related Party shall be considered "material", if such transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed ₹ 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower".

Though the transaction with Stem Factory Solutions Private

Limited, {who is related party within the meaning of Section 2 (76) of the Companies Act, 2013 ('the Act')} is in the ordinary course of business, not exceeding the threshold limits and on an arm length basis i.e. transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest. However, keeping in view the interest of the stakeholders, the consent of the members is sought for approving the matter as set out in Item No. 11 as Ordinary Resolution at the ensuing Annual General Meeting of the Company.

**The relevant information pertaining to transactions with**

**Stem Factory Solutions Private Limited as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI circular vide. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below:**

S. No.	Particular	Details
1	Name of Related Party	Stem Factory Solutions Private Limited (Mr. Varun Sawhney, Director)
2	Nature of Relationship with the company	Mr. Varun Sawhney, is the Son of Mr. Naveen Sawhney and designated as Vice President (Marketing, IT & HR) in CORDS.
3	Type, material terms and particulars of the proposed transactions	In view of sale, purchase or supply of goods or materials, leasing of property and availing or rendering of services, no other material term or particulars of contract of arrangement are applicable for disclosure.
4	Tenure of the proposed transactions	Recurring Transactions for a duration of three financial years commencing from financial year 2022-23 to financial year 2024-25
5	Value of the proposed transactions	Maximum value of transactions is ₹ 50 crore in each Financial Year.
6	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	11.42%
7	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary <ul style="list-style-type: none"> <li>i) details of the source of funds in connection with the proposed transactions</li> <li>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> <li>- nature of indebtedness</li> <li>- cost of funds</li> <li>- tenure</li> </ul> </li> <li>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</li> </ul>	Not Applicable, as the transaction does not relate to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary

S. No.	Particular	Details
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs	
8	Justification as to why the RPTs are in the interest of the listed entity	CORDS has been mainly catering to the requirements of the project authorities and institutions, directly. On the other hand, Stem Factory Solutions Pvt. Ltd. is in the market for catering to the requirements of electrical dealers. Therefore, it is an advantageous opportunity for CORDS to enter into new market with low risk and high volumes. The company would also be able to leverage its brand in retail segment and also expand its market share in high profit margin's segment.
9	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
10	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPTs on a voluntary basis	N.A.
11	Name of the Director or KMP who is related, if any	Mr. Naveen Sawhney, Managing Director, Cords Cable Industries Limited.
12	Whether the transactions have been approved by the Board of Directors	Yes. The Audit Committee has at its Meeting held on August 10, 2022 has granted its approval. Based on the recommendations of the Audit Committee, the Board of Directors has at its Meeting held on August 10, 2022 has recommended the Ordinary Resolution to the Members for their approval.
13	Any other information relevant or important for the Members to make a decision on the proposed transactions	The respective contracts or arrangements are proposed at arm's length basis and all factors relevant to the respective contracts have been considered by the Board.

The annual value of the transactions proposed is estimated on the basis of the Company's current transactions and future business projections.

The Board is of the opinion that the transactions of sale, purchase or supply of goods or materials and availing or rendering of services with Stem Factory Solutions Private Limited are in the best interest of the Company.

The documents related to contracts or arrangements proposed to be entered with related parties shall remain open for inspection by the members at the registered office of the Company during normal business hours on any working day.

Save and except, Mr. Naveen Sawhney, Managing Director of the Company and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

As per second proviso to section 188 (1) of the Companies Act 2013, if any member is a related party in any contract

or arrangement, then that party shall not vote in the special resolution, wherein such contract or arrangement is considered for approval.

The Board commends the resolution set out at Item No. 11 of the notice for the approval of members in general meeting.

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

**Sd/-  
(Garima Pant)  
Company Secretary  
Mem. No. : A28170**

New Delhi  
August 10, 2022

**Registered Office**

94, 1<sup>st</sup> Floor, Shambhu Dayal Bagh Marg,  
Near Okhla Industrial Area Phase-III,  
Old Ishwar Nagar, New Delhi – 110020  
Tel : +91-11-40551200; Fax +91-11-40551281  
Website : [www.cordscable.com](http://www.cordscable.com), E-Mail: [csco@cordscable.com](mailto:csco@cordscable.com)  
CIN : L74999DL1991PLC046092

**Details of Directors retiring by rotation / appointment / re-appointment at the ensuing Annual General Meeting**

S. No.	Particulars	Re- Appointment	Re- Appointment	Appointment	Appointment	Appointment
1	<b>Name of Director</b>	<b>Mr. Naveen Sawhney (DIN: 00893704)</b>	<b>Mr. Sanjeev Kumar (DIN : 07178759)</b>	<b>Mr. Parveen Kumar (DIN 08952635)</b>	<b>Mr. Rahul Mohnot (DIN 00488475)</b>	<b>Mrs. Eila Bhatia (DIN 09274423)</b>
2	<b>Designation</b>	Managing Director	Whole Time Director	Independent Director	Independent Director	Independent Director
3	<b>Date of Birth</b>	March 20, 1952	08-Jun-76	April 12, 1959	September 2, 1956	October 5, 1990
4	<b>Nationality</b>	Indian	Indian	Indian	Indian	Indian
5	<b>Date of First appointment on the Board</b>	April 1, 1995	30-May-15	January 10, 2021	June 30, 2021	September 1, 2021
6	<b>Shareholding (as on March 31, 2022)</b>	No(s) 60,94,931 Equity Shares of Rs. 10/- each.	Nil	Nil	Nil	Nil
7	<b>Qualification/ Nature of Expertise</b>	Mechanical Engineer (AMIME) and holds a Post graduate diploma in Marketing Management.	Qualified member of Institute of Cost Accountants of India.	Post Graduate (M.S.C.) in Physics in 1981, M. Tech (Instrumentation) in 1994 and PGDM (Finance) from IMT, Ghaziabad in the year 2014	Fellow member of "The Institute of Chartered Accountants of India" and a Fellow member of "The Institute of Company Secretaries of India". He is a Master degree holder with specialization in Personnel Management and Management Accountancy in the year 1978. He also obtained certificate programme on Corporate Governance from Indian Institute of Corporate Affairs and Advance Management Programme from Harvard Business School, Boston.	Post Graduate degree in MBA (with specialization in Marketing) and a Graduate degree in BA, from Shobhit University and Delhi University respectively
8	<b>Disclosure of relationships between directors (inter-se)</b>	Executive Director (not related with other Executive and Independent Directors)	Executive Director (not related with other Executive and Independent Directors)	Non Executive - Independent Director (not related with other Executive and Independent Directors)	Non Executive - Independent Director (not related with other Executive and Independent Directors)	Non Executive - Independent Director (not related with other Executive and Independent Directors)
9	<b>Brief Resume / The skills and capabilities required for the role and the manner in which the proposed person meets such requirements.</b>	<b>Mr. Naveen Sawhney (DIN 00893704)</b> , 70 Years, is a Mechanical Engineer (AMIME) and holds a Post graduate diploma in Marketing Management. He has an experience of more than 50 years in the Cable Industry. He started his career with Delton Cables Limited as a Supervisor in the Quality Control Department in	<b>Mr. Sanjeev Kumar (DIN: 07178759)</b> , 46 Years, is an aspiring member of Institute of Cost Accountant of India having membership number 26456. He has joined "CORDS" as Manager Cost Control in the year 2012. He is young, motivated, enthusiastic, creative and dynamic personality. He possesses good entrepreneur skills of	<b>Mr. Parveen Kumar (DIN : 08952635)</b> , 63 Years, Son of Shree Madan Lal was born on April 12, 1959 in Mansa, Punjab (India). He has completed his M.S.C. in Physics in 1981, M. Tech (Instrumentation) in 1994 and PGDM (Finance) from IMT, Ghaziabad in the year 2014. He has worked for a period of 34 years with HINDALCO	<b>Mr. Rahul Mohnot (DIN : 00488475)</b> , 65 years, is a Fellow member of "The Institute of Chartered Accountants of India" and a Fellow member of "The Institute of Company Secretaries of India". He is a Master degree holder with specialization in Personnel Management and Management Accountancy in the year 1978. He also obtained certificate	<b>Mrs. Eila Bhatia, (DIN : 09274423)</b> aged about 31 years, holds a Post Graduate degree in MBA (with specialization in Marketing) and a Graduate degree in BA, from Shobhit University and Delhi University respectively.

S. No.	Particulars	Re- Appointment	Re- Appointment	Appointment	Appointment	Appointment
		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.	managing business activities. He has a total work experience of around 20 years including an experience of more than 8 years in cable industry.	INDUSTRIES LIMITED, a flagship company of Aditya Birla Group. Currently, Mr. Parveen Kumar is the 50% partner in Art Best Infratech, a partnership firm engaged in fabrication of UPVC Doors & Windows activities and sole proprietor of JINDAL VIV which provides a complete window hardware solution.	programme on Corporate Governance from Indian Institute of Corporate Affairs and Advance Management Programme from Harvard Business School, Boston. Mr. Rahul Mohnot has worked across multiple locations in diversified Businesses of <b>Aditya Birla Group and Shree Cement Ltd</b> with experience spanning 37 years ranging from <b>Grey Cement, Chemicals, Metals, Mining &amp; other allied industries, Textiles and White Cement</b> with <b>Value Added Products</b> . In these assignments, he has handled Greenfield projects, brown field projects, Loans Syndication, Manage Public Issues, Heading as a Project Head and in Operating Plants worked as Head of Finance & Commercial function, CFO, also successfully lead the team for hiving off various uneconomical manufacturing operations. In recognition of outstanding contribution, the Chairman Aditya Birla Group conferred with an award "Outstanding Leader" in 2013, which entitles for Advance Management Program of 8 weeks duration at Harvard Business School. The citation of the award was "in identifying and leading strategic initiatives around Greenfield projects, securitization of raw material input and revamping critical logistic infrastructure and successfully leading multiple initiatives across Metals, Chemicals and Cement businesses".	

S. No.	Particulars	Re- Appointment	Re- Appointment	Appointment	Appointment	Appointment
10	<b>Name of the Listed entity in which person also holds Directorship.</b>	Cords Cable Industries Limited	Cords Cable Industries Limited	Cords Cable Industries Limited	Cords Cable Industries Limited	Cords Cable Industries Limited
11	<b>Name of the Listed entity in which person also holds the membership of committees of the Board in which he/she holds Directorship.</b>	Cords Cable Industries Limited - *Board *Committee of Directors *Audit Committee *Stakeholder Relationship Committee *Corporate Social Responsibility Committee	Cords Cable Industries Limited - *Board *Committee of Directors	Cords Cable Industries Limited - *Board *Audit Committee *Stakeholder Relationship Committee *Corporate Social Responsibility Committee *Nomination and Remuneration Committee	Cords Cable Industries Limited - *Board *Audit Committee *Stakeholder Relationship Committee *Corporate Social Responsibility Committee *Nomination and Remuneration Committee	Cords Cable Industries Limited- *Board
12	<b>Resignation details in the listed entities during last three years.</b>	Nil	Nil	Nil	Nil	Nil

for Cords Cable Industries Limited

New Delhi  
August 10, 2022

**Naveen Sawhney**  
Managing Director



**Cords Cable Industries Limited**

Registered Office : 94, 1st Floor, Shambhu Dayal Bagh Marg,  
Near Okhla Industrial Area, Phase-III, Old Ishwar Nagar, New Delhi-110020