



CORDS CABLE INDUSTRIES LTD.

REGD. OFFICE: 94, 1st Floor, Shambhu Dayal Bagh Marg,

Near Okhla Industrial Area Phase - III,

Old Ishwar Nagar, New Delhi 110020

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

Website: www.cordscable.com ; Email: ccil@cordscable.com

CIN: L74999DL1991PLC046092

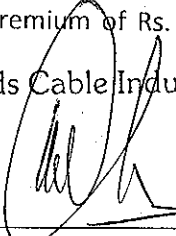
CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED IN THE 6TH EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF CORDS CABLE INDUSTRIES LIMITED HELD ON FRIDAY, JANUARY 29, 2016, AT 10.00 A.M. AT SHAH AUDITORIUM, SHREE DELHI GUJARATI SAMAJ MARG, CIVIL LINES, NEAR INTERSTATE BUS TERMINAL, DELHI-110054.

APPROVAL OF THE FURTHER ISSUE OF CAPITAL ON PREFERENTIAL BASIS IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 ("ICDR REGULATIONS").

"RESOLVED THAT pursuant to the provisions of Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "Act") and in accordance with the provisions of the Memorandum of Association (the "Memorandum") and the Articles of Association of the Company (the "Articles"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulation) and listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited (collectively the "Stock Exchanges"), provisions of Chapter VII – "Preferential Issue" and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (hereinafter referred to as the "SEBI ICDR Regulations"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), and all such other approvals from relevant third parties, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals and consents, which may be agreed to by the board of directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the member be and is hereby accorded to the Board to create, offer, issue and allot, up to 15,00,000 (Fifteen Lakh) fully paid-up Equity Shares of the Company, having face value of Rs. 10/- (Rupees Ten Only) each (the "Equity Shares"), for cash, at a price of Rs. 43/- (Rupees Forty Three only) per Equity Share (with a premium of Rs. 33/- (Rupees Thirty Three per Equity Share) being not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations, on a preferential basis, so that the total value of the number of Equity Shares so issued at a price not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations to Mr. Mukul Agrawal (the "Investor"), (a non- promoter individual) having its office at 208/209, The Capital, Plot No. C-70, Block-G, Bandra-Kurla Complex, Bandra (East), Mumbai 400051, having PAN No AAFA4859G, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit (the "Preferential Issue").

RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the SEBI ICDR Regulations, the "relevant date" for the purpose of calculating the floor price of the Equity Shares for the purposes of the Preferential Issue is the date which is 30 (thirty) days prior to the date of Extraordinary General meeting i.e. 30th December, 2015 (the "Relevant Date") and the floor price of the Equity Shares to be issued and allotted through the Preferential Issue as calculated in accordance with provisions of Chapter VII of the SEBI ICDR Regulations is Rs. 42.8025/- per Equity Share, with a premium of Rs. 32.8025/- per Equity Share.

For Cords Cable Industries Ltd.



Director

Works:

UNIT I: A-525, E-518, 519, 520, Industrial Area Chopanki, Bhiwadi, Distt. Alwar - 301707 (Rajasthan) Tel. No.: +91-1493-516662

UNIT II: SP 239, 240, 241, Industrial Area Kaharani, Bhiwadi, Distt. Alwar - 301019 (Rajasthan) Tel. No.: +91-1493-520081

RESOLVED FURTHER THAT in accordance with Regulation 74 of the SEBI ICDR Regulations, the Equity Shares shall be issued and allotted by the Company to the Investor, in dematerialised form, within a period of 15 (fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Equity Shares is pending on account of pendency of any approvals by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of the last such approval that is required from a regulatory authority in respect of the allotment of the Equity Shares to the Investor.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted through the Preferential Issue shall rank pari passu with the existing Equity Shares of the Company in all respects, including but not limited to dividend, subject to lock-in as per requirements of SEBI ICDR Regulations and shall be subject to the provisions of the Memorandum and the Articles of the Company.

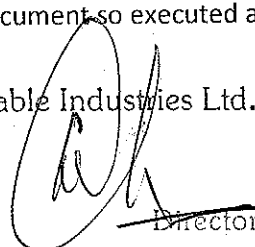
RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in as stipulated under the SEBI ICDR Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT subject to the provisions of SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, vary, modify, alter and approve the terms and conditions of the offer, issue and allotment of the Equity Shares as it may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board or any authorised committee of the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper, desirable, incidental or expedient for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the SEBI ICDR Regulations, listing of the Equity Shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the Equity Shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Preferential Issue including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or

For Cords Cable Industries Ltd.



Director

acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be."

The above resolution was passed with requisite majority.

CERTIFIED TO BE TRUE
For Cords Cable Industries Limited

For Cords Cable Industries Ltd.

Naveen Sawhney
Managing Director

Director

DIN 00893704

Address: C-68, Kalkaji

New Delhi-110019

Date: 30.01.2016

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Further Issue of Share Capital on Preferential Basis**

- (i) Consent of the shareholders is sought for issuing and allotting, on a preferential basis, up to 15,00,000 (Fifteen Lakh) fully paid-up Equity Shares of the Company, having face value of Rs. 10/- (Rupees Ten Only) each (the "Equity Share"), at a price of Rs. 43/- (Rupees Forty Three only) per Equity Share, with a premium of Rs 33/- (Rupees Thirty Three) per Equity Share, which shall constitute approximately 11.60% of the diluted paid-up equity share capital of Company, to Mr. Mukul Agrawal ("Investor") (a non-promoter individual) having his address at 208/209, The Capital, Plot No. C-70, Block-G, Bandra-Kurla Complex, Bandra (East), Mumbai 400051, having PAN No AAFPA4859G.
- (ii) The Investor intends to support the Company in achieving the growth of the business of the Company and accordingly is desirous of infusing funds in form of equity share capital and which is proposed to be used to meet the working capital requirements of the company.
- (iii) In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and rules made there under (the "Act"), a company can undertake preferential allotment/private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Act read with provisions of Chapter VII – "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations"), as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI ICDR Regulations.
- (iv) Accordingly, the Company proposes to issue and allot 15,00,000 (Fifteen Lakh) fully Equity Shares, at a price of Rs. 43/- (Rupees Forty Three only) per Equity Share to the Investor.
- (v) The Equity Shares allotted would be listed on the BSE Limited and the National Stock Exchange of India Limited. The issue and allotment would be subject to the availability of requisite regulatory approvals.

(a) Objects of the issue through Preferential Issue:

To meet the working capital requirements your Company intends to raise funds through preferential issue of Equity Shares. The proceeds of the issue will be utilised by the Company to meet its working capital requirements.

For Cords Cable Industries Ltd.


Director**Works:**

UNIT I: A-525, E-518, 519, 520, Industrial Area Chopanki, Bhiwadi, Distt. Alwar - 301707 (Rajasthan) Tel. No.: +91-1493-516662

UNIT II: SP 239, 240, 241, Industrial Area Kaharani, Bhiwadi, Distt. Alwar - 301019 (Rajasthan) Tel. No.: +91-1493-520081

(b) Intention of the promoters / directors / key management personnel of the Company to subscribe to the proposed preferential offer:

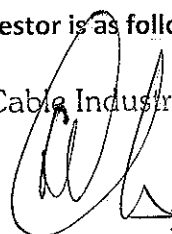
The Preferential Issue is not being made to the Promoters, Directors or Key Management Personnel of the Company and None of the current Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to the proposed Preferential Issue.

(c) Shareholding pattern of the Company before and after the Preferential Issue:

Sl. No	Category of Shareholders	Pre-Preferential Issue Shareholding (as on 31.12.2015)		Post Preferential Issue Shareholding (Proposed)	
		No. of shares held	% of shareholdi ng	No. of shares held	% of shareholding
A. Shareholding of promoter and promoter group					
1.	Indian:				
	Individual	6646438	58.16	6646438	51.41
	Bodies Corporate				
2.	Foreign	-	-	-	-
	Total shareholding of promoter and promoter group A = (A1+A2)	6646438	58.16	6646438	51.41
B. Non Promoter's holding					
1.	Institutional Investor	12695	0.11	12695	0.10
	Sub-Total (B)(1)	12695	0.11	12695	0.10
2	Non-Institutions				
	Bodies Corporate	492982	4.31	492982	3.81
	Directors and Relatives	0	0	0	0
	Indian Public	3525150	30.85	5025150	38.87
	Others (Including NRIs)	750515	6.57	750515	5.81
	Sub-Total (B)(2)	4768647	41.73	6268647	48.49
	Total Public shareholding(B)= (B)(1)+(B)(2)	4781342	41.84	6281342	48.59
	Shares held by Custodians and against which Depository Receipts have been issued				
(a)	Promoter and Promoter Group	-	-	-	-
(b)	Public	-	-	-	-
	Sub-Total (C)	-	-	-	-
	GRAND TOTAL (A)+(B)+(c)	11427780	100	12927780	100

(d) The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Investor is as follows:

For Cords Cable Industries Ltd.


Director

Identity of the proposed allottee	Category	Pre Issue holding	No of equity shares to be allotted	Issue price of equity shares	Post issue holding	% Post issue holding
Mr. Mukul Agrawal	Non – Promoter Individual	Nil	15,00,000	Rs. 43/- per equity shares	15,00,000	11.60%

Since the Allottee is an Individual, he himself is the ultimate beneficial owner of the equity shares proposed to be allotted.

(e) Proposed time within which the Preferential Issue shall be completed:

As required under Chapter VII of the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 (fifteen) days from the date of passing of the resolution at the Extraordinary General Meeting or in the event the allotment of Equity Shares would require any approval(s) from any regulatory authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

(f) The class or classes of persons to whom the allotment is proposed to be made:

The proposed allottee is individual, Mr. Mukul Agrawal (a non-promoter individual) is having his address at 208/209, The Capital, Plot No. C-70, Block-G, Bandra-Kurla Complex, Bandra (East), Mumbai 400051 holding PAN No. AAFPA4859G.

(g) The Total Number of Shares to be Issued and price at which the Preferential Issue is proposed:

The Board intends to offer, issue and allot up to 15,00,000 (Fifteen Lakh) Equity Shares, at a price of Rs. 43/- (Rupees Forty Three only) per Equity Share, with a premium of Rs. 33/- (Rupees Thirty Three only) per Equity Share to the Investor, the minimum price at which the issue shall be made as determined as on Relevant Date in accordance with Regulation 76 of the ICDR Regulations and applicable law.

(h) Basis on which the price has been arrived at along with report of the registered valuer:

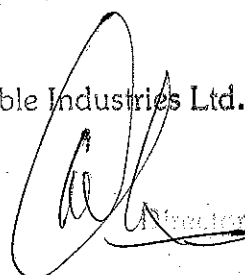
This is not applicable in the present case since the Company is a listed company and its shares are frequently traded both on the National Stock Exchange of India Ltd and BSE Ltd. However, it is agreed that the issue price shall be calculated in accordance with the SEBI ICDR Regulations.

(i) Relevant Date with reference to which the price has been arrived at:

The "Relevant Date" in terms of Regulation 71(a) of the SEBI ICDR Regulations for the purpose of determining the price of the Equity Shares, is December 30, 2015, i.e. the date 30 (thirty) days prior to the date of the Extraordinary General Meeting.

(j) Lock-in period:

For Cords Cable Industries Ltd.



The proposed allotment shall be subject to lock-in as per requirements of the Regulations 78 and other applicable provisions of SEBI ICDR Regulations.

(k) The change in control, if any, in the Company that would occur consequent to the Preferential Issue:

The existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

(l) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case since the Company being a listed company the pricing is in terms of SEBI ICDR Regulations. Further, the proposed allotment is for cash consideration.

(m) Undertaking to recomputed price and Undertaking to put under lock-in till the recomputed price is paid:

As specified under the SEBI ICDR Regulations, wherever it is required, the Company shall re-compute the issue price of the Equity Shares to be allotted under the Preferential Issue in accordance with the SEBI ICDR Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by the Investor i.e. Mr. Mukul Agrawal within the time stipulated under the SEBI ICDR Regulations, the Equity Shares allotted to Investor shall continue to be locked-in till the time such amounts are paid by them.

(n) Certificate from Statutory Auditors:

A copy of the certificate from Statutory Auditors certifying that the issue is being made in accordance with the requirements of SEBI ICDR Regulations shall be made available for inspection at the registered office of the Company on all working days except Saturdays and holidays between 02.30 P.M. to 04.30 P.M. upto the date of Extraordinary General Meeting

(o) Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:

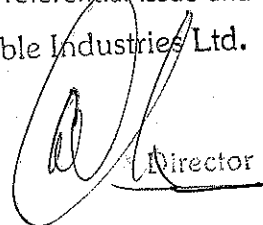
Post 31st March, 2015 and up to the date of this Notice, no allotment has been made on preferential basis.

(p) Others

The Company has not made any preferential issue of securities during the current financial year. The consent of the Shareholders is sought for the issue of 15,00,000 (Fifteen Lakh) Equity Shares in terms of Section 42 and 62(1)(c) and other applicable provisions, if any, of the Act and in terms of the provisions of the SEBI ICDR Regulations and the SEBI LODR Regulation and listing agreements entered into by the Company with the stock exchanges, where the Company's Equity Shares are listed.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013, other applicable provisions of Companies Act, 2013 and Chapter VII of the Regulations. The Board of Directors believe that the proposed Preferential issue and allotment of

For Cords Cable Industries Ltd.



Director

Equity Shares is in the best interest of the Company and its members. Your Directors, therefore, recommend the resolution for your approval.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the SEBI LODR Regulation.

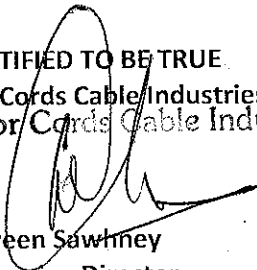
None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.3 of the Notice.

Documents referred in the accompanying Notice are open for inspection at the registered office of the Company on all working days except Saturdays and holidays between 02.30 P.M. to 04.30 P.M. upto the date of Extraordinary General Meeting.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.3 of the accompanying Notice.

CERTIFIED TO BE TRUE

For Cords Cable Industries Limited
For Cords Cable Industries Ltd.


Naveen Sawhney
Managing Director
DIN 00893704

Director

Address: C-68, Kalkaji
New Delhi-110019
Date: 30.01.2016