

NOTICE is hereby given that the Sixty-first Annual General Meeting of the Members of CABLE CORPORATION OF INDIA LIMITED will be held on Tuesday, the 25th day of September, 2018 at M C Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai 400 001 Maharashtra, India at 12:30 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Hiten A Khatau (DIN: 00121931), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s KNCS & Co, Chartered Accountants (Firm Registration No124740W), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) of the Company until the conclusion of the 65th AGM of the Company to be held in 2022, to examine and audit the accounts of the Company, on such remuneration as mutually agreed fix plus actual travelling and out-of- pocket expenses in connection with the audit of accounts of the Company"

SPECIAL BUSINESS

4. To appoint Mrs. Nandini Khatau as Director
 To consider and, if thought fit, to pass with or without modification the following Resolution as an Ordinary Resolution:
 "RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), Mrs. Nandini Khatau (DIN: 00122240), who was appointed as an Additional Director of the Company with effect from 23rd May, 2018 in terms of Section 161 of the Companies Act, 2013 ("Act") and the Articles of Association of Company to hold office upto the date of this Annual General Meeting and in respect of whom notice under Section 160 of the Act has been received by the Company signifying her intention to propose herself as a candidate for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.
RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."
5. To appoint Mr. Rohan Khatau as Managing Director
 To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:
 "RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and as approved and recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company and subject to approvals, consents and permission as may be required, Mr. Rohan Khatau (DIN 05191588) be and is hereby appointed as Managing Director of the Company for a period of 3 years w.e.f. 01.10.2017 and the payment of remuneration (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure) for the aforesaid period upon the terms and conditions as laid down herewith with power to the Board of Directors / Committee to vary, alter or determine the remuneration, terms of appointment thereon, from time to time:
RESOLVED FURTHER THAT Mr. Hiten A Khatau – Chairman or Mrs. Nayna B. Pasta or Mr. Girish D Bhingarkar, Directors be and are hereby severally and wherever required jointly authorized to do all such acts, deeds and things as may be necessary in relation to completion of all formalities for appointment of Mr. Rohan Khatau as Managing Director and for the purpose of giving effect to this resolution".
6. To Re-appoint Mr. Girish Bhingarkar as Independent Director:
 To consider and, if thought fit, to pass, the following resolution as Special Resolution:
 "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Girish Bhingarkar (DIN: 00256340), who was appointed as Independent Director and who holds office upto the conclusion of this Annual General Meeting and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act signifying his intention to propose himself as a candidate for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to so all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid resolution and delegate the aforesaid powers to any Director of the Company as may be deemed necessary in the best interest of the Company."

7. To re-appoint Mr. Abhijit Datta as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Abhijit Datta (DIN: 00790029), who was appointed as Independent Director and who holds office of Independent Director upto 24.09.2019 or upto the date of 62nd Annual General Meeting, whichever is earlier and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act signifying his intention to propose himself as a candidate for the office of Director, be and is hereby re-appointed as an Independent Director of the Company w.e.f. 24.09.2019, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to so all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid resolution and delegate the aforesaid powers to any Director of the Company as may be deemed necessary in the best interest of the Company.”

8. To re-appoint Mrs. Nayna Pasta as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. Nayna Pasta (DIN: 00122396), who was appointed as Independent Director and who holds office of Independent Director upto 24.09.2019 or upto the date of 62nd Annual General Meeting, whichever is earlier and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act signifying her intention to propose herself as a candidate for the office of Director, be and is hereby re-appointed as an Independent Director of the Company w.e.f. 24.09.2019, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to so all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid resolution and delegate the aforesaid powers to any Director of the Company as may be deemed necessary in the best interest of the Company.”

9. To ratify remuneration of Cost auditor for the year 2018-19:

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 70,000 (Rupees Seventy Thousand only) plus GST & re-imbursment of out-of pocket expenses incurred in connection with the audit, payable to M/s Kejriwal & Associates, who are appointed as Cost Auditors to conduct the annual cost audit of cost records made and maintained by the Company for the financial year 2018-19.”

10. To approve the limit for the Loans or guarantee or security provided in connection with any loan taken by any related or unrelated Body corporate

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 185, 186 and other applicable provisions of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and all other rules, regulations and notifications and any amendments from time to time and in furtherance to the existing loans given, investment made or guarantee given or security provided, the consent of the shareholders be and is hereby accorded for the loan, investment or guarantee or security in respect of loan/ any facility availed by any related or unrelated Body corporate, for an amount not exceeding Rs. 10,000,000,000 (Rupee One Thousand Crores only), outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate, decide terms and conditions, execute documents, papers, agreements, etc, and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

11. To approve private placement of non-convertible debentures and / or other debt securities

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

“RESOLVED THAT pursuant to Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the rules made thereunder, as may be amended from time to time, approval of the Members of the company be and is hereby accorded to 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 may constitute to exercise its powers, including the powers conferred by this resolution) for making offer(s) or invitation(s) to subscribe to Secured/Unsecured/Redeemable Non-Convertible Debentures (NCDs) including but not limited to bonds and or other debt securities, etc. on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the Members within the overall borrowing limits of the Company, as approved by the Members, from time to time;

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle or vary / modify the terms and conditions on which all such monies are to be borrowed from time to time, as to the class of investors to whom NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/discount repayment, pre-payment, security or otherwise, as it may deem expedient, and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deems fit, without being required to seek any further consent for approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute all documents or writing as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or any regulatory bodies and to delegate all or any of the powers conferred herein to any Committee of Directors, or officers of the Company and/or in such manner as it may deem fit.”

By Order of the Board of Directors
 For Cable Corporation of India Limited

Sd/-

Mr. Hiten Khatau
 Chairman
 (DIN: 00121931)

Place: Mumbai
 Date: 31st July, 2018

Registered Office:
 Laxmi Building,
 6, Shoorji Vallabhdas Marg
 Ballard Estate, Mumbai 400 001

Route Map to Venue of AGM as per the requirements of Secretarial Standards (SS-2)



Landmark: Kalaghoda

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 4:**

Mrs. Nandini Khatau who has been appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 23rd May, 2018 holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director.

Mrs. Nandini Khatau is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given her consent to act as Director. The Nomination & Remuneration Committee on the basis of performance evaluation of Mrs. Nandini Khatau recommended her appointment as Director, for the approval by the shareholders of the Company.

Except Mr. Hiten Khatau and Mr. Rohan Khatau, none of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the resolution.

ITEM No. 5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Rohan Khatau as Managing Director w.e.f. 1st October, 2017 for the period of 3 years. He shall perform such duties as may be required to be performed by a KMP for a period of three years, subject to the approval of the Members. Mr. Khatau has conveyed his consent to act as a Managing Director of the Company and made the necessary disclosures and declarations in this regard.

The extract of the terms of his appointment are as follows:

Salary	: Rs. 5,25,000/- p.m.
Housing	: House Rent Allowance of Rs.60,000/- p.m.
Medical Reimbursement	: Expenses actually incurred by Mr. Khatau and his family and provision of hospital / personal insurance of Rs. 5,000/- p.m.
Leave Travel Concession	: For self and family once in a year upto Rs. 1,20,000/- p.a.
Gratuity	: In accordance with the Rules of the Company
Commission on Net Profit for the year	: Mr. Khatau shall be entitled to a Commission @ 1 % of Net Profit if any, for the year, subject to overall ceiling limit as per Companies Act, 2013

All other perquisites and allowances- as per Income Tax Act.

In terms of the provisions of Section 197 of the Companies Act, 2013, Schedule V part II of Section II (which deals with payment of managerial remuneration for companies with no profits or its profits are inadequate), if the remuneration proposed to be paid to Managerial Personnel is within ceiling limit, then the Ordinary resolution is required to be passed in the meeting of members. The proposed remuneration to Mr. Rohan Khatau as "Managing Director" is within the ceiling limit as prescribed under Schedule V part II of Section II (which deals with payment of managerial remuneration for companies with no profits or its profits are inadequate)

The Board commends the Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Hiten Khatau, Mrs. Nandini Khatau and Mr. Rohan Khatau, none of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the Resolution.

ITEM 6:

Mr. Girish Bhingarkar (DIN: 00256340) was appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and he hold office of Independent Director upto the conclusion of this Annual General Meeting, ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Bhingarkar as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his experience and contributions made by him during his tenure, the continued association of Mr. Bhingarkar would be beneficial to the Company and it is desirable to continue to avail his services as Independent Directors. Accordingly, it is proposed to re-appoint them as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act prescribes that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. Bhingarkar is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given his consent to act as Directors. The Company has received notice in writing from him under Section 160 of the Act signifying his intention to propose himself as a

candidate for the office of Independent Directors of the Company. The Company has also received declarations from Mr. Bhingarkar that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149.

In the opinion of the Board, Mr. Bhingarkar fulfills the conditions for appointment as Independent Directors as specified in the Act. Details of Mr. Bhingarkar whose re-appointment as Independent Directors is proposed at Item Nos. 6 is provided in the "Annexure" to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Except Mr. Bhingarkar, none of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the resolution.

The Board commends the Special Resolutions set out at Item Nos. 6 of the Notice for approval by the members.

ITEM NO. 7 & 8:

Mr. Abhijit Datta (DIN: 00790029) and Mrs. Nayna Pasta (DIN: 00122396) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and they hold office of Independent Director upto 24.09.2019 or upto the date of 62nd Annual General Meeting, whichever is earlier ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Datta and Mrs. Pasta as Independent Directors for a second term of 5 (five) consecutive years w.e.f. 24.09.2019 on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. Abhijit Datta and Mrs. Nayna Pasta would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint them as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act prescribes that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. Datta and Mrs. Nayna Pasta are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received notices in writing from both under Section 160 of the Act signifying respectively their intention to propose themselves as a candidate for the office of Independent Directors of the Company. The Company has also received declarations from Mr. Datta and Mrs. Pasta that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149.

In the opinion of the Board, Mr. Datta and Mrs. Pasta fulfill the conditions for appointment as Independent Directors as specified in the Act. Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 7 & 8 are provided in the "Annexure" to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Except Mr. Datta and Mrs. Pasta in respective resolutions, none of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the resolution.

The Board commends the Special Resolutions set out at Item Nos. 7 and 8 of the Notice for approval by the members.

ITEM NO. 9

In accordance with the requirement of the Central Government and pursuant to Section 148 of the Act, the Company is required to carry out the Cost Audit of cost records made and maintained by the Company pertaining to "Engineering Machinery (incl. electrical & electronic products)" (under Chapter 85 of Central Excise and Tariff Act (CETA), 1985). On the recommendation of Audit Committee of Directors, the Board of Directors has approved the re-appointment of M/s Kejriwal & Associates as Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial year 2018-19 on a remuneration of Rs. 70,000 (Rupees Seventy Thousand only) plus GST and re-imbursalment of out-of-pocket expenses.

M/s Kejriwal & Associates have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the Cost records of the Company earlier under the provisions of the Act.

The Board recommends the resolution at Item No. 9 of the accompanying notice for ratification of the Cost Auditor's remuneration by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the Resolution.

ITEM NO. 10

In day to day business operations, the Company may provide Loan, guarantee or security in connection with the loan taken by any related or unrelated Companies on mutually agreed terms. Also if such loan or guarantee exceeds the sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, then the approval of the members is being sought by way of a Special Resolution.

The Company proposes to provide its immovable property as a security for the loan of any related or unrelated body corporate as and when required and on the terms as may be negotiated and agreed upon by the body corporate with the Board of Directors of the Company. Being the owner, the Company is required to sign various documents, mortgage deed, etc. However, the Company has no direct or indirect liability in this regard.

The consent of the members is sought for an amount not exceeding Rs. 10,000,000,000 (Rupee One Thousand Crores only) as loan, guarantee or security, outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013. Such Loan availed by the Body corporate shall be utilized only for its working capital or business purpose.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the resolution.

The Board recommends the Special Resolutions set out at Item Nos. 10 of the Notice for approval by the members.

ITEM NO. 11

As per the provisions of Section 42 of the Companies Act, 2013 and its rules made there under, a Company offering or making an invitation to subscribe to redeemable secured / unsecured non-convertible debentures (NCDs) on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such approval by a Special Resolution can be obtained once a year for all the offers and invitations for such NCD's to be made during the year.

Keeping in view the aforesaid legal provisions, the members of the Company, at the 60th Annual General Meeting held on September 28, 2017 had authorized the Board of Directors of the Company to offer or invite subscription for Secured/Unsecured/Redeemable Non-Convertible Debentures (NCDs) including but not limited to bonds and or other debt securities, etc. on a private placement basis within the overall borrowing limits of the Company. The members may note that the Company had not made any private placement of NCDs and or other debt securities pursuant to the said authorization.

However, in order to augment long term resources for financing, inter alia general corporate purposes etc., the Board may, at an appropriate time, offer or invite subscription for Secured/Unsecured/Redeemable Non-Convertible Debentures (NCDs) including but not limited to bonds and or other debt securities, etc. on a private placement basis.

It is proposed to offer or invite subscriptions for NCD's including bonds, and / or other debt securities etc. on private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the members, within the borrowing limits of the Company, as may be approved by the members, with authority to the Board to determine the terms and conditions, issue price of the NCD's, interest, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, the approval of the members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any of the Act and its rules there under as set out in Item No. 11 appended to this notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item no. 11 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested in passing this resolution, except to the extent of their equity holdings in the Company.

By Order of the Board of Directors
For Cable Corporation of India Limited

Sd/-

Hiten Khatau
Chairman

(DIN: 00121931)

Place: Mumbai

Date: 31st July, 2018

Registered Office: Laxmi Building, 6,
Shoorji Vallabhdas Marg,
Ballard Estate, Mumbai 400 001

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business at Item No. 4, 5, 6, 7, 8, 9, 10 and 11 as set out under Special Business of the Notice and the details in respect of the Directors proposed to be re-appointed at the Annual General Meeting as stipulated under Secretarial Standards (SS-2) notified by Ministry of Corporate Affairs (MCA) are annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member. Proxies, to be effective, must be received by the Company at the Registered Office not less than 48 hours before the commencement of the meeting.

Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on

behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, 18th September, 2018 to Tuesday 25th September, 2018 (both days inclusive).
5. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company at least 10 days before the Annual General Meeting so that the same can be suitably addressed.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited (Unit – Cable Corporation of India Limited),
7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, Annual Report copy for the year 2017-18 along with Notice of the 61st AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the year 2017-18 along with Notice of the 61st AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent through the permitted mode.

To support the Green Initiative in the Corporate Governance taken by the Government in full measure, members who have not registered their E-mail addresses, so far, are requested to register their E-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Company's Registrar and Transfer Agent M/s. Link Intime India Private Limited.

8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Members are requested to notify any change in their contact address to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited (Unit – Cable Corporation of India Limited), C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai- 400083, Tel: +91 22 49186000, Fax No: +91 22 49186060 (RTA) for equity shares held in physical form or to their respective Depository Participants in case equity shares are held in dematerialized form.
10. As per the provisions of Section 72 of the Companies Act, 2013, Members are entitled to nominate in the prescribed manner, a person to whom his/her/their share(s) in the Company, shall vest after his/her/their lifetime. Members who are holding share(s) in physical form and are interested in availing this nomination facility are requested to write to the Company's RTA and those Members who are holding share(s) in electronic form, are requested to write to their respective Depository Participants (DPs).
11. Members are requested to consolidate the multiple folios which are in the same names and in identical order. Consolidation of folios does not amount to transfer of shares and therefore no stamp duty or other expenses are payable for the same. In case any member(s) decide to consolidate folios, they are requested to forward share certificates, along with a request letter, to the Company's RTA.
12. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours (9.30 a.m. to 6.00 p.m.) up to the date of the Meeting, upon prior intimation of atleast 24 hours.
13. The Registers / records under the Companies Act, 2013, which are required to be made available for inspection at the Annual General Meeting will be made available accordingly.
14. Members are requested to bring their copies of Annual Report to the Meeting. Members, who hold shares in de-materialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting.
15. Voting through Electronic Mode

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its Shareholders with the facility to exercise their rights to vote at the 61st Annual General Meeting (AGM) of the Company by 'remote e-voting' (e-voting at a place other than the venue of the AGM). The business may be transacted through remote e-voting services provided by the Central Depository Services (India) Limited (CDSL).

Procedure for voting through electronic mode:-

- i. The remote e-voting period begins on Thursday, 20th September, 2018 at 10:00 a.m. (IST) and ends on Monday, 24th September, 2018 at 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday 17.09.2018 may cast their votes electronically. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Monday 17.09.2018.

The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on 24.09.2018.

- ii. The shareholders should log on to the e-voting website: www.evotingindia.com.
- iii. Click on “Shareholders” tab.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- vii. If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN– 180824013 for the relevant Company Name – Cable Corporation of India Limited on which you choose to vote.
- xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If you as a Demat account holder have forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) i.e. Monday, 17.09.2018
- xix. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- xxi. Note for Non - Individual Shareholders and Custodians :
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity be emailed to: helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com contact person Mr. Rakesh Dalvi, Deputy Manager, Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Fort, Mumbai – 400001 Phone number: 18002005533.
- xxiii. Mr. Dinesh Deora, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- xxiv. At the Annual General Meeting, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those members who are present but have not cast their vote electronically using the remote e-voting facility.
- xxv. The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company and on the website of CDSL.
- xxvi. The facility for voting through polling paper shall also be made available to those shareholders who are present at the 61st AGM, but have not cast their votes by availing the remote e-voting facility. The Members who have exercised their voting through the remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The relevant details of Director(s) seeking re-appointment at the Annual General Meeting as required under Secretarial Standard (SS-2) are as under:

Name of the Director	Mr. Hiten Khatau
Date of Birth	19 th June, 1958
Date of Appointment	1 st October, 2006
Qualifications	Chartered Accountant
Expertise in specific functional areas	Finance & overall experience of handling Corporate affairs
Directorships in other Companies as on 31 st March, 2018	Mulraj Khatau & Sons Pvt. Ltd Khatau Makanji & Co. Pvt. Ltd Great View Properties Private Limited Grow High Properties Private Limited
Membership/ Chairmanship of Committees in other Companies	Nil
No. of shares held in the Company	55,200
Number of Meetings of the Board Attended during the year	3
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mrs. Nandini Khatau and Mr. Rohan H Khatau, the Directors of the Company, being wife and son of Mr. Hiten Khatau respectively, both are interested in the resolution no. 2 in respect of re-appointment of Mr. Hiten Khatau Besides them, no other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said resolution.

Name of the Director	Mrs. Nandini H Khatau
Date of Birth	10 th December, 1958
Date of Appointment	23 rd May, 2018
Qualifications	Commerce Graduate
Expertise in specific functional areas	Industrialist having wide experience of handling Corporate affairs
Directorships in other Companies as on 31 st March, 2018	Great View Properties Private Limited Grow High Properties Private Limited CCI Projects Private Limited

Membership/ Chairmanship of Committees in other Companies	Nil
No. of shares held in the Company	12,490
Number of Meetings of the Board Attended during the year	2
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Hiten A Khatau and Mr. Rohan H Khatau, the Directors of the Company, being husband and son of Mrs. Nandini H Khatau respectively, both are interested in the resolution no. 4 in respect of re-appointment of Mrs. Nandini H Khatau Besides them, no other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said resolution.
Name of the Director	Mr. Girish Bhingarkar
Date of Birth	17/02/1950
Date of First Appointment on the Board	30/09/2015
Qualifications	B.A. L.L.M. D.L.W.
Expertise in specific functional areas	Industrial relations and human relations
Directorships in other Companies	Byron Livestock Pvt. Ltd
Membership/ Chairmanship of Committees in other Companies	N.A.
No. of shares held in the Company	1000
Number of Meetings of the Board Attended during the year	4
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	N.A.
Name of the Director	Mr. Abhijit Datta
Date of Birth	01/06/1949
Date of First Appointment on the Board	31/10/2009
Qualifications	Hons in Economy M. A. in Economy
Expertise in specific functional areas	Banking and finance
Directorships in other Companies	1. Bengal Tea & Fabrics Ltd 2. Hubtown Limited 3. Enami Infrastructure Ltd 4. Zandu Realty Ltd
Membership/ Chairmanship of Committees in other Companies	1. Chairman of Audit committee in Hubtown Ltd 2. Chairman of Audit Bengal Tea & Fabrics Ltd
No. of shares held in the Company	N.A.
Number of Meetings of the Board Attended during the year	2
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	N.A.

Name of the Director	Mrs. Nayna Pasta
Date of Birth	22.05.1951
Date of First Appointment on the Board	27.05.2002
Qualifications	Chartered Accountant
Expertise in specific functional areas	Accounting, finance and taxation
Directorships in other Companies	1. Cheerful Properties Pvt. Ltd 2. Khatau Industries Pvt. Ltd
Membership/ Chairmanship of Committees in other Companies	N.A.
No. of shares held in the Company	100 shares
Number of Meetings of the Board Attended during the year	4
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	N.A.

By Order of the Board of Directors
For Cable Corporation of India Limited

Sd/-

Hiten Khatau
Chairman
(DIN: 00121931)

Place: Mumbai
Date: 31st July, 2018

Registered Office
Laxmi Building, 6, Shoorji Vallabhdas Marg,
Ballard Estate Mumbai 400 001