

Date: 31.08.2022

Listing Department (Compliance Cell), National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai- 400051 Symbol - CORDSCABLE	Listing Department (Compliance Cell), Bombay Stock Exchange Ltd. Floor 25, PJ Towers, Dalal Street, Mumbai- 400 001 Symbol- 532941
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Dear Sir/Madam

Sub.: Notice of the 31st Annual General Meeting

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Notice of the 31st 'Annual General Meeting' of the Company scheduled to be held on Friday, September 23, 2022 at 03:00 P.M. (IST) through Video Conferencing / Other Audio Visual Means.

Kindly take the information on record.

Thanking you.

Yours truly
Cords Cable Industries Limited
Garima Pant
Company Secretary**Works :**

(UNIT I) : A-525, E-518, 519, 520, Industrial Area Chopanki, Bhiwadi, Distt. Alwar - 301707 (Rajasthan) Tel. No. : +91-7230003177
(UNIT II) : SP-239, 240, 241, Industrial Area Kaharani, Bhiwadi, Distt. Alwar - 301019 (Rajasthan) Tel. No. : +91-7230003176



CORDS CABLE INDUSTRIES LIMITED

CIN : L74999DL1991PLC046092

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

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

Tel No.: + 91-011-40551200, Fax No.: + 91-011- 40551281

NOTICE

NOTICE OF THE 31ST (THIRTY FIRST) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st (Thirty First) Annual General Meeting (“AGM”) of the shareholders of Cords Cable Industries Limited will be held on Friday, September 23, 2022 at 03:00 p.m. (IST) at the registered office of the Company through Video-Conferencing (“VC”)/ other Audio Visual Means (“OAVM”), to transact the following BUSINESS:

ORDINARY BUSINESS:

1. **Adoption of the audited financial statement of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon:-**

To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon and in this regard, pass the following resolutions as an **Ordinary Resolution:**

“RESOLVED THAT the audited financial statement of the company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby considered and adopted.”

2. **Declaration of dividend on no(s) 1,60,000 Cumulative Redeemable Non Convertible Preference Shares @10% p.a. for the FY 2021-22:-**

To declare dividend on No(s) 1,60,000 Cumulative Redeemable Non-Convertible Preference Shares @10% p.a. for the F.Y. ended on March 31, 2022 and in this regard, pass the following resolutions as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the recommendation made by the Board of Directors, dividend @10% p.a. on No(s) 1,60,000 Cumulative Redeemable Non-Convertible Preference Shares @10% p.a. be and are hereby declared for the F. Y. ended on March 31, 2022 and be paid to the preference shareholder(s).”

3. **Appointment of a Director in place of Mr. Sanjeev Kumar (DIN 07178759), who retires by rotation and, being eligible, offers himself for re-appointment:-**

To appoint a Director in place of Mr. Sanjeev Kumar (DIN 07178759), who retires by rotation and, being eligible, offers himself for re-appointment and in this

regard, pass the following resolutions as an **Ordinary Resolution:**

“RESOLVED THAT Mr. Sanjeev Kumar (DIN 07178759), who retires by rotation at this 31st Annual General Meeting, be and is hereby re- appointed as a Director of the Company.”

SPECIAL BUSINESS:

4. **Ratification of Remuneration of M/s. S. Chander & Associates, Cost Accountants, New Delhi, appointed as the “Cost Auditors” of the Company for the Financial Year ending March 31, 2023:-**

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

“RESOLVED THAT pursuant to the provisions of Sections 148 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, the remuneration payable to M/s S. Chander & Associates, Cost Accountant (Firm Registration No 100105), appointed by the Board of Directors, as the Cost Auditor of the Company to conduct audit of cost accounting records of the Company maintained under Companies (Cost Records and Audit) Rules, 2014 and (Cost Records and Audit) Amendment Rules, 2014, for the Financial Year 2022-23 at a remuneration of ₹ 1,17,700/- (Rupees One Lac Seventeen Thousand Seven Hundred only) and out of pocket expenses incurred in connection with the aforesaid audit and other applicable taxes, be and is hereby ratified and confirmed.”

5. **Appointment of Mr. Parveen Kumar (DIN 08952635), as an Independent Director of the Company:-**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof], the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b), 17 and other applicable provisions of the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended and pursuant to the recommendation of NRC and approved by the Board of Directors, Mr. Parveen Kumar (DIN 08952635), who was appointed as Independent Director by the members at their meeting held on September 29, 2021 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from September 23, 2022 upto September 22, 2027."

6. Appointment of Mr. Rahul Mohnot (DIN 00488475), as an Independent Director of the Company:-

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof], the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended and pursuant to the recommendation of NRC and approved by the Board of Directors, Mr. Rahul Mohnot (DIN 00488475), who was appointed as Independent Director by the members at their meeting held on September 29, 2021 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing September 23, 2022 upto September 22, 2027."

7. Appointment of Mrs. Eila Bhatia (DIN 09274423), as an Independent Director of the Company:-

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof], the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended and pursuant to the recommendation of NRC and approved by the Board of Directors, Mrs. Eila Bhatia (DIN 09274423), who was appointed as Independent Director by the members at their meeting held on September 29, 2021 and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing September 23, 2022 upto September 22, 2027."

8. Issue of Cumulative Compulsory Redeemable Preference Shares.

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Sections 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, to the extent notified and in effect, pursuant to the relevant provisions of the Memorandum of Association and the Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue and Listing of Non Convertible Redeemable Preference Shares) Regulations, 2013, as amended from time to time (the "SEBI Regulations"), the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed, where and if applicable, and subject to such approvals, consents, sanctions, permissions and provisions of other applicable laws, regulations, rules, directions, guidelines including those issued by Reserve Bank of India and such other concerned regulatory authority(ies), from time to time, to the extent applicable and on such terms, conditions, stipulations and modifications as may be prescribed imposed or

suggested while granting such approvals, the consent and approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee or authorised person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this Resolution) to create, issue, offer and allot, in one or more tranches on private placement basis, at its sole and absolute discretion, 1,60,000 Cumulative Compulsory Redeemable Preference Shares [‘Preference Shares’] of ₹ 100/- each, for cash, at par, aggregating to ₹ 160,00,000/- (Rupees One Crore and Sixty lakhs only), to be redeemed at par within a period not exceeding 5 (Five) years from the date of allotment of the said preference shares, to Mr. Naveen Sawhney, Managing Director and belonging to the promoters group of the Company, on the following terms and such other terms and conditions, as may be decided by the Board;

(a) the priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares;	The dividend shall be paid @10% p.a. and the said Preference Shares shall rank for dividend in priority to the equity shares for the time being of the Company.
(b) the participation in surplus fund;	The said Preference Shares shall in winding up be entitled to rank, as regards repayment of capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the equity shares but shall not be entitled to any further participation in profits or assets or surplus fund.
(c) the participation in surplus assets and profits, on winding up which may remain after the entire capital has been repaid	
(d) the payment of dividend on cumulative or non cumulative basis;	The payment of dividend shall be on cumulative basis.
(e) the conversion of preference shares into equity shares	The said Preference Shares shall be Compulsory Redeemable, Non Convertible and shall not be listed on any stock exchanges.
(f) the voting rights;	The voting rights of the persons holding the said Preference Shares shall be in accordance with the provisions of Section 47 of the Act (including any statutory modifications or re-enactments thereof for the time being in force).

(g) the redemption of preference shares.	At the option of the issuer, at any time within a period not exceeding Five years from the date of allotment as per the provisions of the Act.
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RESOLVED FURTHER THAT, if the aforesaid proposed transaction(s) is construed as related party transaction(s) under the any applicable law(s), then said transaction(s), be and is hereby approved by the members without being required to seek any further consent or approval from Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT, for giving effect to this Resolution, the Board be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue, allotment and utilization of the issue proceeds of the shares, to prescribe the forms of application, enter into an agreement or other instruments and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission, sanction which may be necessary or desirable, as they may deem fit and to pay fees, remuneration, expenses relating thereto, with power to settle all questions, difficulties that may arise in regard to such issue and allotment as it may in its discretion deem fit in best interest of the Company.”

9. Approval of re-appointment and remuneration of Mr. Naveen Sawhney as Managing Director of the company for a period of three years (3 years).

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions – if any, of the Companies Act, 2013 (‘the Act’), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V to the Act, consent of the Company be and is hereby accorded for re-appointment of Mr. Naveen Sawhney (DIN : 00893704) as Managing Director of the Company, for a period of three (3) years with effect from July 01, 2022, at a remuneration mentioned herein below, with liberty to the Board of Directors of the Company to increase, alter and vary, without further reference to the Members, the terms and conditions of the said appointment including the remuneration, in such manner, as may be agreed to between Mr. Naveen Sawhney and Board of Directors. Mr. Naveen Sawhney is liable to retire by rotation.

Salary	Fixed Salary at the rate of ₹9,41,000/- (Rupees Nine Lac Forty One Thousand Only) per month.
Commission	Commission @ 1% of net profits of the Company for each financial year, subject to the approval by the Board of Directors of the Company or any other committee thereof constituted in this regard.
Insurance / Medclaim	Contributions/Reimbursements on/towards all Insurance or/and Medclaim Policy (ies), including premium(s) on self & family, whether existing or new, up to ₹15,00,000/- (Rupees Fifteen Lac Only) per annum.
Leave Travel Concession	For self and the family once a year in accordance with the rules of the Company.
Gratuity	Gratuity payable as per the rules of the Company.
Leave Encashment	Encashment of leave at the end of the tenure as per the rules of the Company.
Car & Driver	Managing Director will be provided with a car and a driver.
Voice, Data, Internet	Free phone(s) including mobile, land-lines, with internet facilities, audio-video communication facilities, etc. will be provided.

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

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

10. Approval of increase in the remuneration of Mr. Sanjeev Kumar, Whole Time Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, the consent of the members of the company be and are hereby accorded to increase the remuneration i.e. CTC (Cost to Company) of Mr.

Sanjeev Kumar (DIN 07178759), Whole Time Director of the Company from ₹ 1,80,000/- p.m. to ₹ 1,96,200/- p.m. w.e.f. November 01, 2021 for the remaining period of his tenure as Whole Time Director i.e. till May 29, 2023 as under:

Salary	Consolidated Salary at the rate of ₹1,82,400/- (Rupees One Lac Eighty Two Thousand Four Hundred Only) per month.
Contribution to Provident	Contribution to the Provident Fund as per the Rules of the Company, presently ₹1800/- p.m.
Helper Reimbursement	Helper expenses incurred by the appointee will be reimbursed subject to the maximum of ₹12,000/- p.m.
Gratuity	Gratuity payable as per the rules of the Company.
Leave Encashment	Encashment of leave as per the rules of the Company.
Telephone	Free mobile phone facility will be provided.

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

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

11. Approval of Material Related Party Transaction.

To enter into Related Party transactions under Section 188 of the Companies Act, 2013 read with Companies (Meeting of the Board and its Powers) Rules, 2014. To pass the following Resolution, with or without modification, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 read with Companies (Meeting of the Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors, to enter into the following related party transactions with Stem Factory Solutions Private Limited through its Director Mr. Varun Sawhney a ‘Related Party’ as defined under Section 2 (76) of the Companies Act, 2013, as indicated in the table below on mutually acceptable terms and conditions between the Company and Stem Factory Solutions Private Limited for the maximum amounts per annum, as mentioned herein below:

Name of related party	Name of Director interested and DIN		Nature of transaction	Maximum value of transactions in each Financial Year
Stem Factory Solutions Private Limited	Mr. Naveen Sawhney, Managing Director Cords Cable Industries Limited	00893704	Sale, purchase or supply of any goods or materials, directly or through appointment of agents and Availing or rendering of any services, directly or through appointment of agents.	₹ 50 Crore

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

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

**Sd/-
(Garima Pant)
Company Secretary
Mem. No. : A28170**

New Delhi
August 10, 2022

Registered Office

94, 1st Floor, Shambhu Dayal Bagh Marg,
Near Okhla Industrial Area Phase-III,
Old Ishwar Nagar, New Delhi – 110020
Tel : +91-11-40551200; Fax +91-11-40551281
Website : www.cordscable.com, E-Mail: cscoc@cordscable.com
CIN : L74999DL1991PLC046092

NOTES:

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), setting out the material facts relating to Special Businesses to be transacted at the Annual General Meeting (“AGM”) under Item Nos. 4 to 11 of the Notice is annexed hereto to. The Board of Directors have considered and decided to include Item Nos. 4 to 11 as given above, as Special Business in the forthcoming AGM as they are unavoidable in nature.

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all

other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.

The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.cordscable.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with circulars issued by MCA and SEBI from time to time.

Voting:

- The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The Members may cast their votes using electronic voting system from a place other than the venue of the meeting ('remote e-Voting').
- In case of joint holders attending AGM, the Members whose name appears as the first holder in the order of names as per the Registers of Members of the company will be entitled to vote.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the company has provided facility to exercise votes through electronic voting system to the Members holding shares as on September 16, 2022 being the "Cut-off Date" ("Cut- Off" for the purpose of Rule 20(4)(vii) of the Rules) fixed for determining voting rights of the Members entitled to participate in the remote e-Voting process through the platform provided by NSDL viz., www.evoting.nsd.com.
The voting rights of the Members / Beneficial Owners will be reckoned on the Equity Shares held by them as on Cut-off date Friday, September 16, 2022. Members as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the meeting.
- The remote e-voting period shall commence on Tuesday, September 20, 2022 (at 9:30 a.m. IST) and ends on Thursday, September 22, 2022 (at 5:00 p.m. IST). During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Friday,

September 16, 2022, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

- The Shareholders who wish to cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again, and if casted again, then the same will not be counted. But the members who have not cast their vote on any of the resolutions using the remote e- Voting facility can vote on those resolutions during the AGM. Once the vote on a resolution is casted by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- The remote e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
- Any person, who acquires Shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on September 20, 2022 at 09:30 A.M. and ends on September 22, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 16, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 16, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and

Type of shareholders	Login Method
	<p>you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note:

- i. Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
- ii. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number i.e. 120701 followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 120701 then user ID is 120701001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” Number i.e. 120701 in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” Number i.e. 120701 of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kapoorgarg.cs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL official at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (cscoc@cordscable.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (cscoc@cordscable.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under "Join General Meeting" menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN Number i.e. 120701 of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via

Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Members who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number / folio number, email ID, mobile number at cscoc@cordscable.com from September 16, 2022 (9.30 A.M. (IST)) to September 19, 2022 (5.00 P.M. (IST)). The same will be replied by the company suitably.

5. Those Members who have registered themselves as a speaker will only be allowed to speak at the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
6. Members can submit questions with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's e-mail address cscoc@cordscable.com at least 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

General Guidelines for shareholders:

- Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Corporate Shareholders intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer (KCG and Associates, Company Secretaries), Link Intime India Private Limited and the Company, a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the AGM. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered email address to kapoorgarg.cs@gmail.com with a copy marked to evoting@nsdl.co.in and cscoc@cordscable.com.

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

website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details / Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

- The Company has appointed Mr. Kapoor Chand Garg, Practicing Company Secretary (FCS-7145 & COP-7829) as the Scrutinizer to scrutinize the voting at the meeting and remote e-Voting process, in a fair and transparent manner.
- In case of any queries, Members may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 2244 30 and send a request to NSDL official, Ms. Pallavi Mhatre Manager at evoting@nsdl.co.in.
- The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make a consolidated scrutinizer’s report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall then be sent to the Chairman or a person authorized in this regard, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
- The Results shall be declared not later than 48 (forty-eight) hours from conclusion of the AGM. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.cordscable.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to BSE Limited, Mumbai and The National Stock Exchange of India Limited, Mumbai.
- Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday, September 23, 2022.
- Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants (“DPs”) with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Company’s Registrar and Transfer Agents, i.e. Link Intime India Private Limited.
- With a view to serving the Members better and for administrative convenience, Members who hold shares in identical names and in the same order of names in

more than one folio are requested to write to the Company to consolidate their holdings into one folio.

- In accordance with the circulars issued by MCA and SEBI, owing to the difficulties involved in dispatching of physical copies of the Notice of the AGM and the Annual Report for the year 2021-22, the said documents are being sent only by email to the Members whose e-mail address is registered with the Company or the Depository Participant(s) or Link Intime India Private Limited. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the Annual Report for the year 2021-22 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
 - a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company’s RTA email address shamwant.kushwah@linkintime.co.in.
 - b) For Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
- Further, as per Regulation 36 (1) (c) of the Listing Regulations, hard copy of the full annual report will be given to those shareholders who request for the same.
- Members may also note that the Notice of AGM and the Annual Report for the Financial Year 2021-22 will be available on the Company’s website www.cordscable.com, on the websites of the Stock Exchanges where the Equity Shares of the Company are listed, i.e., **BSE Limited (at www.bseindia.com) and National Stock Exchange of India Limited (at www1.nseindia.com)** and on the website of NSDL at www.evoting.nsdl.com.
 - Members holding shares in physical mode:
 - a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company / Link Intime India Pvt. Ltd., if not registered with the Company as mandated by SEBI.
 - b) are advised to register the nomination in Nomination Form (SH-13) with the company’s Registrar and Transfer Agent i.e. Link Intime India Pvt. Ltd., in respect of their shareholding in the Company.
 - c) **are requested to register / update their e-mail address with the Company / Link Intime India Pvt. Ltd. for receiving all communications from the Company electronically.**

- Members holding shares in electronic mode:
 - (a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
 - (b) are advised to contact their respective DPs for registering the nomination.
 - (c) **are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.**
- **Non-Resident Indian members** are requested to inform company's Registrar and Transfer Agent i.e. Link Intime India Pvt. Ltd., / respective DPs, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested, maintained under Section 189 of Companies Act, 2013 may please be sent to cscoc@cordscable.com.
- The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 17, 2022 to Friday, September 23, 2022 (both days inclusive).
- Relevant documents referred to in the Notice and Explanatory Statement are available for inspection and request regarding the same may please be sent on cscoc@cordscable.com.
- The Final Dividend on Preference Shares for the financial year ended March 31, 2022, as recommended by the Board, if approved at the AGM, will be paid on or after Monday, September 26, 2022 to those Members whose name appears in the Register of Members of the Company as on the book closure dates. No dividend proposed on Equity Shares.
- Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of making payment of Final Dividend, if declared by the Shareholders. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.

For Resident Shareholders, TDS shall be deducted under Section 194 of the Income Tax Act, 1961 at rate in force (at present 7.5%) on the amount of Dividend declared and paid by the Company during Financial Year 2021-22, provided Permanent Account Number (PAN) is registered by the Shareholder. If PAN is not registered, TDS would be deducted at rate in force (at present 20%) as per Section 206AA of the Income Tax Act, 1961.

However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by such resident individual during the Financial Year 2021-22 does not exceed Rs.5,000/-. Please note that this includes future dividends, if any, which may be declared by the Company during the Financial Year 2020-21.

Separately, in cases where a Shareholder provides Form 15G (applicable to any resident person other than a company or a firm) / Form 15H (applicable to a resident individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

- **Unpaid and Unclaimed Dividend:**

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all Equity Shares on which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred to the Investor Education and Protection Fund (IEPF) authority after complying with the procedure laid down under the said Rules.

Pursuant to the provisions of Sections 124 and 125 of the Act, there is no amount of Dividend remaining unclaimed / unpaid for a period of 7 (seven) years and/or unclaimed Equity Shares which are required to be transferred to the Investor Education and Protection Fund (IEPF).

The Members/Claimants whose shares and unclaimed dividend amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with applicable requisite fee. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

- The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2009-10, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividend lying with the Company as on September 26, 2017 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: <http://cordscable.com/cordscable/corporate.php>. The said details have also been uploaded on the website of the

IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

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

**Sd/-
(Garima Pant)
Company Secretary
Mem. No. : A28170**

New Delhi
August 10, 2022

Registered Office

94, 1st Floor, Shambhu Dayal Bagh Marg,
Near Okhla Industrial Area Phase-III,
Old Ishwar Nagar, New Delhi – 110020
Tel : +91-11-40551200; Fax +91-11-40551281
Website : www.cordscable.com, E-Mail: csco@cordscable.com
CIN : L74999DL1991PLC046092

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

ITEM NO. 4

Pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditor) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors, on the recommendation of Audit Committee at its meeting held on May 26, 2022 appointed M/s S. Chander & Associates, Cost Accountants, (Firm Registration No 100105), as the Cost Auditor for audit of the cost records of the Company for the Financial Year ending March 31, 2022, at a remuneration amounting ₹ 1,17,700 (Rupees One Lac Seventeen Thousand Seven Hundred only) plus taxes as applicable and out of pocket expenses, if any. In terms of the provisions of Section 148 (3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Audit shall be ratified by the shareholders of the Company.

Accordingly, the consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 4 for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023 by the shareholders at the ensuing Annual General Meeting of the Company.

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

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out in Item No 4 of this Notice.

ITEM NO. 5

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) of the Company had appointed Mr. Parveen Kumar (DIN : 08952635) as an Additional Director of the company, in the category of Non Executive Independent Director, with effect from January 10, 2021. Subsequently, his appointment was confirmed by the shareholders in their meeting held on September 29, 2021 to hold the office up to the date of 31st annual general meeting of the Company to be held in calendar year 2022.

As the first tenure of Mr. Parveen Kumar is going to expire on this Annual General Meeting, The Board of Directors on the recommendation of Nomination and Remuneration Committee seeks the consent of Shareholders to appoint Mr. Parveen Kumar as Independent Director, to hold office for second term of five (5) consecutive years. The Company has received a Notice in writing under the provisions of section 160 of the Companies Act, 2013, along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Parveen Kumar, for the office of Director.

The Company has also received consent in writing from Mr. Parveen Kumar, to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) to act as Director.

Mr. Parveen Kumar, Independent Director of the Company, have also given a declaration to the Board that he meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Parveen Kumar (DIN : 08952635) fulfils the conditions specified in the Act and rules made thereunder and the Equity Listing Agreement, for his appointment as an Independent Director of the Company. Copy of documents referred in the proposed resolution shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day and a copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is also available on the website of the Company www.cordscable.com.

Mr. Parveen Kumar has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA') and he is required to undertake online proficiency self-assessment test conducted by IICA within the applicable time frame.

In compliance with provision of Section 149 read with Schedule IV of the Act, the appointment of Mr. Parveen Kumar (DIN : 08952635) as Independent director is now being placed before the Members for their approval. A brief profile of the Independent Director to be appointed is given below:

Mr. Parveen Kumar (DIN : 08952635), 63 Years, Son of Shree Madan Lal was born on April 12, 1959 in Mansa, Punjab (India). He has completed his M.S.C. in Physics in 1981, M. Tech (Instrumentation) in 1994 and PGDM (Finance) from IMT, Ghaziabad in the year 2014. He has worked for a period of 34 years with HINDALCO INDUSTRIES LIMITED, a flagship company of Aditya Birla Group. Currently, Mr. Parveen Kumar is the 50% partner in Art Best Infratech, a partnership firm engaged in fabrication of UPVC Doors & Windows activities and sole proprietor of JINDAL VIV which provides a complete window hardware solution.

The Board considers that the Company would be benefited by his experience and guidance. Pursuant to Section 149 of the Companies Act, 2013 Mr. Parveen Kumar (DIN : 08952635), shall hold office of a Director for a period as mentioned in the accompanying resolution and shall not be liable to retire by rotation.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Parveen Kumar, being an appointee, is concerned or interested (financially or otherwise) in this Resolution. The Board commends the Special resolution set out at item no 5 for the approval of the Members.

Disclosure under SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 with the Stock Exchange is set out in the annexure to the Explanatory Statement.

ITEM NO. 6

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) of the Company had appointed Mr. Rahul Mohnot (DIN : 00488475) as an Additional Director of the company, in the category of Non-Executive Independent Director, with effect from June 30, 2021. Subsequently, his appointment was confirmed by the shareholders in their meeting held on September 29, 2021 to hold the office up to the date of 31st annual general meeting of the Company to be held in calendar year 2022.

As the first tenure of Mr. Rahul Mohnot is going to expire on this Annual General Meeting, The Board of Directors on the recommendation of Nomination and Remuneration Committee seeks the consent of Shareholders to appoint Mr. Rahul Mohnot as Independent Director, to hold office for second term of five (5) consecutive years. The Company has received a Notice in writing under the provisions of section 160 of the Companies Act, 2013, along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Rahul Mohnot, for the office of Director.

The Company has also received consent in writing from Mr. Rahul Mohnot, to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) to act as Director.

Mr. Rahul Mohnot, Independent Director of the Company, have also given a declaration to the Board that he meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Rahul Mohnot (DIN : 00488475) fulfils the conditions

specified in the Act and rules made thereunder and the Equity Listing Agreement, for his appointment as an Independent Director of the Company. Copy of documents referred in the proposed resolution shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day and a copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is also available on the website of the Company www.cordscable.com.

Mr. Rahul Mohnot has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA') and he is required to undertake online proficiency self-assessment test conducted by IICA within the applicable time frame.

In compliance with provision of Section 149 read with Schedule IV of the Act, the appointment of Mr. Rahul Mohnot (DIN : 00488475) as Independent director is now being placed before the Members for their approval. A brief profile of the Independent Director to be appointed is given below:

Mr. Rahul Mohnot, 65 years, is a Fellow member of "The Institute of Chartered Accountants of India" and a Fellow member of "The Institute of Company Secretaries of India". He is a Master degree holder with specialization in Personnel Management and Management Accountancy in the year 1978. He also obtained certificate programme on Corporate Governance from Indian Institute of Corporate Affairs and Advance Management Programme from Harvard Business School, Boston.

Mr. Rahul Mohnot has worked across multiple locations in diversified Businesses of **Aditya Birla Group and Shree Cement Ltd** with experience spanning 37 years ranging from **Grey Cement, Chemicals, Metals, Mining & other allied industries, Textiles and White Cement with Value Added Products.**

In these assignments, he has handled **Greenfield projects, brown field projects, Loans Syndication, Manage Public Issues, Heading as a Project Head and in Operating Plants worked as Head of Finance & Commercial function, CFO**, also successfully lead the team for hiving off various uneconomical manufacturing operations.

In recognition of outstanding contribution, the Chairman Aditya Birla Group conferred with an award "**Outstanding Leader**" in 2013, which entitles for Advance Management Program of 8 weeks duration at Harvard Business School. The citation of the award was "**in identifying and leading strategic initiatives around Greenfield projects, securitization of raw material input and revamping critical logistic infrastructure and successfully leading multiple initiatives across Metals, Chemicals and Cement businesses**".

Mr. Rahul Mohnot has been honored with many awards so far like:

<ul style="list-style-type: none">• CSR Leadership Award by ABP News at Taj Lands End, Mumbai on 17-2-2016· Leadership Excellence in Corporate Social Welfare/CSR by the Greatest Corporate Leaders of India at Taj Lands End, Mumbai on 14-2-15
<ul style="list-style-type: none">• Certificate of Appreciation by National Awards for Manufacturing Competition 2014-15
<ul style="list-style-type: none">• Winner of Gold Award for Outstanding Achievement as HR Oriented CEO by Greentech Foundation in 2014.
<ul style="list-style-type: none">• Winner of Aditya Birla Group Chairman's Outstanding Leader Award 2013
<ul style="list-style-type: none">• The McClelland Institute's Outstanding Business Leadership Award Certificate in Dec 2001

The Board considers that the Company would be benefited by his experience and guidance. Pursuant to Section 149 of the Companies Act, 2013 Mr. Rahul Mohnot (DIN : 00488475), shall hold office of a Director for a period as mentioned in the accompanying resolution and shall not be liable to retire by rotation.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Rahul Mohnot (DIN : 00488475), being an appointee, is concerned or interested (financially or otherwise) in this Resolution. The Board commends the Special resolution set out at item no 6 for the approval of the Members.

Disclosure under SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 with the Stock Exchange is set out in the annexure to the Explanatory Statement.

ITEM NO. 7

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) of the Company had appointed Mrs. Eila Bhatia (DIN: 09274423), as an Additional Director of the company, in the category of Non-Executive Independent Director, with effect from September 01, 2021. Subsequently, her appointment was confirmed by the shareholders in their meeting held on September 29, 2021 to hold the office up to the date of 31st annual general meeting of the Company to be held in calendar year 2022.

As the first tenure of Mrs. Eila Bhatia is going to expire on this Annual General Meeting, The Board of Directors on the recommendation of Nomination and Remuneration Committee seeks the consent of Shareholders to appoint Mrs. Eila Bhatia as Independent Director, to hold office for second term of five (5) consecutive years. The Company has received a Notice in writing under the provisions of section 160 of the Companies Act, 2013, along with a deposit of ₹ 1,00,000/- proposing the candidature of Mrs. Eila Bhatia, for the office of Director.

The Company has also received consent in writing from Mrs. Eila Bhatia, to act as Director in Form DIR-2 and

intimation in Form DIR-8 to the effect that she is not disqualified u/s 164(2) to act as Director.

Mrs. Eila Bhatia, Independent Director of the Company, have also given a declaration to the Board that she meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013. In the opinion of the Board, Mrs. Eila Bhatia (DIN : 09274423) fulfils the conditions specified in the Act and rules made thereunder and the Equity Listing Agreement, for her appointment as an Independent Director of the Company. Copy of documents referred in the proposed resolution shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day and a copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is also available on the website of the Company www.cordscable.com.

Mrs. Eila Bhatia undertook to submit necessary declaration as applicable under Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA') and she will undertake online proficiency self-assessment test conducted by IICA within the applicable time frame.

In compliance with provision of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Eila Bhatia (DIN : 09274423) as an Independent director is now being placed before the Members for their approval. A brief profile of the Independent Director to be appointed is given below:

Mrs. Eila Bhatia, aged about 31 years, holds a Post Graduate degree in MBA (with specialization in Marketing) and a Graduate degree in BA, from Shobhit University and Delhi University respectively. She is proficient in Retail Sales & Vendor Management & has worked for about a decade in this field in the Automobile Industry. She has worked under brands such as Volkswagen, Honda, Hyundai & Kia. Besides, she also has an experience in Career Development as a Trainer & Counselor.

The Board considers that the Company would be benefited by her experience and guidance. Pursuant to Section 149 of the Companies Act, 2013 Mrs. Eila Bhatia (DIN : 09274423), shall hold office of a Director for a period - as mentioned in the accompanying resolution and shall not be liable to retire by rotation.

None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Eila Bhatia (DIN : 09274423), being an appointee, is concerned or interested (financially or otherwise) in this Resolution. The Board commends the Special resolution set out at item no 7 for the approval of the Members.

Disclosure under SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 with the Stock Exchange is set out in the annexure to the Explanatory Statement.

ITEM NO. 8

As per the provisions of Sections 42, 55 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, to the extent notified and in effect and as amended from time to time, the Board of Directors can create, issue, offer and allot Cumulative Compulsory Redeemable Preference Shares on private placement basis, only if approved by the members by way of Special Resolution.

Your Company proposes to create, issue, offer and allot 1,60,000 Cumulative Compulsory Redeemable Preference

Shares of ₹ 100/- each aggregating to ₹ 160,00,000/- (Rupees One Crore and Sixty Lakhs Only) on private placement basis for cash, at par, to Mr. Naveen Sawhney, Managing Director and belonging to the promoters group of the Company, for Working Capital Requirements and General Corporate Purposes. The issuance shall be subject to the regulatory approvals as required.

Given below is a statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, as amended and the terms of the issue:

The size of the issue and number of preference shares to be issued and nominal value of each share	1,60,000 Cumulative Compulsory Redeemable Preference Shares of ₹ 100/- each aggregating to ₹ 160,00,000/- (Rupees One Crore and Sixty Lakhs Only)
The nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non - convertible	Cumulative, Non-Participating, Non Convertible, Redeemable.
The objectives of the issue	To meet Working Capital Requirements and General Corporate Purposes.
The manner of issue of shares	Private Placement basis/ Preferential issue and allotment.
The price at which such shares are proposed to be issued	₹ 100/- per share
The basis on which the price has been arrived at	To be issued at Par
The terms of issue, including terms and rate of dividend on each share, etc.	To be issued and offered on Private Placement basis, to Mr. Naveen Sawhney belonging to Promoter's Group of the Company. The preference shares are proposed to be issued at a rate of dividend as may be decided by the Board in the best interest of the Company but not exceeding 10.00% per annum.
The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The proposed Preference shares shall be redeemed at par, within a period not exceeding 5 years from the date of allotment in accordance with provision of Section 55 of the Act. The Preference Shares are not convertible into equity shares of the Company.
The manner and modes of redemption	The proposed Preference shares shall be redeemed in accordance with the provision of the Companies Act, 2013 or any such other applicable law, rules, and regulations as may be applicable.
The expected dilution in equity share capital upon conversion of preference shares.	Not applicable, since the proposed Preference Shares are Non Convertible in nature.

The Equity shareholding pattern of the Company as on 30th June, 2022* is as under:

S.No.	Category	Number of Shares	% to Share Capital
1	Promoter	6693347	51.77%
2	Bodies Corporate	769772	5.95%
3	Financial Institution / Bank	215	0.00%
4	Mutual Fund	0	0.00%
5	Insurance Companies	0	0.00%
6	Individual Shareholders holding nominal Share Capital upto Rs.2 Lakh	4071607	31.50%
7	Individual Shareholders holding nominal Share Capital in excess of Rs.2 Lakh	877425	6.79%
8	Others	515414	3.99%

*Detailed shareholding pattern is available on the website of the Company i.e. www.cordscable.com and on the website of BSE Ltd. i.e. www.bseindia.com and National Stock Exchange of India Ltd. i.e. www.nseindia.com.

The above proposed transaction(s), if construed as related party transaction(s) under any applicable law(s) then approval of the members for the above proposed resolution will be deemed to be obtained for the said transaction(s) without being required to seek any further consent or approval from Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Mr. Naveen Sawhney, Managing Director (DIN: 00893704), along with his relatives, deemed to be concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 8 of the accompanying AGM Notice to the extent of shares held, if any and/or having a position as a Managing Director or Key Managerial Personnel in promoters group of the Company. None of the other Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise in the resolution as set out at Item No. 8 of this Notice.

ITEM NO. 9

Mr. Naveen Sawhney was appointed as Managing Director of the Company for a period of Three Years w.e.f. July 01, 2019 up till June 30, 2022, by the Board at their meeting held on May 25, 2019 and subsequently his appointment was approved by the Shareholders in their meeting held on September 27, 2019.

As the tenure of Mr. Naveen Sawhney was expired on June 30, 2022, Therefore, paying due regard to their vast experience and hard work, the Board of Directors, upon the recommendation of Nomination and Remuneration Committee and subject to the approval of members of the Company, in its meeting held on May 26, 2022 approved

the re-appointment of Mr. Naveen Sawhney as Managing Director of the company for the period of three years w.e.f. July 01, 2022 and he shall be liable to retire by rotation.

The Company has also received consent in writing from Mr. Naveen Sawhney, to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) to act as Director.

The aggregate of the remuneration payable to Mr. Naveen Sawhney will be within the maximum limits as laid down under section 197 of the Companies Act, 2013 and other applicable provisions of the Act read with Schedule V to the Act and shall be revised as mentioned in the aforesaid resolution w.e.f. July 01, 2022.

Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, approval from shareholders is sought with respect to the appointment and payment of remuneration to Mr. Naveen Sawhney as Managing Director of the Company w.e.f. July 01, 2022. A brief profile of Mr. Naveen Sawhney is given below:

Mr. NAVEEN SAWHNEY, 70 Years, is a Mechanical Engineer (AMIME) and holds a Post graduate diploma in Marketing Management. He has an experience of more than 50 Years in the Cable Industry. He started his career with Delton Cables Limited as a Supervisor in the Quality Control Department in September, 1971, where he worked for two years and then shifted to the marketing wing and worked there about 10 years. In 1985 he left the organization and joined Cords India which was formed for marketing cables for principal Indian Communication Cable Company under our own trade name "Cords" and then shifted to Cords Cable Industries in 1987 to manufacture cables. Presently, he is the Managing director of your Company.

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

I GENERAL INFORMATION:

1.	Nature of Industry :	Cable Industry		
2.	Date or Expected Date of Commencement of Commercial Production.	Company is in existence since 1991.		
3.	In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.		
4.	Financial performance based on given indicators (₹ in Lacs)	Particulars	2021-22	2020-21
		Net Income from Operations	43799.24	32337.00
		Profit Before Tax and Depreciation	1592.54	1327.39
		Depreciation	733.08	708.31
		Profit Before Tax	859.46	619.08
		Tax	222.90	183.55
		Profit After Tax	636.56	435.53
	Equity Capital (face value ₹ 10/-)	1292.78	1292.78	

		Preference Share capital (face value Rs.100/-)	—	160.00
		Loan From Director	160.00	—
		Earning per Share (Rs.)	4.91	3.42
5.	Export performance ('In Lacs) and Net Foreign Exchange Collaborations	Particulars	2021-22	2020-21
		Foreign Exchange Earning	747.99	1272.84
		Foreign Exchange Outgo Foreign Exchange Collaborations	10.23	1.15
6.	Foreign Investments or Collaborators, if any.	The Company did not have any foreign investments or collaborations.		

II INFORMATION ABOUT THE APPOINTEE:

1. Background Details

Mr. NAVEEN SAWHNEY, 70 Years, is a Mechanical Engineer (AMIME) and holds a Post graduate diploma in Marketing Management. He has an experience of more than 50 Years in the Cable Industry. He started his career with Delton Cables Limited as a Supervisor in the Quality Control Department in September, 1971, where he worked for two years and then shifted to the marketing wing and worked there about 10 years. In 1985 he left the organization and joined Cords India which was formed for marketing cables for principal Indian Communication Cable Company under our own trade name "Cords" and then shifted to Cords Cable Industries in 1987 to manufacture cables. Presently he is the Managing director of your Company.

2. Past Remuneration

Mr. Naveen Sawhney was entitled for the CTC (Cost to Company) of ₹ 8,96,000/- p.m. and Commission not exceeding 1% of the net profits of the Company (subject to necessary approvals) in addition to perquisites as proposed from as per schedule V.

3. Recognition or awards

Mr. Naveen Sawhney is renowned personality in Cable Industry.

4. Job Profile and his suitability

Mr. Naveen Sawhney is responsible for the overall management of business and affairs of the Company. This includes broad development of Domestic & International business. He is heading Marketing, Strategic Planning and Sourcing Division. All this coupled with his strong resources management capability makes him fully suitable for the position.

5. Remuneration proposed

CTC (Cost to Company) : ₹ 9,41,000/- per month Besides the above he shall be entitled for 1% commission on Net Profits calculated as per the provisions of the Companies Act, 2013, subject to necessary approvals and Insurance / Mediclaim Policy (ies), including premium(s) on self & family, whether existing or new, up to ₹ 15,00,000/- (Rupees Fifteen Lac Only) per annum. Mr. Naveen Sawhney is also entitled to perquisites and Statutory benefits as per company policy which includes Gratuity, Leave Encashment as proposed in the accompanying resolution.

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

Mr. Naveen Sawhney is on the Board of the Company since past 30 years. He has led the Company from its nascent stage and has propelled its growth. He has streamlined the business process operations of the Company and has been a strategic management persona. His skill set and his experience places him at par with similar positions at other major Cable Companies in India. Considering the general industry and the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed companies in India.

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

Mr. Naveen Sawhney is holding 6094931 (47.1460%) Equity Shares of the Company and had given loan amounting ₹ 1,60,00,000/- to the Company. Apart from this, he does not have any other pecuniary transaction with the Company except by way of his employment with the Company.

III OTHER INFORMATION:

1. Reasons of Loss or Inadequate Profits

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

- Your Company is mainly engaged in the business of manufacturing and sales of wires & cables to be used in industries & projects. There has been an adverse impact due to the overall and broad-based situation arising from COVID-19 restrictions and subsequent volatility in input prices, supply chain disruptions, and turbulent geopolitical situations which had put pressure on the production, sales and profit margins. Thereby, the increase in the net sales and profit margin was not at par with the expectations.

2. Steps taken or proposed to be taken for improvement.

Your Company is constantly working upon achieving better efficiencies, cutting costs at every stage of production, better preventive maintenance, making product mix having higher contribution and achieving higher production so that the company can achieve the scale of economy and maintain higher margin of profit. The company is also exploring new segment of customers in order to enhance the profit margins. Also, your company has been constantly working upon improving its production capacity utilization levels which is expected to provide further improvement to its general working.

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

The Company expects increase in the profit in line with the increase in its activity and market penetration. Profitability is expected to improve with the expected improvement in the production capacity utilization levels thereby resulting in better cost absorptions & efficiencies.

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

Except Mr. Naveen Sawhney, no other Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

Your directors recommend the Special Resolution set out at Item No. 9 of the Notice for your approval.

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

ITEM NO. 10

Mr. Sanjeev Kumar was appointed as Whole Time Director of the Company for a period of three years w.e.f. May 30, 2020 by the Board at their meeting held on June 27, 2020 and subsequently his appointment was approved by the Shareholders in their meeting held on September 29, 2020.

Paying due regard to their qualification, experience, work pressure & the inflationary conditions, the Board of Directors, upon the recommendation of Nomination and Remuneration Committee and subject to the approval of members of the Company, in its meeting held on February 14, 2022, approved the increase in the remuneration i.e. CTC (Cost to Company) payable to Mr. Sanjeev Kumar, Whole Time Director from ₹ 1,80,000/- p.m. to ₹ 1,96,200/- p.m. w.e.f. November 01, 2021 without any change in other terms & conditions of their perquisites.

The aggregate of the remuneration payable to Mr. Sanjeev Kumar as a Whole Time Director will be within the maximum limits as laid down under section 197 of the Companies Act, 2013 and other applicable provisions of the Act read with Schedule V to the Act. The Board of Directors of the Company is also authorised to vary his remuneration so long as the same revised remuneration is within the prescribed limits laid down under Schedule V of the Act.

Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, approval from shareholders is sought with respect to increase the remuneration of Mr. Sanjeev Kumar to ₹ 1,96,200/- p.m. w.e.f. November 01, 2021. A brief profile of Mr. Sanjeev Kumar is given below:

Mr. Sanjeev Kumar (DIN: 07178759), 46 Years, is an aspiring member of Institute of Cost Accountant of India having membership number "26456". He has joined "CORDS" as Manager Cost Control in the year 2012. He is young, motivated, enthusiastic, creative and dynamic personality. He possesses good entrepreneur skills of managing business activities. He has a total work experience of around 20 years including an experience of more than 8 years in cable industry.

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

GENERAL INFORMATION:

1.	Nature of Industry :	Cable Industry		
2.	Date or Expected Date of Commencement of Commercial Production.	Company is in existence since 1991.		
3.	In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.		
4.	Financial performance based on given indicators (₹ in Lacs)	Particulars	2021-22	2020-21
		Net Income from Operations	43799.24	32337.00
		Profit Before Tax and Depreciation	1592.54	1327.39
		Depreciation	733.08	708.31
		Profit Before Tax	859.46	619.08
		Tax	222.90	183.55
		Profit After Tax	636.56	435.53
		Equity Capital (face value ₹ 10/-)	1292.78	1292.78
		Preference Share capital (face value ₹ 100/-)	—	160.00
		Loan From Director	160.00	—
	Earning per Share (₹)	4.91	3.42	
5.	Export performance (₹ In Lacs) and Net Foreign Exchange Collaborations	Particulars	2021-22	2020-21
		Foreign Exchange Earning	747.99	1272.84
		Foreign Exchange Outgo Foreign Exchange Collaborations	10.23	1.15
6.	Foreign Investments or Collaborators, if any.	The Company did not have any foreign investments or collaborations.		

II INFORMATION ABOUT THE APPOINTEE:**1. Background Details**

Mr. Sanjeev Kumar (DIN:07178759), 46 Years, is an aspiring member of Institute of Cost Accountant of India having membership number "26456". He joined "CORDS" as Manager – Cost Control in the year 2012. He is young, motivated, enthusiastic, creative and dynamic personality. He posses good entrepreneur skills of managing business activities. He has a total work experience of around 20 years including an experience of more than 8 years in cable industry.

2. Past Remuneration

Mr. Sanjeev Kumar was drawing monthly CTC (Cost to Company) of ₹ 1,50,000/- till December 31, 2019 and perquisites as proposed.

3. Recognition or awards

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

4. Job Profile and his suitability

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

5. Remuneration proposed

Besides the monthly CTC (Cost to Company) of ₹ 1,80,000/-, Mr. Sanjeev Kumar shall be entitled for perquisites and statutory benefits as per company policy which includes PF, Gratuity, Leave Encashment, as proposed in the accompanying resolution.

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

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

In order to commensurate remuneration with the duties and responsibilities, proposal for upward revision of remuneration of Mr. Sanjeev Kumar was considered by the management of the Company. Turnover of the Company for the financial year 2020-21 was ₹ 32337.00 Lacs whereas it has achieved turnover of ₹ 43799.24 Lacs during the financial year 2021-22. Mr. Sanjeev Kumar has significantly contributed in the growth of the Company.

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

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

III OTHER INFORMATION:

1. Reasons of Loss or Inadequate Profits

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

- Your Company is mainly engaged in the business of manufacturing and sales of wires & cables to be used in industries & projects. There has been an adverse impact due to the overall and broad-based situation arising from COVID-19 restrictions and subsequent volatility in input prices, supply chain disruptions, and turbulent geo-political situations which had put a rather unexpected pressure on the production, sales and profit margins. Thereby, the increase in the net sales and profit margin was not at par with the expectations.

2. Steps taken or proposed to be taken for improvement

Your Company is constantly working upon achieving better efficiencies, cutting costs at every stage of production, better preventive maintenance, making product mix having higher contribution and achieving higher production so

that the company can achieve the scale of economy and maintain higher margin of profit. The company is also exploring new segment of customers in order to enhance the profit margins. Also, your company has been constantly working upon improving its production capacity utilization levels which is expected to provide further improvement to its general working.

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

The Company expects increase in the profit in line with the increase in its activity and market penetration. Profitability is expected to improve with the expected improvement in the production capacity utilization levels thereby resulting in better cost absorptions & efficiencies.

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

Except Mr. Sanjeev Kumar, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

Your directors recommend the Special Resolution set out at Item No. 10 of the Notice for your approval.

ITEM NO. 11

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

The Company, in the ordinary course of business, have entered into RPTs from time to time which are pre-approved by the Audit Committee and the Board, in their Meeting held on May 29, 2019, and further approved by the Shareholders through the shareholder's Resolution dated September 27, 2019 as per Section 188 of the Companies Act, 2013 and Regulation 23 of the Listing Regulations, with Stem Factory Solutions Private Limited for sale, purchase or supply of goods or materials, leasing of property and availing or rendering of services.

SEBI, vide its circular dated 30th March, 2022, has clarified that a Related Party Transaction approved by the Audit Committee prior to 1st April, 2022, which continues beyond

this date and if it becomes material as per the materiality threshold, requires approval of the shareholders. For this purpose, a transaction with a Related Party shall be considered "material", if such transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed ₹ 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower".

Though the transaction with Stem Factory Solutions Private

Limited, {who is related party within the meaning of Section 2 (76) of the Companies Act, 2013 ('the Act')} is in the ordinary course of business, not exceeding the threshold limits and on an arm length basis i.e. transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest. However, keeping in view the interest of the stakeholders, the consent of the members is sought for approving the matter as set out in Item No. 11 as Ordinary Resolution at the ensuing Annual General Meeting of the Company.

The relevant information pertaining to transactions with

Stem Factory Solutions Private Limited as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI circular vide. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below:

S. No.	Particular	Details
1	Name of Related Party	Stem Factory Solutions Private Limited (Mr. Varun Sawhney, Director)
2	Nature of Relationship with the company	Mr. Varun Sawhney, is the Son of Mr. Naveen Sawhney and designated as Vice President (Marketing, IT & HR) in CORDS.
3	Type, material terms and particulars of the proposed transactions	In view of sale, purchase or supply of goods or materials, leasing of property and availing or rendering of services, no other material term or particulars of contract of arrangement are applicable for disclosure.
4	Tenure of the proposed transactions	Recurring Transactions for a duration of three financial years commencing from financial year 2022-23 to financial year 2024-25
5	Value of the proposed transactions	Maximum value of transactions is ₹ 50 crore in each Financial Year.
6	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	11.42%
7	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable, as the transaction does not relate to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary
	i) details of the source of funds in connection with the proposed transactions	
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness - cost of funds - tenure	
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	

S. No.	Particular	Details
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs	
8	Justification as to why the RPTs are in the interest of the listed entity	CORDS has been mainly catering to the requirements of the project authorities and institutions, directly. On the other hand, Stem Factory Solutions Pvt. Ltd. is in the market for catering to the requirements of electrical dealers. Therefore, it is an advantageous opportunity for CORDS to enter into new market with low risk and high volumes. The company would also be able to leverage its brand in retail segment and also expand its market share in high profit margin's segment.
9	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
10	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPTs on a voluntary basis	N.A.
11	Name of the Director or KMP who is related, if any	Mr. Naveen Sawhney, Managing Director, Cords Cable Industries Limited.
12	Whether the transactions have been approved by the Board of Directors	Yes. The Audit Committee has at its Meeting held on August 10, 2022 has granted its approval. Based on the recommendations of the Audit Committee, the Board of Directors has at its Meeting held on August 10, 2022 has recommended the Ordinary Resolution to the Members for their approval.
13	Any other information relevant or important for the Members to make a decision on the proposed transactions	The respective contracts or arrangements are proposed at arm's length basis and all factors relevant to the respective contracts have been considered by the Board.

The annual value of the transactions proposed is estimated on the basis of the Company's current transactions and future business projections.

The Board is of the opinion that the transactions of sale, purchase or supply of goods or materials and availing or rendering of services with Stem Factory Solutions Private Limited are in the best interest of the Company.

The documents related to contracts or arrangements proposed to be entered with related parties shall remain open for inspection by the members at the registered office of the Company during normal business hours on any working day.

Save and except, Mr. Naveen Sawhney, Managing Director of the Company and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

As per second proviso to section 188 (1) of the Companies Act 2013, if any member is a related party in any contract

or arrangement, then that party shall not vote in the special resolution, wherein such contract or arrangement is considered for approval.

The Board commends the resolution set out at Item No. 11 of the notice for the approval of members in general meeting.

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

**Sd/-
(Garima Pant)
Company Secretary
Mem. No. : A28170**

New Delhi
August 10, 2022

Registered Office

94, 1st Floor, Shambhu Dayal Bagh Marg,
Near Okhla Industrial Area Phase-III,
Old Ishwar Nagar, New Delhi – 110020
Tel : +91-11-40551200; Fax +91-11-40551281
Website : www.cordscable.com, E-Mail: cscoc@cordscable.com
CIN : L74999DL1991PLC046092

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

S. No.	Particulars	Re- Appointment	Re- Appointment	Appointment	Appointment	Appointment
1	Name of Director	Mr. Naveen Sawhney (DIN: 00893704)	Mr. Sanjeev Kumar (DIN : 07178759)	Mr. Parveen Kumar (DIN 08952635)	Mr. Rahul Mohnot (DIN 00488475)	Mrs. Eila Bhatia (DIN 09274423)
2	Designation	Managing Director	Whole Time Director	Independent Director	Independent Director	Independent Director
3	Date of Birth	March 20, 1952	08-Jun-76	April 12, 1959	September 2, 1956	October 5, 1990
4	Nationality	Indian	Indian	Indian	Indian	Indian
5	Date of First appointment on the Board	April 1, 1995	30-May-15	January 10, 2021	June 30, 2021	September 1, 2021
6	Shareholding (as on March 31, 2022)	No(s) 60,94,931 Equity Shares of Rs. 10/- each.	Nil	Nil	Nil	Nil
7	Qualification/ Nature of Expertise	Mechanical Engineer (AMIME) and holds a Post graduate diploma in Marketing Management.	Qualified member of Institute of Cost Accountants of India.	Post Graduate (M.S.C.) in Physics in 1981, M. Tech (Instrumentation) in 1994 and PGDM (Finance) from IMT, Ghaziabad in the year 2014	Fellow member of "The Institute of Chartered Accountants of India" and a Fellow member of "The Institute of Company Secretaries of India". He is a Master degree holder with specialization in Personnel Management and Management Accountancy in the year 1978. He also obtained certificate programme on Corporate Governance from Indian Institute of Corporate Affairs and Advance Management Programme from Harvard Business School, Boston.	Post Graduate degree in MBA (with specialization in Marketing) and a Graduate degree in BA, from Shobhit University and Delhi University respectively
8	Disclosure of relationships between directors (inter-se)	Executive Director (not related with other Executive and Independent Directors)	Executive Director (not related with other Executive and Independent Directors)	Non Executive - Independent Director (not related with other Executive and Independent Directors)	Non Executive - Independent Director (not related with other Executive and Independent Directors)	Non Executive - Independent Director (not related with other Executive and Independent Directors)
9	Brief Resume / The skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Mr. Naveen Sawhney (DIN 00893704) , 70 Years, is a Mechanical Engineer (AMIME) and holds a Post graduate diploma in Marketing Management. He has an experience of more than 50 years in the Cable Industry. He started his career with Delton Cables Limited as a Supervisor in the Quality Control Department in	Mr. Sanjeev Kumar (DIN: 07178759) , 46 Years, is an aspiring member of Institute of Cost Accountant of India having membership number 26456. He has joined "CORDS" as Manager Cost Control in the year 2012. He is young, motivated, enthusiastic, creative and dynamic personality. He possesses good entrepreneur skills of	Mr. Parveen Kumar (DIN : 08952635) , 63 Years, Son of Shree Madan Lal was born on April 12, 1959 in Mansa, Punjab (India). He has completed his M.S.C. in Physics in 1981, M. Tech (Instrumentation) in 1994 and PGDM (Finance) from IMT, Ghaziabad in the year 2014. He has worked for a period of 34 years with HINDALCO	Mr. Rahul Mohnot (DIN : 00488475) , 65 years, is a Fellow member of "The Institute of Chartered Accountants of India" and a Fellow member of "The Institute of Company Secretaries of India". He is a Master degree holder with specialization in Personnel Management and Management Accountancy in the year 1978. He also obtained certificate	Mrs. Eila Bhatia, (DIN : 09274423) aged about 31 years, holds a Post Graduate degree in MBA (with specialization in Marketing) and a Graduate degree in BA, from Shobhit University and Delhi University respectively.

S. No.	Particulars	Re- Appointment	Re- Appointment	Appointment	Appointment	Appointment
		<p>September, 1971, where he worked for two years and then shifted to the marketing wing and worked there about 10 years. In 1985 he left the organization and joined Cords India which was formed for marketing cables for principal Indian Communication Cable Company under our own trade name "Cords" and then shifted to Cords Cable Industries in 1987 to manufacture cables. Presently he is the Managing Director of our Company.</p>	<p>managing business activities. He has a total work experience of around 20 years including an experience of more than 8 years in cable industry.</p>	<p>INDUSTRIES LIMITED, a flagship company of Aditya Birla Group. Currently, Mr. Parveen Kumar is the 50% partner in Art Best Infratech, a partnership firm engaged in fabrication of UPVC Doors & Windows activities and sole proprietor of JINDAL VIV which provides a complete window hardware solution.</p>	<p>programme on Corporate Governance from Indian Institute of Corporate Affairs and Advance Management Programme from Harvard Business School, Boston. Mr. Rahul Mohnot has worked across multiple locations in diversified Businesses of Aditya Birla Group and Shree Cement Ltd with experience spanning 37 years ranging from Grey Cement, Chemicals, Metals, Mining & other allied industries, Textiles and White Cement with Value Added Products. In these assignments, he has handled Greenfield projects, brown field projects, Loans Syndication, Manage Public Issues, Heading as a Project Head and in Operating Plants worked as Head of Finance & Commercial function, CFO, also successfully lead the team for hiving off various uneconomical manufacturing operations. In recognition of outstanding contribution, the Chairman Aditya Birla Group conferred with an award "Outstanding Leader" in 2013, which entitles for Advance Management Program of 8 weeks duration at Harvard Business School. The citation of the award was "in identifying and leading strategic initiatives around Greenfield projects, securitization of raw material input and revamping critical logistic infrastructure and successfully leading multiple initiatives across Metals, Chemicals and Cement businesses".</p>	

S. No.	Particulars	Re- Appointment	Re- Appointment	Appointment	Appointment	Appointment
10	Name of the Listed entity in which person also holds Directorship.	Cords Cable Industries Limited	Cords Cable Industries Limited	Cords Cable Industries Limited	Cords Cable Industries Limited	Cords Cable Industries Limited
11	Name of the Listed entity in which person also holds the membership of committees of the Board in which he/she holds Directorship.	Cords Cable Industries Limited - *Board *Committee of Directors *Audit Committee *Stakeholder Relationship Committee *Corporate Social Responsibility Committee	Cords Cable Industries Limited - *Board *Committee of Directors	Cords Cable Industries Limited - *Board *Audit Committee *Stakeholder Relationship Committee *Corporate Social Responsibility Committee *Nomination and Remuneration Committee	Cords Cable Industries Limited - *Board *Audit Committee *Stakeholder Relationship Committee *Corporate Social Responsibility Committee *Nomination and Remuneration Committee	Cords Cable Industries Limited- *Board
12	Resignation details in the listed entities during last three years.	Nil	Nil	Nil	Nil	Nil

for Cords Cable Industries Limited

New Delhi
August 10, 2022

Naveen Sawhney
Managing Director

