



## CORDS CABLE INDUSTRIES LIMITED

CIN : L74999DL1991PLC046092

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

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

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

### NOTICE

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the Members of Cords Cable Industries Limited will be held on **Friday, September 28, 2018 at 03.30 p.m.** at International Society for Krishna Consciousness (ISKON), Hare Krishna Hills, Sant Nagar Main Road, East of Kailash, New Delhi 110065 to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon and in this regard, pass the following resolutions as an Ordinary Resolutions:

**“RESOLVED THAT** the audited financial statement of the company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby considered and adopted.”

2. To declare dividend on No(s) 1,60,000 Non Convertible Cumulative Preference Shares @10% p.a. for the F.Y. ended on March 31, 2018 and in this regard, pass the following resolutions as an Ordinary Resolutions:

**“RESOLVED THAT** pursuant to the recommendation made by the Board of Directors, dividend @10% on No(s) 1,60,000 Non Convertible Cumulative Preference Shares @10% p.a. be and are hereby declared for the F. Y. ended on March 31, 2018 and be paid to the preference shareholders.”

3. 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 Resolutions:

**“RESOLVED THAT** Mr. Sanjeev Kumar (DIN 07178759), who retires by rotation at this 27<sup>th</sup> Annual General Meeting, be and is hereby re- appointed as a Director of the Company.”

#### SPECIAL BUSINESS:

4. 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 and subject to the approval of Members of the Company, consent of the Board of Directors be and are hereby accorded to approve regularization and 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 May 30, 2018 to May 29, 2020 as under:

Salary	Gross Salary at the rate of Rs. 1,08,200/- (Rupees One Lac Eight Thousand Two Hundred Only) per month.
Contribution to Provident Fund	Contribution to the Provident Fund as per the Rules of the Company, presently Rs 1800/- p.m.
Helper Allowance	Helper Allowance incurred by the appointee will be reimbursed subject to the maximum of Rs. 10,000/-p.m.
Gratuity	Gratuity payable as per the rules of the Company.
Leave Encashment	Encashment of leave as per the rules of the Company.
Telephone	Mobile phone facility will be provided
Car Running & Maintenance Cost	Cost shall be reimbursed as per the rules of the Company.

**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.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 the remuneration payable to M/s S. Chander & Associates, Cost Accountants (Firm Registration No 100105), appointed by the Board of Directors as Cost Auditors to conduct the audit of cost accounting records of the Company maintained under Companies (Cost Records and Audit) Rules, 2014 and (Cost Records and Audit) Amendment Rules, 2014, for the Financial Year 2018-19 at a remuneration of Rs. 1,07,000/- (Rupees One Lac Seven Thousand only) and out of pocket expenses incurred in connection with the aforesaid audit and other applicable taxes, be and is hereby ratified and confirmed.”

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

**“RESOLVED THAT** in supersession of the Special Resolution passed by the Members of the Company in their 23<sup>rd</sup> Annual General Meeting held on September 22, 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 the consent of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to borrow from time to time any amount, secured or unsecured, as it may deem requisite for the purpose of the business of the Company, notwithstanding that the amount to be borrowed together with the amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) would exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount which may be borrowed shall not exceed the sum of Rupees 500 crores (Rupees five hundred crores only) outstanding at any point of time.

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

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and other things as it may in its absolute discretion deem fit,

required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution.”

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

**Sd/-**  
**(Garima Pant)**  
**Company Secretary**  
**ACS-28170**

New Delhi  
August 13, 2018

**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 +91-11-40551280/81  
Website : [www.cordscable.com](http://www.cordscable.com), E-Mail: ccil@cordscable.com  
CIN : L74999DL1991PLC046092

**NOTES:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting (“Meeting”) is annexed hereto.
2. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours (48) before the commencement of the Meeting.**  
**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.**
3. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive).

6. In terms of the provisions of Section 152 of the Act, Shri Sanjeev Kumar, retires by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company recommend his re-appointment.
7. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with, vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of M/s Alok Misra & Co. Chartered Accountants, as Statutory Auditors, who were appointed in the 25<sup>th</sup> Annual General Meeting held on September 30, 2016.
8. Details of Directors retiring by rotation / seeking re-appointment at the ensuing Meeting are provided in the "Annexure" to the Notice. Requisite declarations have been received from the Directors for seeking appointment / reappointment.
9. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. 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 will be available for inspection at the Annual General Meeting.
11. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) between 02:30 p.m. to 04:30 p.m. up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
12. The Final Dividend on Preference Shares for the financial year ended March 31, 2018, as recommended by the Board, if approved at the AGM, will be paid on or after Monday, October 01, 2018 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.
13. 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
14. 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 dividends 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).
15. a) **Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2017-18, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. October 31, 2017. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: [http://cordscable.com/cordscable/media/List of shareholder for IEPF transfer.pdf](http://cordscable.com/cordscable/media/List%20of%20shareholder%20for%20IEPF%20transfer.pdf). 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). No claim shall be entertained against the company for the amount so transferred.**  
 b) **Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Company Secretary for lodging claim for refund of shares and / or dividend from the IEPF Authority.**
16. **SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.**
17. 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.**

18. 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.**

19. **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.

20. Members seeking any information with regard to the Accounts are requested to write to the Company at least 7 days prior to the date of meeting to the Company Secretary at the Registered Office of the Company, so as to enable the Management to keep the information ready at the Meeting.

21. The Notice of the Annual General Meeting along with the Annual Report 2017-18 and Attendance Slip are being sent by electronic mode to those Members whose e-mail addresses are registered with the Depositories, unless any member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may also note that the aforesaid documents are also available on the Company's website **www.cordscable.com** for download. Members who have received the Notice of AGM, Annual Report & Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled attendance slip at the Registration counter at the AGM.

22. **Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), Regulation 44 of the Listing Regulations

and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to offer e- voting facility to the members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice convening the 27<sup>th</sup> Annual General Meeting to be held on Friday, September 28, 2018, through Central Depository Services (India) Limited (CDSL). It is hereby clarified that e-voting is optional and members, who have not cast their vote by e-voting, may physically vote at the Annual General Meeting at their discretion.

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

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

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

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period commences on Tuesday, September 25, 2018 (9:30 am) and ends on Thursday, September 27, 2018 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 21, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:
- For Members holding shares in Demat Form and Physical Form



PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN i.e. <180730026> of **CORDS CABLE INDUSTRIES LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

#### **General Instructions:**

- The e-voting period commences on Tuesday, September 25, 2018 at 09:30 a.m. and ends on

Thursday, September 27, 2018 at 5:00 p.m. During this period, the shareholders of the Company, holding shares either in physical form or dematerialised form, as on the cut-off date i.e. Friday, September 21, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 PM on September 27, 2018.

- Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, September 21, 2018 may follow the same instructions as mentioned above for E- voting.
- The voting right of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, September 21, 2018. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again. At the end of remote e-voting period, the facility shall forthwith be blocked
- Mr. Kapoor Chand Garg, Practicing Company Secretary (FCS-7145 & COP-7829), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- Notice of the meeting is also displayed at [www.cordscable.com](http://www.cordscable.com)
- The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company ([www.cordscable.com](http://www.cordscable.com)) and on the website of CDSL ([www.cdslindia.com](http://www.cdslindia.com)) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges i.e. NSE and BSE Limited.

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

As required by Section 102 of the Companies Act, 2013 (ACT), the following explanatory statement set out all material facts relating to the business mentioned under Item No. 04 to 06 of accompanying notice.

### **ITEM NO. 4**

Mr. Sanjeev Kumar was appointed as a Whole Time Director of the Company for a period of Five Years w.e.f. May 30, 2015, by the Board at their meeting held on May 30, 2015. The Board has also approved his remuneration for a period of three years which was expired on May 29, 2018. His appointment and remuneration subsequently, was approved by the Shareholders in their 24<sup>th</sup> Annual General Meeting held on September 30, 2015 and he shall be liable to retire by rotation.

As the approval of his remuneration was expired on May 29, 2018, 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 28, 2018, approved regularization and increase in the salary payable to Mr. Sanjeev Kumar, Whole Time Director of the company from Rs. 86,950/- p.m. to Rs. 1,08,200/- (i.e. revision in cost to company from Rs. 1 Lac p.m. to Rs. 1.20 Lacs p.m.) for remaining period of his tenure i.e. for two (2) years commencing from May 30, 2018 to May 29, 2020 without any change in other terms & conditions of their perquisites.

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

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

Mr. Sanjeev Kumar (DIN: 07178759), 42 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 posses good entrepreneur skills of managing business activities. He has a total work experience of around 15 years including an experience of more than 5 years in cable industry.

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

**GENERAL INFORMATION:**

1.	Nature of Industry :	Cable Industry		
2.	Date or Expected Date of Commencement of Commercial Production.	Company is in existence since 1991.		
3.	In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.		
4.	Financial performance based on given indicators (Rs. in Lacs)	<b>Particulars</b>	<b>2017-18</b>	<b>2016-17</b>
		Net Income from Operations	36537.88	32340.92
		Profit Before Tax and Depreciation	1427.40	1306.35
		Depreciation	506.04	521.26
		Profit Before Tax	921.36	785.09
		Tax	295.17	267.90
		Net Comprehensive Income	(1.96)	(6.80)
		Profit After Tax	624.23	510.39
		Equity Capital (face value Rs. 10/-)	1292.78	1292.78
		Preference Share capital (face value Rs.100/-)	160.00	160.00
5.	Export performance (Rs. In Lacs) and Net Foreign Exchange Collaborations	<b>Particulars</b>	<b>2017-18</b>	<b>2016-17</b>
		Foreign Exchange Earning	621.75	601.68
		Foreign Exchange Outgo Foreign Exchange collaborations	186.99	273.47
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), 42 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 15 years

including an experience of more than 5 years in cable industry.

**2. Past Remuneration**

Mr. Sanjeev Kumar was drawing consolidated monthly salary of Rs. 86,950/- p.m. w.e.f. February 01, 2017 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 unit located at Bhiwadi and is actively involved in monitoring the overall manufacturing operations at Bhiwadi plant as well as the new unit at Kaharani. The Board is confident that Mr. Sanjeev 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 remuneration of Rs. 1,08,200/- p.m., Mr. Sanjeev Kumar shall be entitled for perquisites and statutory benefits as per company policy which includes PF, Gratuity, Leave Encashment, Telephone, Helper, Allowance & Car running and maintenance cost 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 2016 - 2017 was Rs. 32,340.92 Lacs whereas it has achieved turnover of Rs. 36,537.88 Lacs during the financial year 2017 - 2018. Mr. Sanjeev Kumar has significantly contributed in the growth of the Company. **(As Remuneration of Mr. Sanjeev Kumar is placed for shareholders approval)**

**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

Your company has been earning profits since inception. However, for determining the net profits under section 198 of the Companies Act, 2013 in order to ascertain the limit for overall maximum managerial remuneration, following are the reasons which can be attributed towards earning inadequate profits in accordance to the meaning therein:

- Upward variation in the raw material prices had impacted the overall raw material consumption and thus causing some contraction in the gross margins.
- The industry has been witnessing long working capital cycle, along with some disruptions in the same, partly due to the implementation of GST. Changes in the working capital cycle impacts the overall finance costs.

#### 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. Your company is making renewed focus on further controlling input materials cost per unit of product whilst meeting all relevant quality standards. In addition, the company is taking adequate measures in order to further control scrap generation aided by further cuts in non-essential overheads to improve cost-competitiveness. Your company is further expected to enhance its capacity utilization for better overhead recovery with bottom-line focused order booking.

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

The long term outlook for the wire & cable industry, especially the Control & Instrumentation cables, is expected to be favourable with the renewed push given to infrastructure development coupled with strong investments across sectors including steel, real estate, airport modernization, railways, ports, hydrocarbons, refineries etc.

As your Company is engaged majorly into Control & Instrumentation cable manufacturing, hence the demand is likely to expand as investments in new projects and modernization of existing ones is

expected to entail higher turnover of the Company which shall likely facilitate in improving the profitability of the your Company. Since there is expected to be no dearth of orders and of upcoming potential approvals especially from metro-rails, freight corridors, hydrocarbons including oil & gas, refineries, chemicals, fertilizers, LPG bottling, etc., your Company expects increase in its profits in line with the increase in its productivity and market penetration.

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.4.

Your directors recommend the Special Resolution set out at Item No. 4 of the Notice for your approval.

#### ITEM NO. 5

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 28, 2018 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, 2019, at a remuneration amounting Rs. 1,07,000 (Rs. One Lac Seven Thousand only) plus taxes as applicable and out of pocket expenses, if any. In terms of the provisions of Section 148 (3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Audit shall be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 5 for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2019 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 5 of this Notice.

#### ITEM NO. 6

The members of the Company at their 23rd Annual General Meeting held on September 22, 2014 authorised the Board



of Directors in term of section 180(1) (c) of the Companies Act, 2013, by way of Special Resolution, to make borrowing over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with amount already borrowed and outstanding at any point of time shall not be in excess of Rs. 300 Crores (Rupees Three Hundred Crores).

With a view to meet out the fund requirements of the company it was proposed to authorize the Board of Directors of the company to borrow money up to a total amount of Rs. 500 Crores.

It is, therefore, necessary for the members to pass a special resolution under section 180(1)(c) and other applicable provisions of the companies act, 2013 as set out in item no. 6 of the Notice to enable the Board of Directors or committee thereof to borrow money in excess of the aggregate of the paid up share capital, free reserves & securities premium of the company, respectively, up to the said limits. Further Board of directors may create charge on properties of the company for the purpose of borrowings as above.

The Board recommends the resolutions set out at Item Nos. 06 for the approval of the members of the Company.

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

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

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

**Sd/-**  
**(Garima Pant)**  
**Company Secretary**  
**ACS-28170**

New Delhi  
August 13, 2018

**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 +91-11-40551280/81  
Website : [www.cordscable.com](http://www.cordscable.com), E-Mail: [ccil@cordscable.com](mailto:ccil@cordscable.com)  
CIN : L74999DL1991PLC046092

***Annexure to the Notice of Annual General Meeting***

**Details of Directors retiring by rotation / appointment / re-appointment at the ensuing Annual General Meeting**

<b>S. No.</b>	<b>Particulars</b>	<b>Re- appointment</b>
1	<b>Name of Director</b>	Mr. Sanjeev Kumar (DIN : 07178759)
2	<b>Designation</b>	Whole Time Director
3	<b>Date of Birth</b>	08.06.1976
4	<b>Date of First appointment on the Board</b>	30.05.2015
5	<b>Shareholding</b> (as on 31.03.2018)	Nil
6	<b>Qualification/ Nature of Expertise</b>	Member of Institute of Cost Accountant of India having membership number 26456
7	<b>Disclosure of relationships between directors (inter-se)</b>	Executive Director (not related with other Executive and Independent Directors)
8	<b>Brief Resume</b>	Mr. Sanjeev Kumar (DIN : 07178759), 42 Years, is an aspiring member of Institute of Cost Accountant of India having membership number 26456. He is young, motivated, enthusiastic, creative and dynamic personality. He possesses good entrepreneur skills of managing business activities. He has a total work experience of around 15 years including an experience of more than 5 years in cable industry.
9	<b>Name of the Listed entity in which person also holds the directorship</b>	1. Cords Cable Industries Limited
10	<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>	1. Cords Cable Industries Limited - *Board *Committee of Directors

## Route Map for Annual General Meeting



