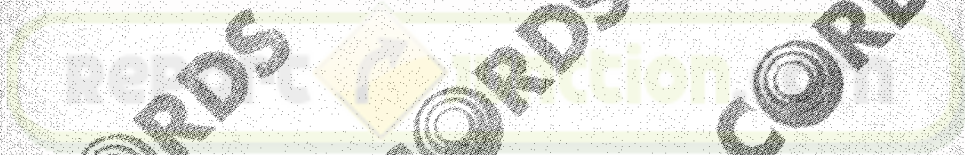


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CORDS

Cords Cable Industries Limited

Cords Cable Industries Ltd.

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BOARD OF DIRECTORS

Mr. Naveen Sawhney
Mr. Rakesh Malhotra
Mr. D.K. Prashar
Mr. Om Prakash Bhandari
Mr. Amit Kumar Gangopadhyay
Mr. N.K. Balasubramanian

Managing Director
Joint Managing Director
Joint Managing Director
Non-Executive Director
Non-Executive Director
Non-Executive Director

CHIEF FINANCIAL OFFICER

Mr. D.V Gupta

COMPANY SECRETARY

Ms Jyoti Dixit

REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Private Limited
A-40, 2nd Floor, Naraina Industrial Area, Phase II,
Near Batra Banquet Hall, New Delhi-110028
Tel No- +91-011-41410592,93,94
Fax No- +91-011-41410591
Email-delhi@linkintime.co.in

BANKERS

Canara Bank
ICICI Bank Limited
DBS Bank Limited
Citi Bank Limited.

STATUTORY AUDITORS

M/s Sharma Goel & Co
Chartered Accountants New Delhi

STOCK EXCHANGES

Bombay Stock Exchange Limited
National Stock Exchange of India Limited

REGISTERED OFFICE

B-1/A-26, Mohan Cooperative Industrial Estate,
Mathura Road, New Delhi-110044.
Tel No- +91-011-40551200
Fax No- +91-011-26951196
Email ID-
- For Investor - ipo@cordscable.com
- For Others - ccil@cordscable.com
Website - www.cordscable.com

PLANT LOCATIONS

Existing Plant-
A-525, Industrial Area Chopanki, Bhiwadi,
Dist. Alwar (Raj) 301 019

Proposed Plant
SP-239,240 & 241,
Industrial Area Kahrani,
Bhiwadi Extn.,
Dist. Alwar (Raj)

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NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of the Members of Cords Cable Industries Limited will be held on Friday, July 24, 2009 at 10:00 a.m at The Little Theatre Group, Copernicus Marg, New Delhi-110001 to transact the following business:

Ordinary Business:

- 1 To receive, consider and adopt the Audited Balance Sheet as at March 31, 2009, the Profit and Loss Account for the year ended on that date with the Reports of the Board of Directors and the Auditors thereon.
- 2 To declare Dividend for the Financial Year 2008-2009 on Equity Shares.
- 3 To appoint a Director in place of Mr. N.K. Balasubramanian, who retires by rotation and being eligible offers himself for re-appointment.
- 4 To appoint a Director in place of Mr. Devender Kumar Prashar, who retires by rotation and being eligible offers himself for re-appointment.
- 5 To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT subject to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s Sharma Goel and Co., Chartered Accountants, be and are hereby, appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company on such remuneration as shall be fixed by Board of Directors.”

Special Business:

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

“RESOLVED THAT pursuant to the provisions of Section 314(1) and other applicable provisions, if any, of the Companies Act, 1956 consent of the Company be and is hereby accorded to the appointment of Ms. Suchita Malhotra (Daughter of Mr. Rakesh Malhotra, Joint Managing Director of the Company) as Manager- Finance in the Company w.e.f. December 15, 2008 at a remuneration of Rs. 21875/- with such perquisites and allowances as permissible under company rules”

7. To consider, and if thought fit, to pass, with or without modification(s) the following Resolutions as Special Resolution:

“RESOLVED THAT pursuant to Section 61 and other applicable provisions, if any, of the Companies Act, 1956 consent of the members be and is hereby accorded to extend the time for attainment of the objects of the proceeds of the Initial Public Offer (IPO) stated in the prospectus dated January 28, 2008 by a further period of one (1) year w.e.f. April 2009 to April 2010 and cost overrun, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things and sign forms, deeds, documents, agreements, contracts, undertakings, declarations,



confirmations, letters and such other papers as may be necessary, desirable and expedient to give effect to the deviation in the time for attainment of the objects of the proceeds of the IPO.”

By Order of the Board of Directors

New Delhi

(Jyoti Dixit)

June 24, 2009

Company Secretary

Registered Office

B1/A-26, Mohan Cooperative Industrial Estate

Mathura Road, New Delhi-110044.

Notes:

- 1 A member entitled to attend and vote at Annual General Meeting (the Meeting) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not to be the member of the Company. The instrument appointing the proxy should however, be deposited at the Registered Office of the Company not less than forty eight (48) hours before the commencement of the Meeting.
- 2 Corporate Members intending to send their authorised representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- 3 An Explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 4 As required by Clause 49 of the Listing Agreement entered with Stock Exchanges the relevant details of Mr N.K. Balasubramanian & Mr. Devender Kumar Prashar Directors, retiring by rotation and seeking re- appointment in accordance with applicable provisions of the Article of Association of the Company are also annexed
- 5 The Register of Members and Transfer Books of the Company will be closed from Saturday, July 18, 2009 to Friday, July 24, 2009, both days inclusive. If the dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made on or after August 03, 2009 as under:
 - a) To all Beneficial Owners in respect of shares held in electronic form as per the data as may be made available by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as of close of business hours on July 17, 2009;
 - b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on July 17, 2009.
- 6 Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
- 7 Members who hold shares in dematerialized form are requested to write their DP ID & Client ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
- 8 Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
- 9 Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent- Link Intime India Private Limited. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.

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Explanatory Statement in respect of Special Business pursuant to Section 173(2) of the Companies Act, 1956

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 6

The Board of Directors of the Company at its meeting held on January 27, 2009, subject to the approval of Members in General Meeting, appointed Ms. Suchita Malhotra, (daughter of Mr. Rakesh Malhotra, Joint Managing Director of the Company) as Manager- Finance with effect from December 15, 2008.

Ms. Suchita Malhotra is holding Bachelors Degree in International Business Economics from Lancaster University, U.K. She is actively involved in internal audit activities, supervising accounting related activities and liasioning with various agencies like Credit Rating, Banks, Financial Institutions etc.

In terms of Section 314 (1) of the Companies Act, 1956 appointment of Ms. Suchita Malhotra is to be approved by shareholders of the company in their meeting.

None of Directors except Mr. Rakesh Malhotra is concerned or interested in the said resolution.

Your Board commends the Special Resolution for your approval.

Item No. 7

At the Extra Ordinary General Meeting of the Company held on June 30, 2007 the members approved the Initial Public Offer ("IPO") of the Equity Shares of the Company. Accordingly the IPO of the Company was opened for subscription on January 21, 2008 and closed on January 24, 2008 through 100% book building route.

The IPO of the Company was planned with certain objects as more particularly stated and described under section titled "Objects of the Issue" in the prospectus dated January 28, 2008. The said objects were to be attained by April 2009.

There has been a delay in attainment of the objects of the issue proceeds. The delay in the attainment of the object was mainly due to the following reasons:

- Recessionary Conditions of the Market due to which the Management decided to hold on to the project implementation for a while.
- Exchange of Land for upcoming project. Rajasthan State Industrial Development & Investment Corporation Limited (RIICO) offered an alternative piece of land for the project at Kahrani, Dist Alwar, Rajasthan due to certain issues with the proper procurement of the previous land at Pathredi Dist Alwar, Rajasthan. The new land is better located and more suitable for the project.



This exchange process is completed in May-June'09. In view of the improvement in the situation, the project is expected to be commissioned expeditiously and is likely to commence production by April 2010. Also, some of the machineries have temporarily been commissioned at company's present site at Chopanki.

The Cost of the project as stated in the prospectus was Rs. 6820 Lacs. The Company has incurred Rs. 4940.03 Lacs on the project till 31/03/2009. Since, the project is delayed the cost of the project may increase. Management proposes to meet cost overrun, if any, from internal accruals & borrowings.

In terms of the provisions of Section 61 of the Companies Act, 1956, a Company cannot vary the terms of a contract referred to in the prospectus except subject to approval of or except on authority given by the members of the company in a general meeting. In view of the said provisions, consent of the members is required.

Your Board commends the Special Resolution for your approval.

None of Directors is concerned or interested in the said resolution.

By Order of the Board of Directors

New Delhi
June 24, 2009

(Jyoti Dixit)
Company Secretary

Registered Office
B-1/A-26, Mohan Co-operative Industrial Estate,
Mathura Road,
New Delhi-110044.

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MANAGEMENT DISCUSSION AND ANALYSIS**OVERVIEW**

The year 2008-09 proved to be a very challenging year for Indian Industry. During the year the GDP of the country fell down to 6.7% compared to 8.5% in FY'08. Cable Industry was no exception to this domestic and global meltdown.

Rated by US magazine Forbes among the top 22 Indian companies and the only company from cable industry featured in the latest '200 Best under a Billion' list for the Asia-Pacific region

Despite all the global and domestic challenges and sharp fluctuation in commodities like Copper & Steel which constitute almost 80% of the raw materials for Cables, Cords Cable Industries Ltd (CCIL) achieved a growth of 30% in sales over the last year. To face all these challenges CCIL further diversified its business model and has added 33 new clients to its existing client base, has started exporting its product to many new countries and has added 3 new business sectors.

In an effort to make its business model more sustainable CCIL focused aggressively on export markets and as a result the company increased the share of exports to 16.1% as against 7% in FY'08.

CCIL is well poised for future growth with a well developed strategy in place and is well on course for achieving its target to increase the share of its export sales to 25% by FY'10.

OPPORTUNITIES

The key to sustaining India's growth rate during a global meltdown lies in developing India's infrastructure. Keeping this in mind, the government is targeting an investment of US\$ 20.38 billion over the next two years in the infrastructure sector. The scheme proposed by government cannot be achieved without participation of Private sector. The government has asked the Infrastructure Investment Finance Company Ltd (IIFCL) to put together a corpus of over US\$ 8.15 billion for this purpose. This is in addition to the US\$ 320 billion that the government plans to invest for the upgradation of ports, railroads, highways and airports over the next 15 years. Further, the core sector growth is back on track. The index for six core industries crude oil, petroleum refinery products, coal, electricity, cement and finished carbon steel has turned in a growth of 2.9 per cent in March 2009 over March last year.

At global level, India's growth story is so far impressive with GDP growing at the brisk pace of around 8 percent; Infrastructure needs to grow at a similar level for sustaining this GDP growth. The infrastructure sector is intrinsically dependent upon the cable sector. This augurs well for the suppliers of power cables, instrumentation and other cables.

Cables play a significant part in infrastructure activities. With strong investments proposed across sectors such as Power, Oil & Gas Exploration, Refineries, Metro Rail, Airport Modernization, Industrial and Telecom, the Cable Industry in India is slated for a strong growth going forward. Cable contributes nearly 5% of total project cost for different sectors.



CCIL has a well placed plan and is geared to take advantage of the growth likely to be achieved by various industries. Opportunities across these segments are-

POWER

With the government recognising the power sector to be the backbone of sustained industrial growth, robust investments have been proposed towards building up capacities. For India, to sustain its GDP growth at over 8%, it is estimated that the power sector should grow atleast 1.8 to 2 times of the GDP, translating to an addition of generation capacity by nearly 18,000 to 20,000 MW (megawatts) each year.

Cables play a crucial part in all the three aspects of the power sector- generation, transmission and distribution. It is estimated that nearly 3% to 3.5% of investment per MW goes towards cables and power sector will generate huge demand for cables in near future.

INDUSTRIAL

Investments in the industrial sector, comprising of buildings, factories and industrial units across various sectors such as steel, power, fertilisers, oil & refinery, aluminium, cement, mining, among others, also generate demand for cables (both low and high tension cables). It is estimated that nearly 5% of the total capex plans goes towards cables. With Indian corporates estimated to spend around US\$ 150 to US\$ 200 bn as capex over the next few years, the demand for cables from the sector is expected to be high.

PORTS

The government has identified 276 projects entailing an investment of US\$ 12 billion. According to the Planning Commission, there is an investment opportunity of US\$ 25 billion by 2011-12 in India's shipping and ports sectors, as the country seeks to double its ports capacity to 1,500 million tonnes. Segment-wise, while the ports sector would provide a US\$ 13.75 billion investment opportunity, shipping and inland waterways are likely to present a US\$ 11.25 billion investment opportunity and all these investments in turn will generate huge demand for cable industry.

AIRPORTS

The government plans to attract private players through the PPP mode for the development of over 300 airports and airstrips. It is expected to invest US\$ 9 billion to modernise existing airports by 2010. The Civil Aviation Ministry plans to develop 35 Greenfield airports across India by 2010 with an investment of US\$ 35 billion for the proposed airports. It augurs for a big opportunity for Cable industry in India.

RAILWAY - A Major Spender

Indian Railway has embarked on aggressive plans to expand and modernize its network. The Annual Plan for 2009-10 envisages investment of Rs. 37,905 cr. The said amount will be used to lay railway line, for improving signal and telecommunication works, gauge conversion, electrification and for Metropolitan Transport Projects. (Source: Railway Budget -2009-10). 30-40% of signaling capex is spends on cables.

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REALTY

According to the eleventh fiveyear plan document, there is a shortage of 24mn homes in the country. While there has been a significant slowdown in real estate demand in the recent past, the above-mentioned fact still stands intact. As such, this sector is scheduled to create strong demand for commodities (including cables) going forward. Growth across segments such as residential, commercial and retail will be the major factor for this segment going forward.

OPPORTUNITIES IN EXPORT MARKET

Indian cables are accepted world over now. CCIL is supplying its cables to various countries of Middle East, Africa & UK. CCIL is pre approved with Alstom, SIDEM (Veolia Group, France), Areva T&D, Siemens, Technip for their global operations. Cables produced by Indian companies are cost effective as compared to other developed countries so Indian cable players are well placed to take on this opportunity where potential is huge. With more interest from foreign players, there is more opportunity for Indian organized cable players. We are now trying to focus ourselves in Latin America apart from Middle East & Africa.

CCIL is trying to become a global company. As planned the company achieved 16.1% of its sales from exports during FY'09 and plans to derive 25% of its sales from exports by FY'10. In future, CCIL plans to take this export contribution to around 50% to further de risk its business model.

THREATS

Raw Material Price fluctuation: Basic Raw Material used in the manufacture of Cables is copper, which constitutes almost 50% to 70% of our overall cost depending upon the type of cable. In the recent past, there have been wide fluctuations in the price of copper both at domestic and international markets which affected our margins adversely. However, the company is planning to tackle this problem with suitable hedging, advanced analysis and Monitoring mechanism.

Competition from Existing and New Players: As the market is expanding, smaller players are getting larger orders which will enable them to compete with existing large players, which going forward, will increase competition.

Highly Regulated Market: We are governed by various regulations which impose on us additional costs and delays which affect our business and results of operations. The end users of our products are also governed by various regulations and policies and any unfavourable regulatory change can impact their operations which in turn could affect our business.