



## 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

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

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

### NOTICE

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of Cords Cable Industries Limited will be held on **Friday, September 27, 2019 at 03:00 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:

- To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2019, 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, 2019 and the reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby considered and adopted.”
- To declare dividend on No(s) 1,60,000 Cumulative Redemable Non-Convertible Preference Shares @10% p.a. for the F.Y. ended on March 31, 2019 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 Cumulative Redeemable Non-Convertible Preference Shares @10% p.a. be and are hereby declared for the F. Y. ended on March 31, 2019 and be paid to the preference shareholders.”
- To appoint a Director in place of Mr. Naveen Sawhney (DIN 00893704), 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. Naveen Sawhney (DIN 00893704), who retires by rotation at this 28<sup>th</sup> Annual General Meeting, be and is hereby re- appointed as a Director of the Company.”

#### SPECIAL BUSINESS:

- To consider and if though fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:  
**“RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 the remuneration payable to M/s S. Chander & Associates, Cost Accountant (Firm Registration No 100105), appointed by the Board of Directors as Cost Auditors to conduct the audit of cost accounting records of the Company maintained under Companies (Cost Records and Audit) Rules, 2014 and (Cost Records and Audit) Amendment Rules, 2014, for the Financial Year 2019-20 at a remuneration of ₹ 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.”
- 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.”

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

**RESOLVED THAT** pursuant to the provisions of 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, 2019, at a remuneration mentioned herein below, with liberty to the Board of Directors of the Company to increase, alter and vary, without further reference to the Members, the terms and conditions of the said appointment including the remuneration, in such manner, as may be agreed to between the Board of Directors and Mr. Naveen Sawhney.

Salary	Consolidated Salary at the rate of ₹ 8,96,000/- (Rupees Eight Lac Ninety Six Thousand only) per month.
Commission	Commission not exceeding 1% of the net profits of the Company, subject to the approval by the Board of Directors of the Company or any Committee thereof constituted in this regard.
Contribution to Provident and other Fund	Contribution to the Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company.
Leave Travel Concession	For self and the family once a year in accordance with the rules of the Company.
Gratuity	Gratuity payable as per the rules of the Company.
Leave Encashment	Encashment of leave at the end of the tenure as per the rules of the Company.
Car	The Managing Director will be provided with a car and a driver.
Telephone	Free land line telephone and mobile phone facility will be provided.

**RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. 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.”

7. 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 (Cost to company) of Mr. Sanjeev Kumar (DIN 07178759), Whole Time Director of the Company from ₹1,20,000/- p.m. to ₹ 1,50,000/- p.m. w.e.f. June 01, 2019 for the remaining period of his tenure as Whole Time Director i.e. till May 29, 2020 as under:

Salary	Gross Salary at the rate of ₹ 1,38,200/- (Rupees One Lac Thirty Eight Thousand Two 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 salary paid by the appointee will be reimbursed subject to the maximum of ₹ 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	Free land line telephone and mobile phone facility will be provided.

**RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Sanjeev Kumar (DIN 07178759), the minimum remuneration shall be paid in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of the company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

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

Sd/-  
(Garima Pant)  
Company Secretary  
A-28170

New Delhi  
August 13, 2019

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 showing the directions to reach the venue of the Meeting are annexed hereto.
4. Corporate members intending to send their authorised representative(s)/ proxies 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 21, 2019 to Friday, September 27, 2019 (both days inclusive).
6. In terms of the provisions of Section 152 of the Act, Shri Naveen Sawhney, is liable to retire 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, 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 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, 2019, as recommended by the Board, if approved at the AGM, will be paid on or after Monday, September 30, 2019 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 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. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):**

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

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.
16. Members holding shares in physical form are requested to consider converting their share certificates into dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Registrar and Share Transfer Agent for any assistance in this regard.
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 2018-19 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](http://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. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively.

**23. Voting through electronic means:**

- In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended to date and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Link Intime India Private Limited, on all the resolutions set forth in this Notice convening the 28<sup>th</sup> Annual General Meeting to be held on Friday, September 27, 2019. The instructions for e-Voting are given herein below. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if they have been passed at the AGM.
- The facility for voting through ballot paper shall also be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right to vote at the Annual General Meeting.
- 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.
- The Members who have cast their vote by remote e-Voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.

**E-VOTING INSTRUCTIONS:**

The way to vote electronically on Link Intime India Private Limited e-Voting system are mentioned below:

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
  - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
  - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company.

5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	<b>For Shareholders holding shares in Demat Form or Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (last four digits) as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>• Please enter the DOB/ DOI or Bank Account number in order to</li> <li>• register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" i.e. 190183 of the company.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.  
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.  
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at the email address: [kapoorgarg.cs@gmail.com](mailto:kapoorgarg.cs@gmail.com) / [kapoor@kcgindia.com](mailto:kapoor@kcgindia.com) with a copy marked to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)
- 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.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
- They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.
- Members holding Shares in either physical or de-materialized form as on the Cut-Off Date i.e., Friday, September 20, 2019, may cast their votes electronically. The e-Voting period for the Members who hold shares as on the Cut-Off Date commences from 9.30 a.m. on Tuesday, September 24, 2019 and ends at 5.00 p.m. on Thursday, September 26, 2019. The remote e-Voting module shall be disabled by Link Intime India Pvt. Ltd. for voting thereafter.
- The voting rights of the members (for voting through remote e-Voting or by Poll at the Meeting) shall be in proportion to their share of the paid-up equity share capital of the Company as on Friday, September 20, 2019

("Cut-Off Date"). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the meeting.

- 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 20, 2019, may refer the instavote e-Voting instructions and generate their own password. However, if you are already registered with Link Intime India Pvt. Ltd. on e-Voting system of LIPL:<https://instavote.linkintime.co.in>, then you can use your existing user ID and password for casting your vote.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses who are not in the employment of the Company and make not later than 48 hours of conclusion of the Meeting, 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.
- The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website ([www.cordscable.com](http://www.cordscable.com)) and on the website of Link Intime India Pvt. Ltd., i.e. LIPL:<https://instavote.linkintime.co.in>, immediately after the results is declared and communicated to the Stock Exchanges where the equity shares of the Company are listed i.e. NSE and BSE Limited.
- Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e. Friday, the September 27, 2019.

#### **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 29, 2019 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, 2020, at a remuneration amounting ₹ 1,07,000 (₹ 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 Auditor 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. 4 for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020 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**

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, enters into transactions with Stem Factory Solutions Private Limited for sale, purchase or supply of goods or materials, leasing of property and availing or rendering of services.

Further, pursuant to Section 188 of Companies Act, 2013 and rule made thereunder, the above said transaction if entered into by the company 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. 5 as Ordinary Resolution at the ensuing Annual General Meeting of the Company.

In terms of Explanation (3) appended to Rule 15 (3) of the said Rules, the under-noted information is of relevance:

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:



Particulars	Information
Name of the Related Party	Stem Factory Solutions Private Limited (Mr. Varun Sawhney, Director)
Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Naveen Sawhney, Managing Director, Cords Cable Industries Limited.
Nature of Relationship	Mr. Varun Sawhney, is the Son of Mr. Naveen Sawhney and designated as Vice President (Marketing, IT & HR) in CORDS.
Nature, Material terms of the Contracts / arrangements / 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.
Monetary Value (maximum amount each Financial Year)	₹ 50 crore
Whether the transactions have been approved by the Board of Directors	Yes. The Audit Committee has at its Meeting held on August 13, 2019 has granted its approval. Based on the recommendations of the Audit Committee, the Board of Directors has at its Meeting held on August 13, 2019 has recommended the Ordinary Resolution to the Members for their approval.
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 directors as mentioned hereinabove 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 re-commends the resolution set out at Item No. 5 of the notice for the approval of members in general meeting.

#### ITEM NO. 6

Mr. Naveen Sawhney was appointed as Managing Director of the Company for a period of Three Years w.e.f. July 01, 2016 up till June 30, 2019, by the Board at their meeting held on May 30, 2016 and subsequently his appointment was approved by the Shareholders in their meeting held on September 30, 2016.

As the tenure of Mr. Naveen Sawhney was expired on June 30, 2019, 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 29, 2019 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, 2019 and he shall be liable to retire by rotation.

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. June 01, 2019.

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. Revision in remuneration shall be made w.e.f. June 01, 2019. A brief profile of Mr. Naveen Sawhney is given below:

**Mr. NAVEEN SAWHNEY**, 67 Years, is a Mechanical Engineer (AMIME) and holds a Post graduate diploma in Marketing Management. He has an experience of more than 45 Years in the Cable Industry. He started his career with Delton Cables Limited as a Supervisor in the Quality Control Department in September, 1971, where he worked for two years and then shifted to the marketing wing and worked there about 10 years. In 1985 he left the organization and joined Cords India which was formed for marketing cables for principal Indian Communication Cable Company under our own trade name "Cords" and then shifted to Cords Cable Industries Ltd. to manufacture cables. Presently, he is the Managing Director of your Company.



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

**GENERAL INFORMATION:**

1.	Nature of Industry :	Cable Industry																																	
2.	Date or Expected Date of Commencement of Commercial Production.	Company is in existence since 1991.																																	
3.	In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.																																	
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**II INFORMATION ABOUT THE APPOINTEE**

**1. Background Details**

Mr. NAVEEN SAWHNEY, 67 Years, is a Mechanical Engineer (AMIME) and holds a Post graduate diploma in Marketing Management. He has an experience of more than 45 Years in the Cable Industry. He started his career with Delton Cables Limited as a Supervisor in the Quality Control Department in September, 1971, where he worked for two years and then shifted to the marketing wing and worked there about 10 years. In 1985 he left the organization and joined Cords India which was formed for marketing cables for principal Indian Communication Cable Company under our own trade name "Cords" and then shifted to Cords Cable Industries Ltd. 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 ₹ 7,95,450/- 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 conduct and management of business and affairs of the Company. This includes broad development of Domestic & International business. He is heading Marketing, Strategic Planning, Financial Reporting 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) : ₹ 8,96,000/- per month

Besides the above he shall be entitled for 1% commission on Net Profits calculated as per the provisions of the Companies Act, 2013, subject to necessary approvals. Mr. Naveen Sawhney is also entitled 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 24 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 6055222 (46.84%) Equity Shares of the Company and No(s) 1,60,000 (100%) Cumulative Redemable Non Convertible Preference Shares of the Company. Apart from this, he does not have any other pecuniary transaction with the Company except by way of his employment with the Company.

**III OTHER INFORMATION:**

**1. Reasons of Loss or Inadequate Profits**

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

- The industry is competitive and further due to the liquidity issues & concerns with some of the financial institutions/lenders in general at macro level in the country has impacted the industries & projects across-the-board. This has resulted industries in general in witnessing longer than expected working capital cycle, which has affected your company as well. Changes in the working capital cycle also impacts the overall finance costs.
- Your Company is mainly engaged in the business of manufacturing of wires & cables to be used in industries & projects. Due to the overall broad-based adverse economic environment around the globe, the investments in new projects were put on hold by many of the players. The increase in the net sales was not at par with the expectations, marginally due to lower than expected realizations.

**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. There was an infusion of capital in the company in February, 2016 as an endeavour taken in same direction. 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 is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

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

Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulation) with the Stock Exchange is set out in the annexure to the Explanatory Statement.

**ITEM NO. 7**

Mr. Sanjeev Kumar was appointed as a Whole Time Director of the Company, liable to retire by rotation, for a period of Five Years w.e.f. May 30, 2015, by the Board at their meeting held on May 30, 2015 and subsequently on the recommendation of Nomination and Remuneration Committee revision in the remuneration of Mr. Sanjeev Kumar was approved by the Board of Directors in their meeting held on May 28, 2018 which was approved by the Shareholders in their 27th Annual General Meeting held on September 28, 2018.

Keeping in view, the qualification, experience, work pressure & the inflationary conditions, the Board of Directors, upon the recommendation of Nomination and Remuneration Committee and subject to the approval of members of the Company, in its meeting held on August 13, 2019, approved increase in the CTC (Cost to Company) payable to Mr. Sanjeev Kumar, Whole Time Director of the company from ₹ 1,20,000/- p.m. to ₹ 1,50,000/- p.m. w.e.f. June 01, 2019 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), 43 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 16 years including an experience of more than 6 years in cable industry.

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

**GENERAL INFORMATION:**

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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), 43 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 16 years including an experience of more than 6 years in cable industry.

**2. Past Remuneration**

Mr. Sanjeev Kumar was drawing monthly CTC (Cost to Company) of ₹ 1,20,000/- w.e.f. May 30, 2018 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 of the Company. 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 ₹ 1,50,000/-, Mr. Sanjeev Kumar shall be entitled for 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. Sanjeev Kumar is responsible for the long term strategic cost control of the Company. He is also designated as Occupier of the manufacturing units located at Bhiwadi 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 2017 – 2018 was ₹36,537.88 Lacs whereas it has achieved turnover of ₹ 41,674.59 Lacs during the financial year 2018-2019. 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:

- The industry is competitive and further due to the liquidity issues & concerns with some of the financial institutions/lenders in general, at macro level in the country, has impacted the industries & projects across-the-board. This has resulted industries in general in witnessing longer than expected working capital cycle, which has affected your company as well. Changes in the working capital cycle also impacts the overall finance costs.
- Your Company is mainly engaged in the business of manufacturing of wires & cables to be used in industries & projects. Due to the overall broad-based adverse economic environment around the globe, the investments in new projects were put on hold by many of the players. The increase in the net sales was not at par with the expectations, marginally due to lower than expected realizations.

**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. There was an infusion of capital in the company in February, 2016 as an endeavour taken in same direction. 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. 7.

Your directors recommend the Special Resolution set out at Item No. 7 of the Notice for your approval.

**By Order of the Board of Directors**

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

New Delhi  
August 13, 2019

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

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

S. No.	Particulars	Re- appointment
1	<b>Name of Director</b>	Mr. Naveen Sawhney (DIN : 00893704)
2	<b>Designation</b>	Managing Director
3	<b>Date of Birth</b>	20.03.1952
4	<b>Date of First appointment on the Board</b>	01.04.1995
4	<b>Shareholding ( as on 31.03.2019)</b>	No(s) 60,55,222 Equity Shares of ₹ 10/- each. No(s) 1,60,000 Preference Shares of ₹ 100/- each.
4	<b>Qualification/ Nature of Expertise</b>	Mechanical Engineer (AMIME) and holds a Post graduate diploma in Marketing Management.
5	<b>Disclosure of relationships between directors (inter-se)</b>	Executive Director (not related with other Executive and Independent Directors)
6	<b>Brief Resume</b>	<b>Mr. Naveen Sawhney</b> (DIN 00893704), 67 Years, is a Mechanical Engineer (AMIME) and holds a Post graduate diploma in Marketing Management. He has an experience of more than 45 Years in the Cable Industry. He started his career with Delton Cables Limited as a Supervisor in the Quality Control Department in September, 1971, where he worked for two years and then shifted to the marketing wing and worked there about 10 years. In 1985 he left the organization and joined Cords India which was formed for marketing cables for principal Indian Communication Cable Company under our own trade name "Cords" and then shifted to Cords Cable Industries Ltd. to manufacture cables. Presently he is the Managing Director of our Company.
7	<b>Name of the Listed entity in which person also holds the directorship</b>	1. Cords Cable Industries Limited
8	<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 *Audit Committee *Stakeholder Relationship Committee *Corporate Relationship Committee *Share Transfer Committee *Committee of Directors

**On Behalf of The Board of Directors**

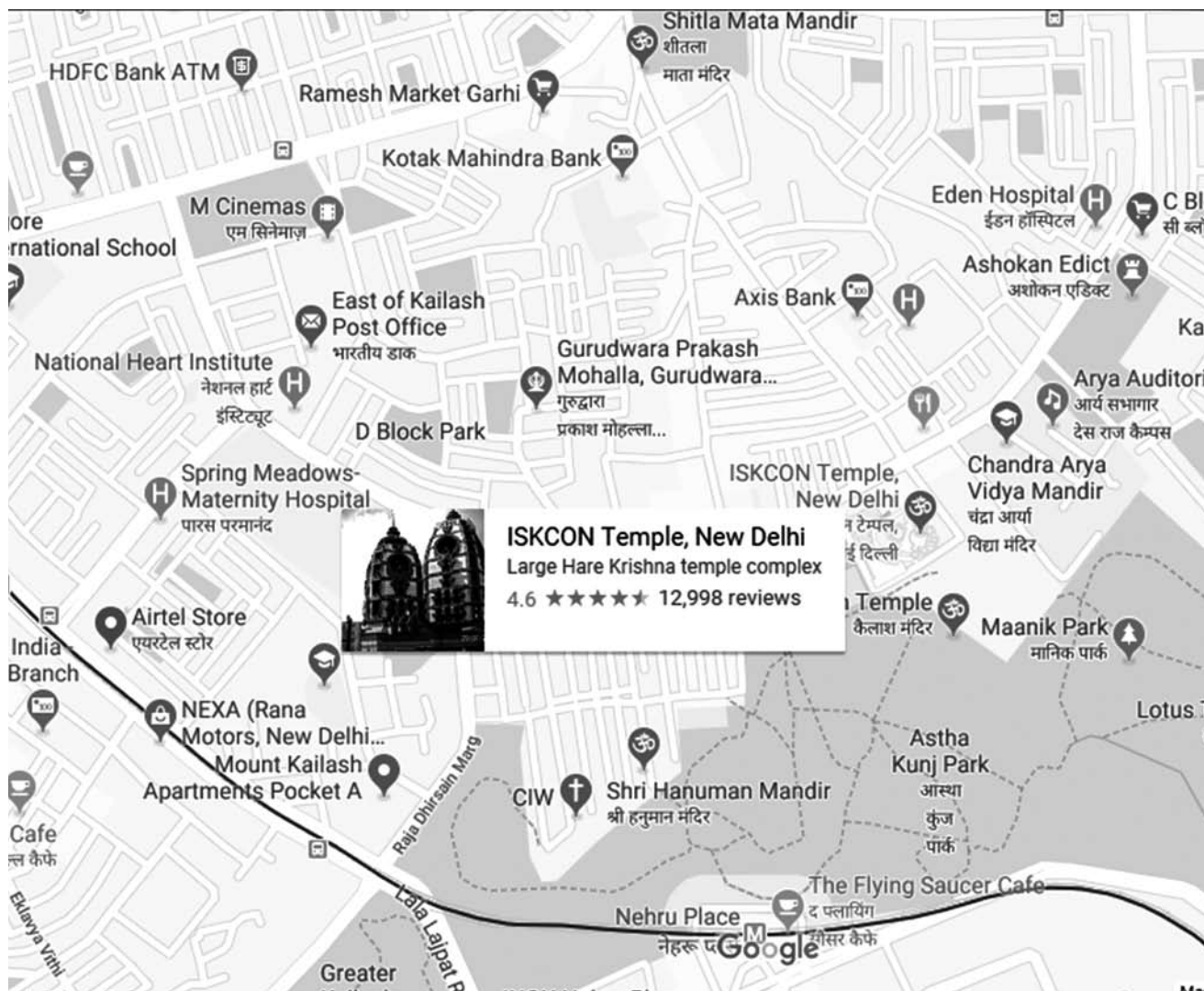
New Delhi  
August 13, 2019

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

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

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## Route Map





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