

NOTICE

Notice is hereby given that the Nineteenth Annual General Meeting of the Members of Cords Cable Industries Limited will be held on Thursday, September 30, 2010 at 11.00 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, 2010, 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 final dividend for the Financial Year ending March 31st, 2010.
- 3 To appoint a Director in place of Mr. Naveen Sawhney, who retires by rotation and being eligible offers himself for re-appointment.
- 4 To appoint a Director in place of Mr. Om Prakash Bhandari, 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 Statutory 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 may 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 Ordinary Resolution:

“RESOLVED THAT Mr. Ajit Kumar Sahay, who was appointed as an Additional Director in terms of Section 260 of Companies Act, 1956, at the meeting of the Board of Directors of the Company held on May 29, 2010 and whose term expires at this Annual General Meeting and for the appointment of whom the Company has received a notice under Section 257 of the Companies Act, 1956, from a member proposing his candidature for the office of a Director be and is hereby appointed as a Director of the Company whose period of office will be liable to retirement by rotation.”

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

“RESOLVED pursuant to the provisions of Section 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and in suppression of resolution passed by shareholders by way of postal ballot on September 24, 2009 that the consent of the Company be and is hereby accorded for payment of managerial remuneration to Mr. Naveen Sawhney, Managing Director of the Company w.e.f. October 01, 2009 on the terms & conditions mentioned below:

Salary:	Consolidated Salary at the rate of Rs.3,75,000/- (Rupees Three Lacs Seventy Five Thousand only) per month.
Commission:	Commission not exceeding 1% of the net profits of the Company, subject to the approval by the Board of Directors of the Company or any Committee thereof constituted in this regard.
Medical Reimbursement:	Medical Expenses incurred by the appointee on self, and family will be reimbursed subject to the maximum of Rs.15,000/- in a year.
Contribution to PF etc:	Contribution to the Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company.
Leave Travel Concession:	For self and the family once a year in accordance with the rules of the Company.
Gratuity:	Gratuity payable as per the rules of the Company.
Leave Encashment:	Encashment of leave at the end of the tenure as per the rules of the Company.
Free Car:	The Managing Director will be provided with a car and a driver.
Telephone:	Free land line telephone and mobile phone facility will be provided.

Provided that total remuneration payable to all managerial person by way of salary, commission or other allowances shall not exceed five percent of net profits for one such managerial person or ten percent of net profits for all the managerial persons as described in the section I of part II of the Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure as Managing Director, the Company has no profits or its profits are inadequate, the minimum remuneration shall be paid in accordance with provisions of Section II of Part II of schedule XIII of the Companies Act, 1956.”

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

“RESOLVED pursuant to the provisions of Section 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and in suppression of resolution passed by shareholders by way of postal ballot on September 24, 2009 that the consent of the Company be and is hereby accorded for payment of managerial remuneration to Mr. Devender Kumar Prashar, Joint Managing Director of the Company w.e.f. October 01, 2009 on the terms & conditions mentioned below:

Salary:	Consolidated Salary at the rate of Rs.3,75,000/- (Rupees Three Lacs Seventy Five Thousand only) per month.
Commission:	Commission not exceeding 1% of the net profits of the Company, subject to the approval by the Board of Directors of the Company or any Committee thereof constituted in this regard.



Medical Reimbursement:	Medical Expenses incurred by the appointee on self, and family will be reimbursed subject to the maximum of Rs.15,000/- in a year.
Contribution to P F etc:	Contribution to the Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company.
Leave Travel Concession:	For self and the family once a year in accordance with the rules of the Company.
Gratuity:	Gratuity payable as per the rules of the Company.
Leave Encashment:	Encashment of leave at the end of the tenure as per the rules of the Company.
Free Car:	The Joint Managing Director will be provided with a car and a driver.
Telephone:	Free land line telephone and mobile phone facility will be provided.

Provided that total remuneration payable to all managerial person by way of salary, commission or other allowances shall not exceed five percent of net profits for one such managerial person or ten percent of net profits for all the managerial persons as described in the section I of part II of the Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure as Joint Managing Director, the Company has no profits or its profits are inadequate, the minimum remuneration shall be paid in accordance with provisions of Section II of Part II of schedule XIII of the Companies Act, 1956.”

By Order of the Board of Directors

**Sd/-
(Jyoti Dixit)
Company Secretary**

New Delhi
August 13, 2010

Registered Office :
B-1/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 Naveen Sawhney & Mr. Om Prakash Bhandari, 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, September 25, 2010 to Thursday, September 30, 2010, 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 October 11, 2010 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 September 24, 2010;
 - 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 September 24, 2010.
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.

Explanatory Statement under Section 173(2) of the Companies Act, 1956,**Item No. 6**

In terms of Section 260 of the Companies Act, 1956 & Article No. 45 of Article of Association, Mr. Ajit Kumar Sahay, was appointed as an Additional Director of the Company by the Board of Directors with effect from May 29, 2010 and holds office till the conclusion of ensuing Annual General Meeting. Company has received a notice in terms of 257 of Companies Act, 1956 from a member proposing his candidature for the office of Director. The Board considers it desirable that he shall continue his services.

Mr. Sahay has extensive managerial experience of above four decades in both Public & Private Sectors, including about ten years as Director/CMD at Board Level. He retired as Chairman & Managing Director of NEYVELI LIGNITE CORPORATION LTD. He is Graduate in Mining Engineering with Honors from Indian School of Mines. Also holds the Professional Competency Certificate for First Class Mine Managers in which he stood First in India.



None of Director except Mr. Ajit Kumar Sahay is concerned or interested in the said resolution.

Your Board recommends the resolution for your approval.

Item No. 7

Mr. Naveen Sawhney is on the Board of the Company since April 01, 1995 and based on the recommendation of the Board of Directors, the Members of the Company at their meeting held on July 31, 2006 confirmed his appointment as the Managing Director of the Company w.e.f July 01, 2006

Mr. Naveen Sawhney is a Mechanical Engineer (AMIME) and holds a Post Graduate Diploma In Marketing Management. He has an experience of 35 years in the Cable Industry. Presently he is heading the Marketing, Strategic Planning and Sourcing division.

With the growth in the business & the expansion in the activities of the company, the work pressure of the Executive Directors is enhanced. Keeping in view, the additional work pressure, remuneration packages among the industry & the inflationary conditions, it was proposed to reinstate the salary payable to the Executive Directors. The matter was taken up by the Remuneration Committee; Members whereof in majority are Independent Directors. The Remuneration Committee recommended to the Board to revise the remuneration of Managing Director as proposed in subject resolution.

Statement pursuant to section II (B) of Part II of Schedule XIII of Companies Act, 1956

I. GENERAL INFORMATION:

1.	Nature of Industry	Cable Industry		
2.	Date or Expected Date of Commencement of Commercial Production.	Company is an existing company.		
3.	In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.		
4.	Financial performance based on given indicators (Rs .in Lacs)	Particulars	2009-10	2008-09
		Total Income	22231.99	22279.78
		Profit Before Tax and Depreciation	989.46	1397.55
		Depreciation	366.89	286.20
		Profit Before Tax	622.57	1111.35
		Tax	203.96	398.65
		Profit After Tax	418.61	712.70
		Equity Capital (face value Rs. 10/-)	1142.78	1142.78
		Earning per Share (Rs.)	3.66	6.24
5.	Export performance based on given indicators (Rs. In Lacs)	Particulars	2009-10	2008-09
		Foreign Exchange Earning	4221.89	2821.02
		Foreign Exchange Outgo	1413.38	270.27
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, 58 Years, is a Mechanical Engineer (AMIME) and holds a Post graduate diploma in Marketing Management. He has an experience of 35 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 our Company and heads Marketing, Strategic Planning and Sourcing division.

2. Past Remuneration

The remuneration which Mr. Naveen Sawhney was getting in the previous year was 2,50,000 /-per annum & Commission not exceeding 1% of the net profits of the Company excluding medical & other retiral benefits. Remuneration was again revised to Rs. 3,75,000/- by passing ordinary resolution through postal ballot.

3. Recognition or awards

Mr. Naveen Sawhney is renowned personality in Cable Industry

4. Job Profile and his suitability

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

5. Remuneration proposed

The abstract containing details of remuneration proposed to be paid to the Managing Director are contained in subject resolution proposed to be passed as special resolution.

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

Mr. Naveen Sawhney has served on the Board of the Company since its inception. 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 on 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 22.11% Equity Shares of the Company. Apart from this, he does not have any other pecuniary transaction with the Company except by way of his employment with the Company.

He is relative of Mr. Varun Sawhney, Vice President (Marketing, HR & IT) & Mr. Gaurav Sawhney, Assistant Vice President – (Finance) of the Company.

III. OTHER INFORMATION :**1. Reasons of Loss or Inadequate Profits**

The company has been earning profits in its operations since inception. However, our pattern of sales is cost plus margin. Presently, due to sharp fluctuations in commodity prices, our margin had gone down. Further, overall worldwide economic slowdown had also adversely resulted in inadequate profit during the financial year 2009-10.

2. Steps taken or proposed to be taken for improvement

The company has continuously worked upon in achieving better efficiencies, cutting cost 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. Further, the company is at an advance stage of its double-fold expansion project. As such the additional revenues and the economies of scale from it shall be generated in the coming years.

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

The Company expects increase in the profits in line with the increase in its activity and market penetration. In terms of Para B, Section II, Part II of Schedule XIII of The Companies Act, 1956 increase of remuneration of Executive Directors requires approval of Shareholders by way of special resolution.

None of the Directors except Mr. Naveen Sawhney is concerned or interested in the said resolution.

Your Board commends the Special Resolution for your approval.

Item No. 8

Mr. D.K. Prashar is on the Board of the Company since April 01, 1995 and based on the recommendation of the Board of Directors, the Members of the Company at their meeting held on July 31, 2006 confirmed his appointment as the Joint Managing Director of the Company w.e.f July 01, 2006

Mr. D.K. Prashar holds a Diploma in Mechanical Engineering. He has an experience of 36 years in the Cable Industry. Presently he is heading the Manufacturing Operations of the Company.

With the growth in the business & the expansion in the activities of the company, the work pressure of the Executive Directors is enhanced. Keeping in view the additional work pressure, remuneration packages among the industry & the inflationary conditions, it was proposed to reinstate the salary payable to the Executive Directors. The matter was taken up by the Remuneration Committee; Members whereof in majority are Independent Directors. The Remuneration Committee recommended to the Board to revise the remuneration of Joint Managing Director as proposed in subject resolution.

Statement pursuant to section II (B) of Part II of Schedule XIII of Companies Act, 1956

I. GENERAL INFORMATION:

1.	Nature of Industry	Cable Industry		
2.	Date or Expected Date of Commencement of Commercial Production.	Company is an existing company.		
3.	In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.		
4.	Financial performance based on given indicators (Rs .in Lacs)	Particulars	2009-10	2008-09
		Total Income	22231.99	22279.78
		Profit Before Tax and Depreciation	989.46	1397.55
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		Profit Before Tax	622.57	1111.35
		Tax	203.96	398.65
		Profit After Tax	418.61	712.70
		Equity Capital (face value Rs. 10/-)	1142.78	1142.78
		Earning per Share (Rs.)	3.66	6.24
5.	Export performance based on given indicators (Rs. In Lacs)	Particulars	2009-10	2008-09
		Foreign Exchange Earning	4221.89	2821.02
		Foreign Exchange Outgo	1413.38	270.27
6.	Foreign Investments or Collaborators, if any.	The Company did not have any foreign investments or collaborations.		

IV. INFORMATION ABOUT THE APPOINTEE :

1. Background Details

MR. D. K. PRASHAR, 60 Years, has a diploma in Mechanical Engineering. He has over 36 years of experience in Cable Industry. He started his career with Delton Cable Limited as a Supervisor in Final Testing department. There he worked for nearly 4 years and then he shifted to Marketing wing where he worked for almost 10 years. He left Delton in 1984 & joined Cords India which was formed for marketing of cables for principal M/s Indian Communication Cable Company with its own trade name "Cords". In 1987 he joined Cords Cable Industries, a partnership firm, to enter into manufacturing of cable. Presently he is working as a Joint Managing Director of our Company. He heads the manufacturing operations at Bhiwadi.

2. Past Remuneration

The remuneration which Mr. Devender Kumar Prashar was getting in the previous year was Rs. 2,50,000/-per annum & Commission not exceeding 1% of the net profits of the Company excluding medical & other retiral benefits. Remuneration was again revised to Rs. 3,75,000/- by passing ordinary resolution through postal ballot.

3. Recognition or awards

Mr. Devender Kumar Prashar is renowned personality in Cable Industry.

4. Job Profile and his suitability

Mr. Devender Kumar Prashar has been instrumental in giving direction to the entire team of Cords & has been responsible for monitoring their performance on regular basis. Mr. Prashar is actively involved in monitoring the overall manufacturing operations at Bhiwadi plant as well as our upcoming project at Kaharani. The Board is confident that Mr. Devender Kumar Prashar's management capabilities will enable the Company progress further.

5. Remuneration proposed

The abstract containing details of remuneration proposed to be paid to the Joint Managing Director are contained in the Explanatory Statement to Resolution No. 8 of the Notice of the 19th Annual General Meeting.

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

Mr. D. K. Prashar has served on the Board of the Company since its inception. 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 on 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. Devender Kumar Prashar is holding 22.13% Equity Shares of the Company. Apart from this, he does not have any other pecuniary transaction with the Company except by way of his employment with the Company.

He is relative of Mr. Rahul Prashar, Vice President (Operations) of the Company.

II. OTHER INFORMATION :**1. Reasons of Loss or Inadequate Profits**

The company has been earning profits in its operations since inception. However, our pattern of sales is cost plus margin. Presently, due to sharp fluctuations in commodity prices our margin had gone down. Further, overall worldwide economic slowdown had also adversely resulted inadequate profit during the financial year 2009-10.

2. Steps taken or proposed to be taken for improvement

The company has continuously worked upon in achieving better efficiencies, cutting cost 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. Further, the



company is at an advance stage of its double-fold expansion project. As such the additional revenues and the economies of scale from it shall be generated in the coming years.

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

The Company expects increase in the profits in line with the increase in its activity and market penetration.

In terms of Para B, Section II, Part II of Schedule XIII of The Companies Act, 1956 increase of remuneration of Executive Directors requires approval of Shareholders by way of special resolution.

None of the Directors except Mr. D. K. Prashar is concerned or interested in the said resolution.

Your Board commends the Special Resolution for your approval.

By Order of the Board of Directors

**Sd/-
(Jyoti Dixit)
Company Secretary**

New Delhi
August 13, 2010

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