

Delton Cables Limited

AN ISO 9001 : 2008 COMPANY



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**ANNUAL REPORT
2014-2015**

BRANCH OFFICES

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Near Worli Naka
Mumbai-400018
Phone : 022-24936501
Fax : 022-24936501
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KOLKATA

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Fax : 033-22824388
Email : dclkol@deltoncables.com

CHENNAI

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'Tass Mahal',
No.10, Montieh Road, Egmore,
Chennai-600008
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Email : dclche@deltoncables.com

BANGALORE

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WORKS

FARIDABAD

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Faridabad (Haryana)-121002
Phone : 0129-2288225
Fax : 0129-2223998
Email : dclfdb@deltoncables.com

DHARUHERA

70th Milestone,
Delhi-Jaipur Highway,
Dharuhera (Haryana)-122106
Phones : 01274-242229, 242296
Fax : 01274-242294
Email : dcldhr@deltoncables.com

NOIDA

(Switchgear Division)
C-22/23, Sector-57,
Noida-201301, (U. P.)
Phones : 0120-4248987
E-mail : dclnoida@deltoncables.com

BOARD OF DIRECTORS

V.K. GUPTA
(Chairman & Managing Director)

VIVEK GUPTA
(Joint Managing Director)

SHALINI GUPTA
VIJAY KUMAR GOEL
MAHESH PRASAD MEHROTRA
ACHINTYA KARATI
BHARAT BHUSHAN CHADHA
SURENDER SINGH BHANDARI

COMPANY SECRETARY
JITENDER KUMAR

BANKERS
CANARA BANK
PUNJAB NATIONAL BANK
THE FEDERAL BANK LIMITED

AUDITORS
S.R. DINODIA & CO. LLP
Chartered Accountants
K-39, Connaught Place,
New Delhi-110001

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REGISTERED & HEAD OFFICE
Delton House, 4801, Bharat Ram Road,
24, Darya Ganj, New Delhi- 110 002
Phones: 011-23273905-07
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Email: dcl@deltoncables.com
shares@deltoncables.com
Web Site: www.deltoncables.com

Delton Cables Limited

NOTICE

NOTICE is hereby given that the 50th Annual General Meeting of the Members of Delton Cables Limited (CIN : L31300DL1964PLC004255) will be held on Wednesday, the 30th September, 2015 at 10:00 A.M. at Delton Hall, I.E.T.E 2, Institutional Area, Lodi Road, New Delhi - 110003, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Annual Financial Statement of the Company and the Reports of the Directors and Auditors thereon for the FY ended on 31st March, 2015.
2. To appoint a Director in place of Sh. Vivek Gupta (DIN: 00035916), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of auditors of the Company and to fix their remuneration 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 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule, 2014 the members of the company do hereby ratify the appointment of M/s S. R. Dinodia & Co. LLP, Chartered Accountants, New Delhi (Firm Reg. No. 001478N/N500005) as Statutory Auditors of the Company who were appointed in the 49th Annual General Meeting (held on 30 September, 2014) to hold office for a period of 3 years until the conclusion of the 52nd Annual General Meeting on such remuneration as may be determined by the Board of Directors of the company, and reimbursement of out of pocket expenses incurred in connection with the Audit on the recommendation of Audit Committee.”

SPECIAL BUSINESS

4. To fix the remuneration of Cost Auditors of the company for the financial year 2015-16 and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the company do hereby confirm and ratify the remuneration of Rs. 25,000/- plus service tax as applicable and reimbursement of out of pocket expenses to M/s J. K. Kabra & Co., Cost Accountants (Firm Regn. No. 2890) as approved by the Board of Directors on the recommendation of the Audit Committee, for cost audit of the Company for the financial year 2015-16 .”

5. 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 161 and any other applicable provisions of the Companies Act, 2013 and Article 110 of the Articles of Association of the company Mr. Surender Singh Bhandari (DIN-02521713) who was appointed as an Additional Director of the Company and holds office upto the date of 50th Annual General Meeting is eligible for re-appointment and in respect of whom a notice under section 160 of the Companies Act, 2013, has been received from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the company, liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the consent of the Company, be and is hereby accorded to the appointment of Mr. Surender Singh Bhandari (DIN-02521713) as Whole Time Director of the Company, liable to retire by rotation, with effect from 13th August 2015 for a period of three years on the terms and remuneration as mentioned in the statement annexed hereto.

RESOLVED FURTHER THAT on the recommendations of the Nomination and Remuneration Committee, the Board of Directors be and are hereby authorized to increase, vary or amend the remuneration including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary.”

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby jointly/severally authorized to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force) and in supersession of the resolution passed by the Members at the 46th Annual General Meeting held on 30th September 2011, Mr. Vijender Kumar Gupta (DIN 00036210) who was earlier designated as Chairman and Managing Director of the Company be and is hereby re-designated as Chairman and Whole Time Director of the Company, liable to retire by rotation, with effect from 13th August 2015 for a fresh term of five years on the terms and remuneration as mentioned in the statement annexed hereto.

RESOLVED FURTHER THAT on the recommendations of the Nomination and Remuneration Committee, the Board of Directors be and are hereby authorized to increase, vary or amend the remuneration including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary.”

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby jointly/severally authorized to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the consent of the Company, be and is hereby accorded to the re-appointment of Mr. Vivek Gupta (DIN 00035916) as Managing Director and Chief Executive Officer (CEO) of the Company, liable to retire by rotation, with effect from 01st August 2015 to 31st July, 2020, on the terms and remuneration as mentioned in the statement annexed hereto.

RESOLVED FURTHER THAT on the recommendations of the Nomination and Remuneration Committee, the Board of Directors be and are hereby authorized to increase, vary or amend the remuneration including salary,

allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary.”

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby jointly/severally authorized to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution.”

**By Order of the Board
For Delton Cables Limited**

Sd/-

Place : New Delhi

Date : 13th August, 2015

(Jitender Kumar)
Company Secretary

NOTES:

As Delton Cables Limited, being a listed company and having more than 1000 shareholders, is compulsorily required to provide e-voting facility to members in terms of Section 108 of the Companies Act 2013 read with Rule 20 of the Rules and Clause 35B of the Listing Agreement, voting by show of hands will not be available to the members at the 50th AGM in view of the further provisions of Section 107 read with Section 114 of the Act.

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.
2. The relevant Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 setting out material facts relating to the business at item no. 4 to item no. 8 of the Notice as set out above, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2015 to 30th September, 2015 (both days inclusive).
4. The notice is being dispatched/emailed to all the members whose names appear on the register of members on 28 August 2015.
5. Members are requested to:-
 - i) Intimate the Registrar and Share Transfer Agent or the Company regarding any change in the addresses or mandates and whose shareholding is in Electronic mode are requested to direct change of address notifications and updation of Saving Bank Account details to their respective Depository Participants.
 - ii) Bring their attendance slip along with copy of Annual Report at the Annual General Meeting.
 - iii) Send their queries, if any relating to the Accounts of the Company at least 10 days before the Annual General Meeting.
 - iv) Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of Board Resolution authorising their representatives to attend and vote on their behalf at the meeting.

6. Members are requested to address all correspondence including dividend matters, to the Registrar and Share Transfer Agent **M/s. Beetal Financial & Computer Services (P) Ltd.** at the following address:

Beetal House, IIIrd Floor,
99 Madangir, Behind Local Shopping Complex,
Near Dada Harsukh Das Mandir,
New Delhi – 110 062

7. All documents referred to in the Notice are open for inspection at the registered office of the Company on all working days, except holidays, between 11.00 A.M. to 1.00 P.M. upto date of the Annual General Meeting.
8. Members are hereby informed that Dividend which remains unclaimed / un-encashed over a period of seven years, has to be transferred as per the applicable provisions of the Companies Act, 2013 and of Companies Act, 1956 to “The Investor Education & Protection Fund” constituted by the Central Government. It may please be noted that once unclaimed / un-encashed dividend is transferred to Investor Education & Protection Fund” as above, no claims shall lie in respect of such amount by the shareholder.
9. No Gifts/ Vouchers/ Pack shall be distributed at Meeting.
10. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued Circular Nos. 17/2011 & 18/2011 dated April 21, 2011 and April 29, 2011 respectively stating that service of notice/ documents including Annual Reports can be sent by e-mail to its members.

The Listing Agreement with Stock Exchanges, amended recently, now requires a company to send soft copies of the full Annual Report containing its Balance Sheet, Statement of Profit & Loss and Directors’ Report to all those Shareholders who have registered their email address for the purpose.

In connection with the same, Shareholders are requested to provide their latest/updated email address on which Annual Report and Accounts and other documents can be sent since next financial year to save paper and cost.

Shareholders holding shares in demat mode, are requested to register their e-mail id with the concerned Depository Participant. The Shareholders holding shares in physical mode, are requested to register their e-mail id with Beetal Financial & Computer Services (P) Ltd.

11. In compliance with the Clause 35B of the Listing Agreement and the provisions of Section 108 of the Companies Act, 2013 and the rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this notice. E-voting commences on Saturday, 26th September, 2015 (10.00 AM) and ends on Tuesday, 29th September, 2015 (05.00 PM). During this period, shareholders of the company, holding shares as on the cut-off date of 23rd September, 2015 (Wednesday) are entitled to cast their vote electronically and at the AGM. The e-voting portal will be blocked by CDSL for voting thereafter.
12. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the AGM.
13. M/s Sidharth Sharma & Associates, Company Secretaries, (Membership No. 30367) has been appointed as the Scrutinizer.

14. The Scrutinizer will not later than 30th September, 2015, unblock the votes in the presence of at least two (2) witnesses not in the employment of the company. He will make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the company.
15. The results will be declared on or after the AGM of the company. The results declared along with the Scrutinizer's report will be placed on the company's website www.deltoncables.com and on the website of CDSL www.evotingindia.co.in within three (3) days of passing of the resolutions at the AGM of the company and communicated to BSE.
16. Members who have registered their E-Mail addresses with the Company or their Depository Participant are being sent the AGM Notice along with the Annual Report, Attendance SLIP AND PROXY form by E-mail and others are being sent by post.

The instructions for e-voting are as under:

A. In case of members receiving notice of Annual General Meeting through E-mail

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (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)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

* Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and last 8 digits of the folio number or demat account 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.

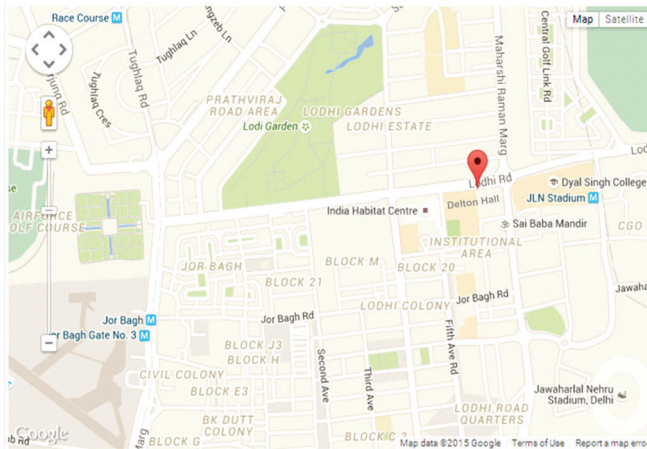
Please enter any one of the details in order to login.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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) Select EVSN (Electronic Voting Sequence Number) of Delton Cables Limited.
- (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 Demat account holder has forgotten the changed 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) 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.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should 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.

- B. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23rd September, 2015 (Wednesday) may follow the same instructions as mentioned above for e-Voting.
- C. 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



ANNEXURE TO THE NOTICE

Explanatory Statements as required by Section 102 of the Companies Act, 2013 with respect to Special Business

ITEM NO. 4 – FIXATION OF REMUNERATION OF COST AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2015-16.

On the recommendation of the Audit Committee, the Board has considered and approved appointment of M/s J. K. Kabra & Co., Cost Accountants (Firm Regn. No. 2890), for conducting cost audit of all applicable products and group of products of the Company for the financial year 2015-16 at Rs. 25,000/- (Rupees Twenty Five Thousand Only) plus service tax as applicable and reimbursement of out of pocket expenses for the purpose of such audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the company. Accordingly, consent of the members is sought for passing an ordinary resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is/are in anyway concerned or interested in passing of the above mentioned resolution.

ITEM NO. 5 & 6 – APPOINTMENT OF MR. SURENDER SINGH BHANDARI AS WHOLE TIME DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION

The Board appointed Mr. Surender Singh Bhandari as an Additional Director of the Company w.e.f. 13th August, 2015. The Board has also appointed him as Whole Time Director effective from the same date, for a period of three years, on the terms and conditions as specified below, subject to the approval of the members.

As per provisions of Section 161(1) of the Companies Act, 2013 he holds office of Additional Director only upto the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160 of the Act proposing his candidature for the office of Director of the Company along with the requisite deposit.

Since, there is a loss in the Company, it is required to obtain shareholder's approval for payment of minimum remuneration as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

Subsequently, at the meeting of Nomination & Remuneration Committee and Board of Directors as held on 13th August, 2015, approved the remuneration payable to Mr. Surender Singh Bhandari with effect from 13th August, 2015 for a period of three years as set out below:

- Basic Salary:** Rs. 28924/- p.m. (in the range of Rs. 25000/- p.m. to Rs.35000/- p.m.) (With liberty to the Board or any Committee thereof in its absolute discretion to decide the basic salary & annual increments within the above range).
- Perquisites, Allowances and Other Benefits:** In addition to the basic salary, Mr. Surender Singh Bhandari will also be entitled to various perquisites, allowances and benefits such as House rent allowance (50% of basic salary), medical reimbursement, leave travel concession, personal accident insurance, medical insurance, Car and telephone benefit, earned/privilege leaves and encashment thereof, company contribution to PF and Superannuation fund and Gratuity etc. as per policy/rules of the Company in force and/or as may be approved by Board from time to time.

The Board recommends the Ordinary Resolution set out under Item No.5 & 6 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Mr. Surender Singh Bhandari in the special resolution set out under Item No. 5 & 6 of the Notice.

ITEM NO. 7 – APPOINTMENT & RE-DESIGNATION OF MR. VIJENDER KUMAR GUPTA AS CHAIRMAN & WHOLE TIME DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION

The members of the Company had appointed Mr. Vijender Kumar Gupta as Chairman and Managing Director of the Company for a period of 5 years w.e.f. 1st June, 2011 and also approved the remuneration of 49.72 Lacs payable to Mr. Vijender Kumar Gupta as approved at their Annual General Meeting held on 30th September, 2011.

His present tenure ends on 31st May, 2016, however Mr. Vijender Kumar Gupta is re-designated as Chairman and Whole Time Director of the Company, liable to retire by rotation, with effect from 13th August 2015 for a fresh term of five years on the terms and remuneration as stated below.

Mr. Vijender Kumar Gupta is more than 75 years of age and associated with the Company for more than 46 years and has a very rich experience in cable industry and keeping in view of his knowledge, experience qualification and the contribution made to the Company it is beneficial to the interest of the Company that Mr. Vijender Kumar Gupta has continuously be associated with the Company. Therefore the Board of Directors (on the recommendations of the Nomination and Remuneration Committee) recommends his appointment as a Chairman and Whole Time Director on such terms & conditions as specified below.

Since, there is a loss in the Company and intend to pay double the amount prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, it is required to obtain shareholder's approval by way of Special Resolution for payment of remuneration and such payment is not exceeded for a term of three years.

Subsequently, at the meeting of Nomination & Remuneration Committee and Board of Directors as held on 13th August, 2015, revised the remuneration payable to Mr. Vijender Kumar Gupta with effect from 13th August, 2015 for a period of three years as set out below:

- a. **Basic Salary:** Rs. 2,00,000 lacs p.m. (in the range of Rs. 2,00,000 Lacs p.m. to Rs.3,00,000 lacs p.m.) (With liberty to the Board or any Committee thereof in its absolute discretion to decide the basic salary & annual increments within the above range).
- b. **Perquisites, Allowances and Other Benefits:** In addition to the basic salary, Mr. Vijender Kumar Gupta will also be entitled to various perquisites, allowances and benefits such as House rent allowance (50% of basic salary), medical reimbursement, leave travel concession, personal accident insurance, medical insurance, Car and telephone benefit, earned/privilege leaves and encashment thereof, company contribution to PF and Superannuation fund and Gratuity etc. as per policy/rules of the Company in force and/or as may be approved by Board from time to time.

The Board recommends the special resolution set out under Item No.7 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Mr. Vijender Kumar Gupta, Mr. Vivek Gupta and Mrs. Shalini Gupta in the special resolution set out under Item No. 7 of the Notice.

ITEM NO. 8 – RE-APPOINTMENT & RE-DESIGNATION OF MR. VIVEK GUPTA AS MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER (CEO) OF THE COMPANY AND FIXING HIS REMUNERATION

The members of the Company had appointed Mr. Vivek Gupta as Joint Managing Director of the Company for a period of 5 years w.e.f. 1st August, 2010 and also approved the remuneration of 39.18 Lacs payable to Mr. Vivek Gupta as approved at their Annual General Meeting held on 30th September, 2010 and the said tenure of Mr. Vivek Gupta was expired on 31st July, 2015.

Mr. Vivek Gupta, Joint Managing Director of the Company has been elevated to the post of Managing Director and Chief Executive Officer (CEO) of the Company liable to retire by rotation in the Meeting of the Board of Directors held on August 13, 2015 for a period of 5 years w.e.f. August 1, 2015.

Since, there is a loss in the Company and intend to pay double the amount prescribed under under Section II of Part II of Schedule V of the Companies Act, 2013, it is required to obtain shareholder's approval by way of Special Resolution for payment of remuneration and such payment is not exceeded for a term of three years.

Subsequently, at the meeting of Nomination & Remuneration Committee and Board of Directors as held on 13th August, 2015, revised the remuneration payable to Mr. Vivek Gupta with effect from 1st August, 2015 for a period of three years as set out below:

- a. **Basic Salary:** Rs. 1,50,000 lacs p.m. (in the range of Rs. 1,50,000 Lacs p.m. to Rs.2,50,000 lacs p.m.) (With liberty to the Board or any Committee thereof in its absolute discretion to decide the basic salary & annual increments within the above range).
- b. **Perquisites, Allowances and Other Benefits:** In addition to the basic salary, Mr. Vivek Gupta will also be entitled to various perquisites, allowances and benefits such as House rent allowance (50% of basic salary), medical reimbursement, leave travel concession, personal accident insurance, medical insurance, Car

and telephone benefit, earned/privilege leaves and encashment thereof, company contribution to PF and Superannuation fund and Gratuity etc. as per policy/rules of the Company in force and/or as may be approved by Board from time to time.

The Board recommends the special resolution set out under Item No.8 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Mr. Vivek Gupta, Mr. Vijender Kumar Gupta and Mrs. Shalini Gupta in the special resolution set out under Item No. 8 of the Notice.

The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is given below:

I. General Information:

PARTICULARS			
Nature of industry	The Company is manufacturers of electrical & telecommunication wire & cables and Switchgears		
Date or expected date of commencement of commercial production	Not Applicable, Since the company has already commenced its business activities.		
in case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.		
Financial performance based on given indicators	Particulars	2014-15	2013-14
	Total Revenue	13212.43	10898.03
	Total Expenditure	13362.10	11278.49
	Net Profit/(Loss)	(66.16)	(259.99)
Foreign investments or collaborations, if any.	The Company has not made any foreign investment and not entered into foreign collaboration.		

II. Information about the appointee:

Particulars	Name of Directors		
	Mr. Vijender Kumar Gupta	Mr. Vivek Gupta	Mr. Surender Singh Bhandari
Background details			
(i) Age	75 Yrs.	47 Yrs	60 Yrs.
(ii) Qualifications & Expertise	Expertise in setting up and business management & having a very rich experience of more than 46 yrs.	B.Com(Hons) from Raj Hans College of Delhi & Expertise in Finance & Operations	B.Com and PGDBM in Material Management & Expertise in Operations & Material Management
(iii) Terms & Conditions	Mentioned in the explanatory statement	Mentioned in the explanatory statement	Mentioned in the explanatory statement
(iv) Details of remuneration	Mentioned in the explanatory statement	Mentioned in the explanatory statement	Mentioned in the explanatory statement
(v) Shares held in company	807831	293328	NIL
(vi) No. of board meetings attended during the year	5	7	NA
(vii) Directorship in other Companies	(i) Ram Kumar Gupta And Sons Limited (ii) Delton International Ltd (iii) Saneh Industrial Investment Limited (iv) Vishranti Trading Enterprises Limited (v) B And M Trading And Investment Co Ltd (vi) Standard Enamel Works Private Limited (vii) Abaskar Construction Pvt Ltd	(i) Ram Kumar Gupta And Sons Limited (ii) Delton International Ltd (iii) Saneh Industrial Investment Limited (iv) Vishranti Trading Enterprises Limited (v) B And M Trading And Investment Co Ltd (vi) Element Arts Private Limited (vii) VIGA Trade Solutions Private Limited (viii) Globus Spirits Limited (ix) Inkit Creative Private Limited (x) Nelson Planning And Design Private Limited (xi) Ncube Planning And Design Private Limited (xii) PHD Chamber Of Commerce And Industry (xiii) Emporio Marketing Private Limited (xiv) Modipon Limited	Deltx Info Services Private Limited (Under Process of Striking of)
(viii) Membership/ Chairmanship of committees of other Boards	None	Membership in Committees of Modipon Limited (i) Audit Committee (ii) Nomination & Remuneration Committee (iii) Stakeholders Relationship Committee	None

Past Remuneration	49.72 Lacs	39.18 Lacs	5.55 Lacs
Recognition or awards	NIL	NIL	NIL
Job profile and his suitability	Mr. Vijender Kumar Gupta having a very rich and vast expertise in Technical & Business Management. Taking into consideration his expertise, he is best suited for the responsibilities currently assigned to him by the Board of Directors.	Mr. Vivek Gupta is actively involved in the business and manages day to day affairs of the Company. Taking into consideration his expertise, he is best suited for the responsibilities currently assigned to him by the Board of Directors.	Mr. Surender Singh Bhandari is looking after the operations part and the material management of the company.
Remuneration proposed	As per the details given in the Item No. 5, 6, 7 & 8 of the statement annexed to the Notice.		
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration payable to managerial persons is justified in comparison to remuneration paid in the industry and the size of the Company.		
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Except for receiving remuneration as a Whole Time Director, Mr. Vijender Kumar Gupta or any of his relative do not have any pecuniary relationship with the company. Mr. Vijender Kumar Gupta is the Father of Mr. Vivek Gupta MD and CEO of the Company. He is also Father in Law of Mrs. Shalini Gupta, Non Executive Director of the company.	Except for receiving remuneration as a MD and CEO, Mr. Vivek Gupta or any of his relative do not have any pecuniary relationship with the company. Mr. Vivek Gupta is son of Mr. Vijender Kumar Gupta, Chairman & Whole Time Director. He is also husband of Mrs. Shalini Gupta, Non Executive Director of the company.	Except for receiving remuneration as a Whole Time Director, Mr. Surender Singh Bhandari or any of his relative do not have any pecuniary relationship with the company.

III. Other Information:

Particulars	
Reasons of loss or inadequate profits	The performance of the Company in the last three financial years has been impacted due to slowdown in global and Indian economies. The situation has aggravated further due to short-term downtrend in the cable industry.
Steps taken or proposed to be taken for improvement	The Company will take every necessary and possible step for its improvement and future growth
Expected increase in productivity and profits in measurable terms.	The Company has undertaken several measures in FY 2014 – 15 to reduce cost both at operating and working capital levels, which are bearing positive fruits from the company. The company is continuing to take efforts for improving productivity.

**By Order of the Board
For Delton Cables Limited**

Place : New Delhi
Date : 13th August, 2015

Sd/-
(Jitender Kumar)
Company Secretary

To
THE MEMBERS,

Your Directors have pleasure in presenting the 50th Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2015.

FINANCIAL RESULTS (Rs. in Lacs)

Particulars	2014-15	2013-14
Gross Sales	14211.30	11820.10
Less : Excise	1080.94	1040.03
Net Sales	13130.36	10780.07
Other Income	82.07	117.96
Total Income	13212.43	10898.03
Total Expenditure	13362.10	11278.49
Profit / (Loss) Before Exceptional Item and Tax	(149.67)	(380.46)
Add : Exceptional Item (indicate nature)	103.31	5.19
Profit/ (Loss) Before Tax	(46.36)	(375.27)
Less : Income Tax	-	-
Less : Deferred Tax	14.26	(115.28)
Less : Adjustment of taxes for earlier years	5.54	-
Net Profit / (Loss)	(66.16)	(259.99)

PERFORMANCE REVIEW

In F.Y. 15, several measures were taken for improving the performance of the Company and to secure new orders across various businesses and geographies.

Your company achieved a turnover of Rs. 14211.30 Lacs as against Rs. 11820.10 during the previous financial year. During the year under review there is no cash loss in the Company. The net loss for the financial year 2014-15 is Rs. 66.16 Lac as compared to the loss of Rs. 259.99 in the previous financial year 2013-14.

DIVIDEND

Due to the loss in the year, the Board of Directors has not proposed any dividend for the Financial Year ending 31st March, 2015.

SHARE CAPITAL

The paid up equity share capital as on March 31, 2015 was Rs. 8,64,00,000/-. During the year under review, the Company has issued 56,40,000 bonus equity shares of Rs.10/- each to the shareholders of the Company in the ratio of 2:1 on 28 January, 2015.

FIXED DEPOSITS

Your Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

OUTLOOK

There is little evidence both in the domestic and global markets for an early restoration of demand-supply equilibrium and consequent recovery in the market. To keep abreast with the latest trends in the industry, your Company was also vigilant about technological upgradation of its production facilities, with the aim of improving assets performance and cost competitiveness. As your company is the older player in Indian Cable Industry, has coveted experience in manufacturing of wires and cables and competent to face the challenges. Much of the problem is industry centric and it is some comfort that your company is relatively better placed as compared to most of its peers. It should hence be able to strike it early as and when the industry turnaround is on the anvil.

AUDITORS

M/s. S.R. Dinodia & Co. LLP, Chartered Accountants, New Delhi, Statutory Auditors were appointed in the 49th AGM to hold office until the conclusion of 52nd AGM. Your company seeks ratification of the appointment of

Statutory Auditors at the ensuing Annual General Meeting.

There are no qualifications or reservations or adverse remarks made by the Auditors in their Report.

SECRETARIAL AUDIT

A Secretarial Audit was conducted during the year by the Secretarial Auditor Mr. Vaibhav Sharma, Practising Company Secretary. The Secretarial Auditors Report is attached as **Annexure I**.

There are no qualifications or observations or adverse remarks made by the Secretarial Auditor in his Report.

COST AUDITORS

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014 Your Directors had, on the recommendation of the Audit Committee, appointed M/s J. K. Kabra & Co., Cost Accountants for the year 2015-2016 and the proposed remuneration of the Cost Auditors would be determined by the members in the ensuing AGM.

QUALITY POLICY / CERTIFICATION

Your Company's Mission is 'SUCCESS OF ITS CUSTOMERS'. Your Company is always committed to provide good quality products consistently to its customers worldwide. Your Management on its part is also fully committed to further improve quality and provides all inputs and resources to achieve this goal.

Your company is certified for ISO 9001:2008 in quality.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/ TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year, there were no instances of significant and material orders passed by the regulators, courts or tribunals on the Company.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS U/S 186 OF THE COMPANIES ACT, 2013

During the Financial Year 2014-15 your company has not made any loans, guarantees and investments u/s 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions are in the ordinary course of business and at arm's length basis, which are not material in nature. All related party transactions are with the approval of the Audit Committee and periodically placed before the Board for review.

DIRECTORS

Mr. Vivek Gupta (DIN: 00035916), Director of the Company will retire by rotation and being eligible, offers himself for re-appointment.

Mr. Surender Singh Bhandari (DIN: 02521713) was appointed as an Additional Director with effect from 13.08.2015 and would hold office up to the ensuing Annual General Meeting of the Company. The Company has received a notice from a member pursuant to Section 160 of the Companies Act, 2013 proposing the appointment of Mr. Surender Singh Bhandari as Director of the Company. The Board of Directors recommends the appointment of Mr. Surender Singh Bhandari as a Director of the Company.

Mr. Shyam Sunder Malhotra (DIN 00298384), Whole Time Director of the Company resigned from the Company on 31.07.2015. The Board placed on record its appreciation for the valuable services rendered by Mr. Shyam Sunder Malhotra during his tenure to Company.

DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors of the Company viz. Mr. Mahesh Prasad Mehrotra (DIN 00016768), Mr. Achintya Karati (DIN 00024412), Mr. Bharat Bhushan Chadha (DIN 00298713) and Mr. Vijay Kumar Goel (DIN 00075317) have

individually and severally submitted a declaration pursuant to Section 149(7) of the Companies Act, 2013 affirming compliance to the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and other applicable rules & regulations made there under. Based on the declarations of Independent Directors, the Board of Directors recorded its opinion that all Independent Directors are independent of the Management and have fulfilled the conditions as specified in the Companies Act, 2013, rules made there under.

EVALUATION OF THE BOARD'S PERFORMANCE

In compliance with the Companies Act, 2013 the performance evaluation of the Board was carried out during the year under review. During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board based on the criteria laid down by Nomination and Remuneration Committee which included attendance, contribution at the meetings and otherwise, independent judgement, safeguarding of minority shareholders interest, adherence to Code of Conduct and Business ethics, monitoring of regulatory compliance, risk assessment and review of Internal Control Systems etc.

KEY MANAGERIAL PERSONNEL

The details of Key Managerial Personnel (KMP) of the Company are as follows:

S. No.	Name	Designation	Date of Appointment	Date of Cessation
1	Mr. Manoj Kumar Sharma	CFO	30.05.2015	31.07.2015
2	Mr. Vikas Goel	CFO	14.08.2014	25.04.2015
3	Mr. Jitender Kumar*	Company Secretary	13.08.2015	

*Mr. Jitender Kumar, Company Secretary had resigned w.e.f. June 27, 2015 and re-joined the Company w.e.f. August 13, 2015.

MEETINGS OF THE BOARD OF DIRECTORS

During the Financial Year 2014-15, seven meetings of the Board of Directors were held on May 30, 2014, August 14, 2014, September 30, 2014, November 12, 2014, December 12, 2014, January 15, 2015 and February 14, 2015. The maximum time-gap between any two consecutive meetings did not exceed One Hundred Twenty Days.

AUDIT COMMITTEE

The Audit Committee of the Board of Directors is constituted in compliance with provisions of Section 177 of the Companies Act, 2013 ("the Act").

The composition of the Members at the meetings of the Committee is given below:

S. No.	Name of the member	Designation
1	Mr. Mahesh Prasad Mehrotra	Chairman
2	Mr. Vivek Gupta	Member
3	Mr. Achintya Karati	Member
4	Mr. Bharat Bhushan Chadha	Member

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a vigil mechanism named Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The objective of the Policy is to explain and encourage the directors and employees to raise any concern about the Company's operations and working environment, including possible breaches of Company's policies and standards or values or any laws within the country or elsewhere, without fear of adverse managerial action being taken against such employees. The detailed policy is also placed on the website of the Company.

REMUNERATION POLICY

The company follows a policy on remuneration of Directors and Senior Management Employees. The policy is approved by the Nomination and Remuneration Committee and the Board. More details on the same are given in the **Annexure II**.

DISCLOSURE OF RATIO OF REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL, ETC.

The details of the ratio of remuneration to each Director to the median employee's remuneration and such other details as required to be given under Section 197(12) read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached hereto as **Annexure III**.

EXTRACT OF ANNUAL RETURN

The particulars required to be furnished under Section 134(3) (a) of the Companies Act, 2013 as prescribed in Form No. MGT-9 is given in **Annexure IV**.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

As required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules 2014, the information on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are annexed to this report as **Annexure V**.

INTERNAL CONTROL SYSTEM

The Company has adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. The internal control systems are designed to ensure that the financial and other records are reliable for the preparation of financial statements and for maintaining assets. This is further strengthened by the Internal Audit done concurrently. Besides, this Audit Committee of the Company also monitors systems, control, financial management and operations of the Company.

RISK MANAGEMENT

In line with the new regulatory requirements, the Company has formally framed a Risk Management Plan to identify and assess the risk areas, monitor and report compliance and effectiveness of the policy and procedure. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non-business risk. This plan seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk plan defines the risk management approach across the enterprise at various levels including documentation and reporting. The plan has different risk models which help in identifying risk trends, exposure and potential impact analysis at a Company level as also separately for business segments. The Audit Committee and Board of Directors periodically review the risks and suggest steps to be taken to control and mitigate the same through a properly defined framework.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

Your Company had no Subsidiaries, Joint Venture or Associates during the year 2014-15.

APPLICABILITY OF CLAUSE 49 OF THE LISTING AGREEMENT

In terms of SEBI Circular No. SEBI/CFD/DIL/CG/1/2004/12/10 dated October 29, 2004, and CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014, Clause 49 of the Listing Agreement is not applicable to the Company. Hence, Management Discussion and Analysis Report and Corporate Governance Report have not been inserted in the Annual Report.

LISTING OF SHARES

Your company's shares are listed at Bombay Stock Exchange Ltd. (BSE). The listing fee in respect thereof for the year 2015-16 has already been paid to the Stock Exchanges.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement u/s 134(3)(c) of the Companies Act, 2013 (the "Act") with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (a) in the preparation of the annual accounts for the financial year ended 31 March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended 31 March, 2015 and of the profit and loss of the company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis; and
- (e) the Directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

ACKNOWLEDGEMENT

The Directors thank all the Shareholders, customers, dealers, suppliers, bankers, financial institutions and all the other business associates for their continued support to the Company and the confidence reposed in its Management. The Directors also thank the Government authorities for their understanding and co-operation. The Directors wish to record their sincere appreciation of the significant contribution made by the employees of the Company at all levels to its profitable and successful operations.

For & on behalf of the Board of Directors

Place: New Delhi
Dated: 13th August, 2015

Sd/-
V.K. GUPTA
Chairman & Managing Director
(DIN: 00036210)

Annexure I

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2015

[Pursuant to section 204 (1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Delton Cables Limited
Delton House 4801, Bharat Ram Road
24 Daryaganj, New Delhi - 110002

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Delton Cables Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2015** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder (in so far as they are made applicable);
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (not applicable to the company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the audit period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the audit period); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the audit period);
- (vi) The Factories Act, 1948
- (vii) The Industrial Dispute Act, 1947
- (viii) The Payment of Wages Act, 1936
- (ix) The Minimum Wages Act, 1948
- (x) The Employees State Insurance Act, 1948
- (xi) The Employees Provident Fund and Miscellaneous Provisions Act, 1952
- (xii) The Payment of Bonus Act, 1965
- (xiii) The Payment of Gratuity Act, 1972
- (xiv) The Child Labour (Prohibition & Regulation) Act, 1986
- (xv) The Indian Contract Act, 1872
- (xvi) The Income Tax Act, 1961 and Indirect Tax Laws

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (not applicable to the company during the Audit Period).
- (ii) The Listing Agreements entered into by the Company with Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: New Delhi
Dated: 13th August, 2015

Sd/-
VAIBHAV SHARMA
Practicing Company Secretary
ACS No. 30041
CP No. 10831

Annexure II

REMUNERATION POLICY

General:

- a) The remuneration / compensation / commission etc. to the Managing Director, Whole-time Director and KMP will be determined by the Nomination & Remuneration Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Managing Director, Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.
- c) Increments to the existing remuneration/ compensation structure may be recommended by the Nomination & Remuneration Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing Director or Whole-time Director.
- d) Where any insurance is taken by the Company on behalf of its Managing Director, Whole-time Director, Chief Executive Officer, Chief Financial Officer, Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Whole-time/ Executive/ Managing Director and KMP:

a) Fixed pay:

The Managing Director, Whole-time Director and KMP shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Nomination & Remuneration Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Nomination & Remuneration Committee and approved by the shareholders and Central Government, wherever required. The remuneration of Senior Management Personnel is decided by the Whole-time Director.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director and Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) Provisions for excess remuneration:

If any Whole-time Director or Managing Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

Remuneration to Non- Executive / Independent Director:

a) Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

c) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

d) Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

For & on behalf of the Board of Directors

Place: New Delhi
Dated: 13th August, 2015

Sd/-
V.K. GUPTA
Chairman & Managing Director
(DIN: 00036210)

Annexure III

The details of the ratio of remuneration to each Director to the median employee's remuneration and such other details as required to be given under Section 197(12) read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- (i) **the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year**

S. No.	Director Name	Remuneration FY 2014-15	Median Employee Remuneration FY 2014-15	Ratio
1	Mr. Vijender Kumar Gupta	49.72	1.23	40.42 : 1
2	Mr. Vivek Gupta	39.18	1.23	31.85 : 1
3	Mr. Shyam Sunder Malhotra	4.32	1.23	3.51 : 1

- (ii) **the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year**

S. No.	Name	Remuneration FY 2013-14	Remuneration FY 2014-15	% Increase
1	Jitender Kumar (Company Secretary)	4.00	5.00	25%

During the financial year 2014-2015, no increment were made in the remuneration of any Director and CFO.

- (iii) **the percentage increase in the median remuneration of employees in the financial year**

Median Remuneration FY 2013-14	Median Remuneration FY 2014-15	% Increase in remuneration
1.15	1.23	6.96%

- (iv) **Number of permanent employees on the roll of company :**
221

- (v) **the explanation on the relationship between average increase in remuneration and company performance**

The company follows performance appraisal methodology where in performances of employees are linked to the key deliverables and key control areas of the company. The increase in remuneration thus suggests better performance of the company in terms of profitability and customer satisfaction, stronger processes and controls, better compliances with various regulations and establishment of better relationship with stakeholders.

- (vi) **comparison of the remuneration of the Key Managerial Personnel against the performance of the company**

As the Company has sustained loss during past three years, the remuneration paid to Key Managerial Persons entirely based on their individual performance basis.

Further the performance of the Company has also improved in the current year and net loss of the Company was reduced to 66.16 lacs as against the net loss of 259.99 of the financial year 2013-14.

- (vii) **variations in the market capitalization of the company, price**

earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year

Particulars	FY 2014-15	FY 2013-14	% Change
Market Capitalization*	2090.88	959.04	118.02
PE Ratio**	N. A.	N. A.	N. A.

*During the FY 2014-15 Company has issued Bonus Shares in the ratio of 2:1.

**PE Ratio is not applicable as the EPS is negative.

Share Price (as on):			
February 1982		31.03.2015	% Increase
Rs. 18/- (Including Premium of Rs. 8/-)		Rs. 24.20	34.44%

- (viii) **average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration**

Particulars	FY 2014-15	FY 2013-14	% Increase
Employees Salary	294.65	366.50	4.99%
Managerial Remuneration	93.22	93.22	N.A.

- (ix) **comparison of remuneration of each of the Key Managerial Personnel against the performance of the company**

As explained in point no. (vi) above.

- (x) **the key parameters for any variable component of remuneration availed by the directors:**

There was no variable component in the remuneration availed by the Directors.

- (xi) **the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;**

No employee received remuneration in excess of the highest paid director during the year.

- (xii) **affirmation that the remuneration is as per the remuneration policy of the company:**

It is affirmed that the remuneration is as per the remuneration policy of the Company.

For & on behalf of the Board of Directors

Place: New Delhi
Dated: 13th August, 2015

Sd/-
V.K. GUPTA
Chairman & Managing Director
(DIN: 00036210)

Form No. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L31300DL1964PLC004255
ii.	Registration Date	25/09/1964
iii.	Name of the Company	Delton Cables Limited
iv.	Category/Sub-Category of the Company	Company Limited by Shares
v.	Address of the Registered office and contact details	Delton House 4801, Bharat Ram Road, 24 Daryaganj, New Delhi – 110002
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Beetal Financial and Computer Services Private Limited Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi – 110062 Phone No. : 011 29961281 Fax No. : 011 25946969

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Wire and Cables	3130	92.30 %
2	Switchgear	3120	7.70%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Not Applicable

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/HUF	578895	100	578995	20.10	1737585	0	1737585	20.11	0.01
b) Central Govt.	0	0	0	0	0	0	0	0	-
c) State Govt. (s)	0	0	0	0	0	0	0	0	-
d) Bodies Corp	1372955		1372955	47.67	4118865	0	4118865	47.67	-
e) Banks / FI	0	0	0	0	0	0	0	0	-

f) Any Other Directors & their Relatives	149706	23450	173156	6.01	451518	67950	519468	6.01	-
Sub-total(A)(1):-	2101556	23550	2125106	73.79	6307968	67950	6375918	73.80	0.01
2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	-
b) Other-Individuals	0	0	0	0	0	0	0	0	-
c) Bodies Corp.	0	0	0	0	0	0	0	0	-
d) Banks / FI	0	0	0	0	0	0	0	0	-
e) Any Other	0	0	0	0	0	0	0	0	-
Sub-total (A)(2):-	0	0	0	0	0	0	0	0	-
Total Shareholding of Promoter (A) = [(A)(1)+(A)(2)]	2101556	23550	2125106	73.79	6307968	67950	6375918	73.80	0.01
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	-
b) Banks / FI	25	931	956	0.03	75	2793	2868	0.03	-
c) Central Govt.	0	0	0	0	0	0	0	0	-
d) State Govt. (s)	0	0	0	0	0	0	0	0	-
e) Venture Capital Funds	0	0	0	0	0	0	0	0	-
f) Insurance Companies	0	0	0	0	0	0	0	0	-
g) FIs	0	0	0	0	0	0	0	0	-
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	-
i) Others (specify)	0	0	0	0	0	0	0	0	-
Sub-total(B)(1)	25	931	956	0.03	75	2793	2868	0.03	-
2. Non Institutions									
a) Bodies Corp. (i) Indian	66156	1981	68137	2.37	227348	5658	233006	2.70	0.33
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	314792	234348	549140	19.07	805880	678020	1483900	17.17	(1.9)
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	103130	-	103130	3.58	452850	-	452850	5.24	1.66
c) Others (Specify)									
Trust	50	-	50	-	150	-	150	-	-
NRI	1931	1428	3359	0.12	4401	4284	8685	0.10	(0.02)
Clearing Member	731	-	731	0.03	504	-	504	0.01	(0.02)
HUF	29117	274	29391	1.02	81397	722	82119	0.95	(0.07)
Sub-total(B)(2)	515907	238031	753938	26.18	1572530	688684	2261214	26.17	(0.01)

Total Public Shareholding (B)=(B)(1)+ (B)(2)	515932	238962	754894	26.21	1572605	691477	2264082	26.20	(0.01)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	2617488	262512	2880000	100	7880573	759427	8640000	100	0

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Vijender Kumar Gupta	269077	9.34	0	807831	9.35	0	0.01
2	V.K. Gupta (Huf)	165983	5.76	0	497949	5.76	0	-
3	Vivek Gupta	97776	3.40	0	293328	3.40	0	-
4	Vivek Gupta (HUF)	46159	1.60	0	138477	1.60	0	-
5	B & M Trading & Investment Co. Ltd.	94343	3.28	0	283029	3.28	0	-
6	Delton International Ltd.	133950	4.65	0	401850	4.65	0	-
7	Ram Kumar Gupta & Sons Ltd.	118345	4.11	0	355035	4.11	0	-
8	Saneh Industrial & Investments Ltd.	91150	3.16	0	273450	3.16	0	-
9	Vishranti Trading Enterprises Ltd.	935167	32.47	0	2805501	32.47	0	-
10	Chitra Chaudhary	9950	0.35	0	29850	0.35	0	-
11	Deepti Gupta	11950	0.41	0	35850	0.41	0	-
12	Deepti Gupta jt with Vijendra Kumar Gupta	1000	0.03	0	3000	0.03	0	-
13	Rahul Chaudhary (U/G/O Chitra Chaudhary)	6000	0.21	0	18000	0.21	0	-
14	Vivek Gupta jt. with Shalini Gupta	78372	2.72	0	235116	2.72	0	-
15	Shalini Gupta	14345	0.50	0	43035	0.50	0	-
16	Shuchi Chaudhary (U/G/O Chitra Chaudhary)	1050	0.04	0	3150	0.04	0	-
17	Sushil Prakash Chaudhary	5550	0.19	0	16650	0.19	0	-
18	S. P. Chaudhary	1063	0.04	0	3189	0.04	0	-
19	Shriya Gupta	10000	0.35	0	30000	0.35	0	-
20	Abha Gupta	800	0.03	0	2400	0.03	0	-
21	Veena Gupta	32976	1.15	0	98928	1.15	0	-
22	Maya Karati	100	0.00	0	300	0.00		-
	Total	2125106	73.79	0	6375918	73.80	0	0.01

iii. **Change in Promoters' Shareholding (please specify, if there is no change**

Sr. no	Name of Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Vijender Kumar Gupta				
	– At the beginning of the year	269077	9.34	269077	9.34
	– Purchase on 02.05.2014	100	0.00	269177	9.35
	– Purchase on 16.05.2014	100	0.00	269277	9.35
	– Bonus shares credited on 13.02.2015	538554	-	807831	9.35
	– At the end of the year			807831	9.35
2	V.K. Gupta (HUF)				
	– At the beginning of the year	165983	5.76	165983	5.76
	– Bonus shares credited on 13.02.2015	331966	-	497949	5.76
	– At the end of the year			497949	5.76
3	Vivek Gupta				
	– At the beginning of the year	97776	3.40	97776	3.40
	– Bonus shares credited on 13.02.2015	195552	-	293326	3.40
	– At the end of the year			293326	3.40
4	Vivek Gupta (HUF)				
	– At the beginning of the year	46159	1.60	46159	1.60
	– Bonus shares credited on 13.02.2015	92318	-	138477	1.60
	– At the end of the year			138477	1.60
5	B & M Trading & Investment Co. Ltd.				
	– At the beginning of the year	94343	3.28	94343	3.28
	– Bonus shares credited on 13.02.2015	188686	-	283029	3.28
	– At the end of the year			283029	3.28
6	Delton International Ltd.				
	– At the beginning of the year	133950	4.65	133950	4.65
	– Bonus shares credited on 13.02.2015	267900	-	401850	4.65
	– At the end of the year			401850	4.65
7	Ram Kumar Gupta & Sons Ltd.				
	– At the beginning of the year	118345	4.11	118345	4.11
	– Bonus shares credited on 13.02.2015	236690	-	355035	4.11
	– At the end of the year			355035	4.11

8	Saneh Industrial & Investments Ltd.				
	– At the beginning of the year	91150	3.16	91150	3.16
	– Bonus shares credited on 13.02.2015	182300	-	273450	3.16
	– At the end of the year			273450	3.16
9	Vishranti Trading Enterprises Ltd.				
	– At the beginning of the year	935167	32.47	935167	32.47
	– Bonus shares credited on 13.02.2015	1870334	-	2805501	32.47
	– At the end of the year			2805501	32.47
10	Chitra Chaudhary				
	– At the beginning of the year	9950	0.35	9950	0.35
	– Bonus shares credited on 30.01.2015	19900	-	29850	0.35
	– At the end of the year			29850	0.35
11	Deepti Gupta				
	– At the beginning of the year	11950	0.41	11950	0.41
	– Bonus shares credited on 13.02.2015	23900	-	35850	0.41
	– At the end of the year			35850	0.41
12	Deepti Gupta jt with Vijendra Kumar Gupta				
	– At the beginning of the year	1000	0.03	1000	0.03
	– Bonus shares credited on 13.02.2015	2000	-	3000	0.03
	– At the end of the year			3000	0.03
13	Rahul Chaudhary (U/G/O Chitra Chaudhary)				
	– At the beginning of the year	6000	0.21	6000	0.21
	– Bonus shares credited on 30.01.2015	12000	-	18000	0.21
	– At the end of the year			18000	0.21
14	Vivek Gupta jt. with Shalini Gupta				
	– At the beginning of the year	78372	2.72	78372	2.72
	– Bonus shares credited on 28.01.2015	156744	-	235116	2.72
	– At the end of the year			235116	2.72
15	Shalini Gupta				
	– At the beginning of the year	14345	0.50	14345	0.50
	– Bonus shares credited on 13.02.2015	28690	-	43035	0.50
	– At the end of the year			43035	0.50
16	Shuchi Chaudhary (U/G/O Chitra Chaudhary)				
	– At the beginning of the year	1050	0.04	1050	0.04
	– Bonus shares credited on 30.01.2015	2100	-	3150	0.04
	– At the end of the year			3150	0.04

17	Sushil Prakash Chaudhary				
	– At the beginning of the year	5550	0.19	5550	0.19
	– Bonus shares credited on 28.01.2015	11100	-	16650	0.19
	– At the end of the year			16650	0.19
18	S P Chaudhary				
	– At the beginning of the year	1063	0.04	1063	0.04
	– Bonus shares credited on 28.01.2015	2126	-	3189	0.04
	– At the end of the year			3189	0.04
19	Shriya Gupta				
	– At the beginning of the year	10000	0.35	10000	0.35
	– Bonus shares credited on 13.02.2015	20000	-	30000	0.35
	– At the end of the year			30000	0.35
20	Abha Gupta				
	– At the beginning of the year	800	0.03	800	0.03
	– Bonus shares credited on 13.02.2015	1600	-	2400	0.03
	– At the end of the year			2400	0.03
21	Veena Gupta				
	– At the beginning of the year	32976	1.15	32976	1.15
	– Bonus shares credited on 13.02.2015	65952	-	98928	1.15
	– At the end of the year			98928	1.15
22	Maya Karati				
	– At the beginning of the year	100	0.00	100	0.00
	– Bonus shares credited on 30.01.2015	200	-	300	0.00
	– At the end of the year			300	0.00

❖ The total number of share has increased due to the issuance of bonus shares in January, 2015 in the ratio of 2:1.

iv. Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	SUA EXPLOSIVES AND ACCESSORIES LIMITED				
	– At the beginning of the year	50000	1.74	50000	1.74
	– Bonus shares credited on 13.02.2015	100000	-	150000	1.74
	– At the end of the year			150000	1.74
2	DIPAK KANAYALAL SHAH				
	– At the beginning of the year	36930	1.28	36930	1.28
	– Purchase on 20.06.2014	70	0.00	37000	1.28
	– Bonus shares credited on 13.02.2015	74000	-	111000	1.28
	– At the end of the year			111000	1.28

3	HULAS RAHUL GUPTA				
	– At the beginning of the year	34700	1.20	34700	1.20
	– Bonus shares credited on 13.02.2015	69400	-	104100	1.20
	– At the end of the year			104100	1.20
4	PRASHANT JAYANTILAL PATEL				
	– At the beginning of the year	31500	1.09	31500	1.09
	– Bonus shares credited on 13.02.2015	63000	-	94500	1.09
	– At the end of the year			94500	1.09
5	ARVINDKUMAR J SANCHETI				
	– At the beginning of the year	22116	0.77	22116	0.77
	– Purchase on 04.04.2014	71	0.00	22187	0.77
	– Purchase on 11.04.2014	87	0.00	22274	0.77
	– Sale on 15.08.2014	(1799)	(0.06)	20475	0.71
	– Bonus shares credited on 13.02.2015	40950	-	61425	0.71
	– At the end of the year			61425	0.71
6	JARODA PLANTATIONS PVT. LTD.				
	– At the beginning of the year	0	0.00	0	0.00
	– Purchase on 09.01.2015	7131	0.25	7131	0.25
	– Purchase on 30.01.2015	5000	0.17	12131	0.14
	– Bonus shares credited on 13.02.2015	24262	-	36393	0.42
	– At the end of the year			36393	0.42
7	AMIT JAIN				
	– At the beginning of the year	7307	0.25	7307	0.25
	– Bonus shares credited on 13.02.2015	14614	-	21921	0.25
	– At the end of the year			21921	0.25
8	AJAY KUMAR SWARUP				
	– At the beginning of the year	6983	0.24	6983	0.24
	– Bonus shares credited on 13.02.2015	13966	-	20949	0.24
	– At the end of the year			20949	0.24
9	SARIKA CHANDRAPRAKASH KABRA				
	– At the beginning of the year	0	0.00	0	0.00
	– Purchase on 16.01.2015	6000	0.21	6000	0.21
	– Bonus shares credited on 13.02.2015	12000	-	18000	0.21
	– At the end of the year			18000	0.21

10	CHABRIA M YOGESH				
	– At the beginning of the year	5971	0.21	5971	0.21
	– Bonus shares credited on 13.02.2015	11942	-	17913	0.21
	– At the end of the year			17913	0.21
11	Raghuvir Arjandas Makhija				
	– At the beginning of the year	5907	0.20	5907	0.20
	– Purchase on 04.04.2014	50	0.00	5957	0.21
	– Purchase on 11.04.2014	90	0.00	6047	0.21
	– Purchase on 02.05.2014	193	0.01	6240	0.22
	– Sale on 30.05.2014	(6000)	(0.21)	240	0.01
	– Purchase on 06.06.2014	100	0.00	340	0.01
	– Purchase on 13.06.2014	50	0.00	390	0.01
	– Purchase on 20.06.2014	75	0.00	465	0.02
	– Sale on 11.07.2014	(110)	(0.00)	355	0.01
	– Sale on 18.07.2014	(355)	(0.01)	0	0.00
	– At the end of the year			0	0.00
12	KAVITABEN SHYAMLAL MURJANI				
	– At the beginning of the year	5318	0.18	5318	0.18
	– Bonus shares credited on 13.02.2015	10636	-	15954	0.18
	– At the end of the year			15954	0.18

v. **Shareholding of Directors and Key Managerial Personnel:**

Sr. No	Name of Directors/KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Vijender Kumar Gupta				
	– At the beginning of the year	269077	9.34	269077	9.34
	– Purchase on 02.05.2014	100	0.00	269177	9.35
	– Purchase on 16.05.2014	100	0.00	269277	9.35
	– Bonus shares credited on 13.02.2015	538554	-	807831	9.35
	– At the end of the year			807831	9.35
2	Vivek Gupta				
	– At the beginning of the year	97776	3.40	97776	3.40
	– Bonus shares credited on 13.02.2015	195552	-	293326	3.40
	– At the end of the year			293326	3.40

3	Shalini Gupta				
	– At the beginning of the year	14345	0.50	14345	0.50
	– Bonus shares credited on 13.02.2015	28690	-	43035	0.50
	– At the end of the year			43035	0.50

The following Director and KMP did not hold any shares in the company during the financial year 2014-15

Mahesh Prasad Mehrotra (Director)

Bharat Bhushan Chadha (Director)

Achintya Karati (Director)

Vikas Goel (CFO)

Vijay Kumar Goel (Director)

Jitender Kumar (Company Secretary)

Shaym Sunder Malhotra (Director)

Manoj Kumar Sharma (CFO)

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amt. in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	4993.91	-	-	4993.91
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	13.11	-	-	13.11
Total (i + ii + iii)	5007.02	-	-	5007.02
Change in Indebtedness during the financial year				
• Addition	268.06	-	-	268.06
• Reduction	-	-	-	-
Net Change	268.06	-	-	268.06
Indebtedness at the end of the financial year				
i. Principal Amount	5269.80	-	-	5269.80
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	5.28	-	-	5.28
Total (i + ii + iii)	5275.08	-	-	5275.08

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Amt in Lacs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Vijender Gupta	Kumar	Vivek Gupta	Shyam Sunder Malhotra	
	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	24.00		18.00	2.16	44.16
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	25.72		21.18	2.16	49.06
	(c) Profits in lieu of salary under section 17(3) Income- tax Act,1961	-		-	-	-
	StockOption	-		-	-	-
	SweatEquity	-		-	-	-
	Commission					
	- as % of profit	-		-	-	-
	- others, specify	-		-	-	-
	Others, please specify	-		-	-	-
	Total(A)	49.72		39.18	4.32	93.22
	Ceiling as per the Act	84.00		84.00	84.00	252.00

B. Remuneration to other directors:

(Amt in Lacs)

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amt
		Mahesh Prasad Mehrotra	Achintya Karati	Bharat Bhushan Chadha	Vijay Kumar Goel	Shalini Gupta	
1.	<u>Independent Directors</u>						
	➤ Fee for attending board/ committee meetings	0.95	0.95	0.775	0.30	-	2.975
	➤ Commission	-	-	-	-	-	-
	➤ Others, please specify	-	-	-	-	-	-
	Total(1)	0.95	0.95	0.775	0.30	-	2.975
2.	<u>Other Non-Executive Directors</u>						
	➤ Fee for attending board/ committee meetings	-	-	-	-	0.40	0.40
	➤ Commission	-	-	-	-	-	-
	➤ Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	0.40	0.40
	Total (B)=(1+2)	0.95	0.95	0.775	0.30	0.40	3.375
	Total Managerial Remuneration						96.595
	Overall Ceiling as per the Act						*

* Minimum Remuneration for Directors and only sitting fees for others

C. Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD

(Amt in Lacs)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	5.00	7.58*	12.58
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
	Stock Option	-	-	-	-
	Sweat Equity	-	-	-	-
	Commission - as % of profit - others, specify	-	-	-	-
	Others, please specify	-	-	-	-
	Total	-	5.00	7.58*	12.58

* Mr. Vikas Goel was appointed as CFO w.e.f. 14/08/2014.

VI. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ Court]	Appeal made. If any (give details)
A. Company					
Penalty			None		
Punishment					
Compounding					
B. Directors					
Penalty			None		
Punishment					
Compounding					
C. Other Officers In Default					
Penalty			None		
Punishment					
Compounding					

For & on behalf of the Board of Directors

Place: New Delhi
Dated: 13th August, 2015

Sd/-
V.K. GUPTA
Chairman & Managing Director
(DIN: 00036210)

Annexure-V

A. Conservation of Energy

- a) **Steps taken or impact on conservation of energy are as under:-** Continued focus on optimal use of power and creating awareness amongst all employees to prevent misuse of energy at all levels. All air conditioners, lights and computers are shut down after office hours (except at the time work commitments)
- b) **Steps undertaken by the company for utilizing alternate source of energy:** Company is under process to find the alternate source of energy and evaluating the economic viability for installation of Solar Street Lights and Solar panels for Plant Lighting.
- c) **Capital investment on energy conservation equipments:** No new investment is currently under consideration having regard to the tenuous cash flow position of the Company.

B. Technology Absorption

- a) **the efforts made towards technology absorption:** Efforts for Development and Innovation for further improvements and product up-grading are going on.
- b) **The benefits derived like product improvement, cost reduction, product development or import substitution, etc.:** Quality improvement, cost reduction, product development and better consumer satisfaction.

c) **in case of imported technology (imported during the last three years reckoned from the beginning of the financial year):** No technology was imported during the last three years.

d) **the expenditure incurred on Research and Development:** Nil

C. Foreign exchange earnings and Outgo-

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

Particulars	Amounts
Foreign exchange earnings	Rs. 493.00
Foreign Exchange outgo	Rs. 985.07

For & on behalf of the Board of Directors

Place: New Delhi

Dated: 13th August, 2015

Sd/-

V.K. GUPTA

Chairman & Managing Director

(DIN: 00036210)

INDEPENDENT AUDITOR'S REPORT

To the Members of Delton Cables Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **M/S DELTON CABLES LIMITED** ("the Company"), which comprise the Balance Sheet as at **March 31, 2015**, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at **March 31, 2015**;
- (b) in the case of the Statement of Profit and Loss, of the **Loss** for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements:

- a) We draw attention to Note 16(b) in the financial statements regarding recoverability or otherwise and the consequential effect ,if any on the statement of profit and loss in respect of old outstanding aggregating to ₹ 9,005,719 due from customers and included under the head Trade Receivables outstanding over six months.
- b) No confirmation has been received from Trade receivables, Trade payables and Closing stock of semi finished goods lying with Job worker.

Our opinion is not qualified in respect of these matters.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor’s Report) Order, 2015 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2. As required by section 143(3) of the Companies Act 2013, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and further proper returns adequate for the purpose of audit has been received from the branches not visited by us;
 - c. The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on March 31, 2015 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of sub-section (2) of section 164 of the Companies Act, 2013;
 - f. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The company has disclosed the impact of pending litigation on its financial position in its financial statements as referred to in Note 29 of the financial statements.
 - ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund.

FOR S. R. DINODIA & CO. LLP.
Chartered Accountants,
Firm’s Registration Number 001478N/N500005

Sd/-
Sandeep Dinodia
Partner
Membership Number 083689

Place: New Delhi
Date: May 30, 2015

Annexure to the Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for year ended March 31, 2015, we report that:

- i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) All the assets have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- ii) a) The inventory has been physically verified by the management during the year except the inventories lying with the third party. In our opinion, the frequency of such verification is reasonable.
- b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of business.
- c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records have been properly dealt with in the books of account.
- iii) (a) to (b) According to the information and explanation given to us, the company had not granted loan to any of the Company covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of clause 3(iii) (a) to (b) of the Companies (Auditor's Report) Order, 2015 are not applicable to the company.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices, there is no continuing failure to correct the weaknesses in the aforesaid internal control systems.
- v) In our opinion and according to the information and explanation given to us, since the company has not accepted any deposits within the meaning of section 73 to 76 of the Companies Act, 2013, therefore the question of the compliance of any directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under does not arise.
- vi) The Central Government, for the purpose of sub section (1) of section 148 of the companies act, 2013, vide its second proviso to rules 3 of the companies (Cost Records and Audit) Rules,2014 has exempted the company which is classified as a micro enterprise or small enterprise including as per the turnover criteria under sub-section(9) of section 7 of the Micro, Small and Medium Enterprises Development Act, 2006. Therefore, the provisions of Clause 3(vi) of the companies (Auditor's Report) order,2015 are not applicable to the company.
- vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State insurance, Income tax, Sales tax, Service tax, Customs duty, Excise duty, Investor Education and Protection Fund, cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us no undisputed amounts payable in respect of Provident Fund, Employees' State insurance, Income tax, Sales tax, Service tax, Customs duty, Excise duty, Investor Education and Protection Fund, cess and other material statutory dues as at 31 st March,2015 for a period of more than six months arrears

except Professional tax from the date they became payable.

Name of the Statute	Nature of Dues	Amount (Rupees)	Period to which amount relates
Professional Tax Law	Professional Tax	2,520	Oct, 13 to March, 14
		800	April, 14 and May, 14

- (b) According to the records of the Company examined by us and the information and explanations given to us, there are no material dues of sales tax, income tax, custom duty, wealth tax, service tax, excise duty, cess and other statutory dues, except the following, which have not been deposited on account of any dispute.

Name of the Statute	Nature of Dues	Amount (Rupees)	Period to which amount relates (Assessment Year)	Forum where dispute is pending
Sales tax Law	Sales Tax	33,168	1980-81	High Court
		42,216	1981-82	High Court
		6,030	1982-83	High Court
		43,676	1989-90	Sales Tax Tribunal
		21,168	1990-91	Sales Tax Tribunal
		2,518,755	2006-07	Joint Com. (Appeal)
		2,003,739	2007-08	Joint Com. (Appeal)
		1,356,877	2008-09	Joint Com. (Appeal)
		1,446,868	2000-01	Joint Com. (Appeal)
		318,029	2007-08	Excise & Taxation Com. (Appeal)
		497,951	2008-09	Joint Com. (Appeal)
		1,259,391	2011-12	Joint Com. (Appeal)
		755,411	2007-08	Joint Com. (Appeal)
		314,037	2008-09	Joint Com. (Appeal)
		167,929	2009-10	Joint Com. (Appeal)
Local Area Development Tax	LADT	806,460	2000-01	Joint Com. (Appeal)
		3,889,683	2001-02	Joint Com. (Appeal)

		1,036,364	2004-05	Joint Com. (Appeal)
Excise Law	Excise case	10,29,000	2011-12	Custom, Excise and Service tax Appellate Tribunal, New Delhi
Income Tax Law	Income Tax	173,652	2011-12	DCIT (Deputy Commissioner of Income tax)

- (c) According to the information and explanations given to us the amounts which were required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.
- viii) The company does not have any accumulated losses at the end of the financial year and has not incurred cash losses during the financial year covered by our audit and incurred cash losses in the immediately preceding financial year.
- ix) Based on our audit procedures and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks and financial institutions during the year. There were no dues payable to debenture holders.

- x) In our opinion and on the basis of information and explanation given to us, the company has not given guarantees for loans taken by others from banks or financial institutions. Therefore, the provisions of clause 3(x) of the Companies (Auditor's Report) Order, 2015 are not applicable to the company.
- xi) In our opinion and according to the information and explanation given to us, the term loans were applied for the purposes for which the loans were obtained.
- xii) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanation given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year nor have we been informed of such case by the management.

FOR S. R. DINODIA & CO. LLP.
Chartered Accountants,
Firm's Registration Number 001478N/N500005

Sd/-
Sandeep Dinodia
Partner
Membership Number 083689

Place: New Delhi
Date: May 30, 2015

Delton Cables Limited

Balance sheet as at March 31, 2015

(Amount in ₹)

Particulars	Note No.	As At March 31, 2015	As At March 31, 2014
EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	3	86,400,000	28,800,000
Reserves and surplus	4	115,973,376	183,325,155
		202,373,376	212,125,155
Non-current liabilities			
Long-term borrowings	5	1,581,483	1,126,589
Trade Payables	10	-	-
Other Long Term Liabilities	9	9,482,416	6,561,133
Long-term provisions	7	954,267	885,068
		12,018,166	8,572,790
Current liabilities			
Short-term borrowings	8	525,685,502	498,557,272
Trade payables	10	262,764,984	271,045,389
Other current liabilities	11	49,393,274	22,722,763
Short-term provisions	7	286,486	329,338
		838,130,246	792,654,762
TOTAL		1,052,521,788	1,013,352,707
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	12	69,334,695	81,846,785
Intangible assets	12	196,594	965,394
Non-current investments	13	46,765	46,765
Long-term loans and advances	14	29,011,280	22,708,585
Deffered Tax Asset	6	16,291,490	16,314,934
Other non-current assets	17	16,770,171	9,825,271
		131,650,995	131,707,734
Current assets			
Inventories	15	379,028,855	345,788,197
Trade receivables	16	419,613,652	414,594,670
Cash and bank balances	18	19,222,677	35,789,103
Short-term loans and advances	14	85,950,782	61,863,211
Other current assets	17	17,054,826	23,609,792
		920,870,793	881,644,973
TOTAL		1,052,521,788	1,013,352,707

Significant Accounting policies 2.1

The accompanying notes are an integral part of the financial statements.

As per our Audit Report of even date attached

For S.R. Dinodia & Co. LLP.
For & on behalf of Board of Directors
Chartered Accountants

Firm's Registration Number: 001478N/N500005

For & on behalf of Board of Directors

Sd/-
Sandeep Dinodia
Partner
Membership No. 083689

Sd/-
V.K. Gupta
Chairman & Managing
Director
DIN NO: 00036210

Sd/-
Vivek Gupta
Joint Managing
Director
DIN NO: 00035916

Place: New Delhi
Date: May 30, 2015

Sd/-
Manoj Sharma
Chief Financial Officer

Sd/-
Jitender Kumar
Company Secretary

Statement of profit & loss for the year ended March 31, 2015

(Amount in ₹)

Particulars	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
Revenue from operations	19	1,313,036,268	1,078,007,589
Other income	20	8,206,680	11,795,506
Total Revenue		1,321,242,948	1,089,803,095
Expenses:			
Cost of materials consumed	21	919,731,727	784,157,016
Purchases of Stock-in-Trade	22	107,998,251	40,493,437
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	23	(38,235,216)	(12,015,081)
Employee benefits expense	24	96,657,250	89,585,851
Finance costs	25	85,735,737	70,238,397
Depreciation and amortization expense	12	10,478,856	12,668,504
Less: Transfer from Revaluation Reserve		-	226,063
Other expenses	26	153,843,153	142,947,658
Total expenses		1,336,209,759	1,127,849,719
Profit/ (Loss) before exceptional items and tax		(14,966,811)	(38,046,620)
Exceptional items	27	10,331,216	519,676
Profit/ (Loss) before tax		(4,635,595)	(37,526,948)
Tax expense:			
Current Tax		-	-
Deferred Tax Charge		1,425,852	(11,527,956)
Tax adjustments for earlier years		554,203	-
Profit (Loss) of the year		(6,615,651)	(25,998,992)
Earnings per equity share:			
Basic	28	(0.77)	(3.01)
Diluted	28	(0.77)	(3.01)

Significant Accounting policies

2.1

The accompanying notes are an integral part of the financial statements.

As per our Audit Report of even date attached

For S.R. Dinodia & Co. LLP.

Chartered Accountants

Firm's Registration Number: 001478N/N500005

For & on behalf of Board of Directors

Sd/-
Sandeep Dinodia
Partner
Membership No. 083689
DIN NO: 00036210

Sd/-
V.K. Gupta
Chairman & Managing
Director
DIN NO: 00035916

Sd/-
Vivek Gupta
Joint Managing
Director

Place: New Delhi
Date: May 30, 2015

Sd/-
Manoj Sharma
Chief Financial Officer

Sd/-
Jitender Kumar
Company Secretary

Cash Flow Statement for the year ended March 31, 2015

(Amount in ₹)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Prior Period Items	(4,635,595)	(37,526,947)
Adjustments For :		
Depreciation	10,478,856	12,668,504
Dividend Income	(27,135)	(22,815)
Interest on Fixed Deposits & Others	(3,144,754)	(3,122,210)
(Profit)/Loss on sale of Assets	(9,953,031)	41,606
Rent received	(272,400)	(37,200)
Net Interest paid	75,809,546	61,509,941
Utilisation of Revaluation reserve	-	(226,063)
	<u>72,891,082</u>	<u>70,811,763</u>
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	68,255,487	33,284,816
Adjustments For :		
Trade and Other Receivables	(42,354,148)	(43,912,335)
Inventories	(33,240,658)	(23,988,625)
Other current assets	19,315,255	(9,684,404)
Trade Payables	10,219,595	61,846,919
Other payables	11,148,000	(6,860,882)
	<u>(34,911,956)</u>	<u>(22,599,327)</u>
CASH GENERATED FROM OPERATIONS	33,343,530	10,685,489
Direct Taxes Paid	<u>(976,645)</u>	<u>(334,949)</u>
	(976,645)	(334,949)
CASH FLOW BEFORE PRIOR PERIOD ITEMS/EXCESS	32,366,885	10,350,540
PROVISION WRITTEN BACK		
NET CASH FROM OPERATING ACTIVITIES (A)	32,366,885	10,350,540
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets (including CWIP)	(1,986,888)	(2,862,062)
Sale of Fixed Assets	10,203,417	354,119
Interest Received	3,144,754	3,122,210
Rent Received	272,400	37,200
Dividend Received	<u>27,135</u>	<u>22,815</u>
NET CASH USED IN INVESTING ACTIVITIES (B)	11,660,817	674,282
C. CASH FLOW FROM FINANCING ACTIVITIES		
Interest Paid	(75,809,546)	(61,509,941)
Short Term Borrowings	27,128,230	52,179,818
Repayment of Long Term Borrowings	<u>425,035</u>	<u>(1,577,162)</u>
NET CASH FROM FINANCING ACTIVITIES (C)	(48,256,282)	(10,907,285)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	(4,228,579)	117,537
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	5,451,916	5,334,380
CASH AND CASH EQUIVALENTS AT THE CLOSE OF THE YEAR	1,223,337	5,451,916
Cash & Cash Equivalents include:		
- Cash on Hand	30,270	3,079,870
Balance with Scheduled banks:		
-In Current Account	1,193,067	2,372,046
-In Fixed Deposit Account	-	-
	<u>1,223,337</u>	<u>5,451,916</u>

Note:

Figures in brackets represent outflows

As per our Audit Report of even date attached

For S.R. Dinodia & Co. LLP.

Chartered Accountants

Firm's Registration Number: 001478N/N500005

For & on behalf of Board of Directors

Sd/-
Sandeep Dinodia
Partner
Membership No. 083689
DIN NO: 00036210

Sd/-
V.K. Gupta
Chairman & Managing
Director
DIN NO: 00035916

Sd/-
Vivek Gupta
Joint Managing
Director

Place: New Delhi
Date: May 30, 2015

Sd/-
Manoj Sharma
Chief Financial Officer

Sd/-
Jitender Kumar
Company Secretary

Notes to the financial statements for the year ended March 31,2015

Note 1

Corporate Information

Delton Cables Limited is a public company domiciled in India and incorporated under the provisions of the Companies Act,1956. Its shares are listed on BSE in India. The company has three manufacturing units located in Dharuhera, Faridabad and Noida. The company is engaged in manufacturing and supplying of wires and cables.Delton is a prime supplier to the Power, Telecommunication, Railways, Steel and Mining sectors in India and has also firmly established itself in the International market.

Note 2

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and relevant presentation requirements of the Companies Act, 2013 and are based on the historical cost convention. The financial statements have been prepared on accrual basis and under the historical cost convention, except for certain fixed assets which are carried at revalued amounts.

Note 2.1 Summary of Significant Accounting Policies

a. Uses of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

b. Fixed Assets

Fixed assets, except land, building,Computers and Plant and Machinery which were revalued on 30th June 1985, are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

c. Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets are amortized on a straight line basis over the estimated useful economic life. The company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years in case of Goodwill and trademark and four years in case of software from the date when the asset is available for use.

The amortization period is reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

A summary of amortization policies applied to the company's intangible assets is as below:

	Rates(SLM)
Goodwill	10%
Brands/trademarks	10%
Computer software	25%

Notes to the financial statements for the year ended March 31,2015**d. Depreciation on tangible fixed assets**

Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased / sold during a period is proportionately charged. The Management estimates the useful lives for the tangible fixed assets as follows:

Buildings	30 years
Plant and machinery	15 years
Office equipment	5 years
Computer equipment	3-6 years
Furniture and fixtures	10 years
Electrical installations	10 years
Vehicles	8-10 years

Till March 31,2014, in accordance with the option given in the Guidance Note on Accounting for Depreciation in Companies, the Company recoups additional depreciation out of Revaluation reserve. However during the year, as per Schedule II of the Companies Act,2013 read with para 36 of "Application Guide on the Provisions of Schedule II to the Companies Act,2013 issued by Institute of Chartered Accountants of India, the depreciation on revalued amount has been charged to statement of the profit and loss and the amount of depreciation which relates to the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on its original cost has been transferred from the revaluation reserve to the general reserves of the company.

Depreciation and amortization methods, useful lives and residual values are reviewed periodically, including at each financial year end (Refer Note 12)

e. Inventories

Raw Materials, Stores & Spare Parts, [except store & spares items costing less than Rs.100/- per unit which are charged to Profit and Loss Account in the year of purchase], Loose tools and Goods in transit are valued at lower of cost or net realisable value. However strategic items of store & spares costing less than Rs. 100/- per unit has been valued and included in the value of stocks at lower of cost or net realisable value. Cost includes cost of purchase, non-refundable duties & taxes and all other costs incurred in bringing the inventories to their present location. Cost is determined on Moving Weighted Average basis.

Work-in-progress and finished Goods are valued at lower of cost or net realisable value. Cost of finished goods includes related overheads and excise duty payable on such goods.

Scrap is valued at net realisable value.

Other inventories are valued at lower of net realisable value or cost(*).

(*) Cost includes an appropriate portion of allocable overheads where applicable & cost of material is arrived at on Moving Weighted Average basis.

Net Realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

f. Revenue Recognition**Sale of goods**

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, depending upon the terms of Contract with the customer. The company collects sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year. Sale is recognized in the books net off trade discount. Export sale is recognised on the basis of date of Airway Bill/Bill of Lading.

Interest

Interest is recognized on time proportion basis.

Dividend income

Dividend Income on Investment is recognized when right to receive the payment is established.

Export incentives

Export incentives are recognised on accrual basis.

Notes to the financial statements for the year ended March 31,2015

g. Employees Benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit or loss of the year in which related service is rendered.

Retirement benefit in the form of provident fund, superannuation fund and Employees state insurance scheme are defined contribution schemes. The contributions to the provident fund, superannuation fund and Employees state insurance are charged to the statement of profit and loss for the year when the contributions are due. The company has no obligation, other than the contribution payable to these funds.

The company has defined benefit plans for its employees, ie. gratuity fund. The costs of providing benefits under this plan is determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Actuarial gains and losses for defined benefit plans is recognized in full in the period in which they occur in the statement of profit and loss.

The company treats accumulated leave as both long-term and short term employee benefit for measurement purposes. Such long-term and short term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

h. Foreign Currency Transactions

Initial Recognition : Transactions denominated in Foreign Currencies are recorded at the exchange rate prevailing at the time of the transaction.

Conversion : Items denominated in foreign currency at the year end and not covered by forward exchange contracts are translated at year end rates and those covered by forward exchange contracts are translated at the rate ruling on the date of transaction as increased or decreased by the proportionate difference between the forward rate and exchange rate on the date of transaction, such difference having been recognised over the life of the contract.

Exchange differences : Any income or expense on account of exchange difference either on settlement or on translation is recognised in the statement of profit and loss.

Forward Contracts: In case of forward exchange contracts, the premium or discount arising at the inception of such contracts, is amortized as income or expense over the life of the contract as well as exchange difference on such contracts i.e. difference between the exchange rates at the reporting/settlement date and the exchange rate on the date of inception of contract / the reporting date, is recognized as income / expense for the period.

i. Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

j. Research and Development Cost (other than capital cost)

Research and Developments expenditures are charged to revenue in the year in which they are incurred.

k. Taxes on Income

Tax expense comprises current and deferred tax.

Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes (asset/ liability) reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Notes to the financial statements for the year ended March 31,2015

I. Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

m. Excise Duty

Excise Duty is accounted on the basis of, both, payments made in respect of goods cleared as also provision made for goods lying in bonded warehouses.

n. Purchase

Purchases are recognised in the books of account at the time of receipt of material at the factory gate.

o. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

p. Provision, Contingent Liabilities and Contingent Assets

Provisions are recognized in the accounts in respect of present probable obligations arising as a result of past events and it is probable that there will be an outflow of resources, the amount of which can be reliably estimated.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company.

Contingent Assets are neither recognized nor disclosed in the financial statements.

q. Leases

Operating Lease -Lease arrangements where the risks and rewards incident to the ownership of assets substantially vests with the lessor, are recognized as operating leases Lease rentals in respect of such assets taken are charged to statement of profit & Loss as per the terms of the lease agreement.

Finance Lease - Lease arrangements where all risks and rewards incident to the ownership of assets substantially transferred to the lessee. The lower of the fair value of the assets and present value of the minimum lease rentals is capitalised as fixed assets with corresponding amount shown as lease liability. The principal component in the lease rental is adjusted against the lease liability and the interest component is charged to profit and loss account.

r. Segment Reporting

Identification of segments:

The Company's operating business are organized and managed separately according to the nature of products, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the company operate.

Unallocated items:

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

s. Cash Flow

Cash Flow Statement has been prepared as per the indirect method prescribed in the Accounting standard '3' notified by Companies (Accounting Standard) Rules,2006.

Notes to financial statements for the year ended March 31, 2015

(Amount in ₹)

Note 3 : Share capital	As At March 31, 2015	As At March 31, 2014
Authorised Share Capital		
94,00,000 (March 31, 2014: 54,00,000) Equity Shares of ₹ 10/- each	94,000,000	54,000,000
40,000 (March 31, 2014: 40,000) 10 % - Cumulative Convertible Preference Shares of ₹ 100/- each	4,000,000	4,000,000
20,000 (March 31, 2014: 20,000) 9.8 % - Redeemable Cumulative Preference Shares of ₹ 100/- each	2,000,000	2,000,000
	<u>100,000,000</u>	<u>60,000,000</u>
Issued, Subscribed & Paid-up Shares		
Equity Share Capital		
86,40,000 (March 31, 2014: 28,80,000) Equity Shares of ₹ 10/- each fully paid up (Out of the above, 5,760,000 equity shares @ ₹ 10/- each were issued by way of bonus)	86,400,000	28,800,000
	<u>86,400,000</u>	<u>28,800,000</u>
Total Issued, Subscribed & Paid-up Capital	<u>86,400,000</u>	<u>28,800,000</u>

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	March 31, 2015		March 31, 2014	
	No. of shares	Amount	No. of shares	Amount
Equity Shares				
Balances of Shares at the beginning of year	2,880,000	28,800,000	2,880,000	28,800,000
Add:- Addition during the year	5,760,000	57,600,000	-	-
Less:- Buy back during the year	-	-	-	-
Balances of Shares at the end of the year	<u>8,640,000</u>	<u>86,400,000</u>	<u>2,880,000</u>	<u>28,800,000</u>

b. Terms/rights attached to equity shares

The company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees.

During the year ended March 31, 2015, the amount of per share dividend recognized as distributions to equity shareholders is ₹ NIL (March 31, 2014: ₹ NIL).

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of shareholder holding more than 5 percent shares in the company

	March 31, 2015		March 31, 2014	
	No. of shares	% holding	No. of shares	% holding
Vishranti Trading Enterprises Ltd.	2,805,501	32.47	935,167	32.47
Delton Cable Company	1,107,450	12.82	369,150	12.82
	<u>3,912,951</u>	<u>45.29</u>	<u>1,304,317</u>	<u>45.29</u>

Note 4 : Reserves and surplus

	(Amount in ₹)	
	As At March 31, 2015	As At March 31, 2014
Security Premium Reserve		
Balances at the beginning of year	3,317,600	3,317,600
Add:- Addition during the year	-	-
Less:- Utilised during the year	-	-
Balances at the close of year	<u>3,317,600</u>	<u>3,317,600</u>
Capital Reserve		
Balances at the beginning of year	1,270,000	1,270,000
Add:- Addition during the year	-	-
Less:- Utilised during the year	-	-
Balances at the close of year	<u>1,270,000</u>	<u>1,270,000</u>

Notes to the financial statements for the year ended March 31,2015

Revaluation Reserve

Balances at the beginning of year	16,956,710	17,182,773
Add :- Addition during the year	-	-
Less:- Adjusted against depreciation for the year with General Reserve	226,063	226,063
Balances at the close of year	<u>16,730,647</u>	<u>16,956,710</u>

General Reserve

Balances at the beginning of year	6,000,543	2,824,639
Add: Transfer from Revaluation reserve	226,063	-
Add:- Liabilities on account of Employees benefits	-	3,175,904
Less:- Utilised during the year	-	-
Balances at the close of year	<u>6,226,606</u>	<u>6,000,543</u>

Statement of Profit And Loss

Balances at the beginning of year	155,780,302	181,779,293
Add: Addition during the year		
Balance of Statement of Profit & Loss	(6,615,651)	(25,998,991)
Less: Utilised during the year		
Utilised for Bonus Issue as per Section 63 of Companies Act,2013	57,600,000	-
Depreciation adjustment as per Schedule II of the Companies Act, 2013 (Net of Deferred Tax of ₹ 1,402,408)	3,136,128	-

Net Surplus in the statement of Profit and Loss

88,428,523 155,780,302

Total Reserves & Surplus

115,973,376 183,325,155

(Amount in ₹)

Note 5 : Long-term borrowings	Non-current portion		Current Maturities	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Term Loans (Secured)				
From Banks				
Vehicle Loan	811,483	145,486	307,039	117,364
From financial institutions				
Vehicle Loan	-	176,103	176,103	395,637
	<u>811,483</u>	<u>321,589</u>	<u>483,142</u>	<u>513,001</u>
Other loans and advances (unsecured)				
Deposits				
From Dealers	770,000	805,000	-	-
	<u>770,000</u>	<u>805,000</u>	-	-
Amount disclosed under "Other Current Liabilities" (Note 11)	-	-	(483,142)	(513,001)
	<u>1,581,483</u>	<u>1,126,589</u>	-	-

a.Vehicle Loan are secured against hypothecation of respective vehicles and carry rate of Interest of 10-13%.

b."Deposits from dealers before 31.03.2008 carries an interest @ 7% p.a. and repayable on cessation of business transactions with such dealer."

Notes to the financial statements for the year ended March 31,2015

	(Amount in ₹)	
	As At March 31, 2015	As At March 31, 2014
Note 6 : Deferred tax liabilities (net)		
Deferred Tax Liabilities		
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	4,925,402	7,576,648
Total A	<u>4,925,402</u>	<u>7,576,648</u>
Deferred Tax Assets		
Unabsorbed Losses	15,903,112	21,723,198
"Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	4,280,186	1,033,995
Provision for Doubtful debts	1,033,595	1,134,390
Total B	<u>21,216,892</u>	<u>23,891,583</u>
Deferred tax liability (net)	<u>(16,291,490)</u>	<u>(16,314,935)</u>

	(Amount in ₹)			
	Long term		Short term	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Note 7 : Provisions				
Leave encashment	954,267	885,068	272,246	282,785
Other provisions				
Provision for wealth tax	-	-	14,240	46,553
	<u>954,267</u>	<u>885,068</u>	<u>286,486</u>	<u>329,338</u>

	(Amount in ₹)	
	As At March 31, 2015	As At March 31, 2014
Note 8 : Short-term borrowings		
Loan Repayable on Demand From Banks (secured)		
-Cash Credit	229,888,633	149,805,818
-Working Capital demand loan	154,056,910	154,103,151
-Buyer's Credit	23,649,277	21,131,253
-Letter of Credit	118,090,682	173,517,050
	<u>525,685,502</u>	<u>498,557,272</u>

a. Cash Credit, working capital demand loan, Letter of Credit and buyers credit are secured by pari passu charge under consortium arrangement by way of first charge on whole of movable properties, excluding such movable which has been permitted by the banks and including inventories & book debts of the company & equitable mortgage created on the properties at 17/4, Mathura Road, Faridabad and entrie plant and machinery and other fixed assets excluding land and building and vehicles & personal guarantee of the directors. The cash credit and working capital loan is repayable on demand and carries interest @ 13.85% to 14.70% p.a.

b. Letter of Credit is repayable in maximum of 90 days and carries interest ranging from 9.75-10.00%.

	(Amount in ₹)	
	As At March 31, 2015	As At March 31, 2014
Note 9 : Other Long term liabilities		
Gratuity Payable	9,482,416	6,561,133
	<u>9,482,416</u>	<u>6,561,133</u>

Notes to the financial statements for the year ended March 31,2015

(Amount in ₹)

Note 10: Trade Payables	Non-current portion		Current Portion	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Trade Payables (Refer note below for details of dues to micro and small enterprises)*	-	-	262,764,984	271,045,389
	-	-	<u>262,764,984</u>	<u>271,045,389</u>

* On the basis of the Information available with the Company regarding the MSME vendors under the Micro, Small and Medium Enterprises Development Act,2006, no balances are outstanding as at 31.03.2015.

Note 11 : Other Current Liabilities	(Amount in ₹)	
	As At March 31, 2015	As At March 31, 2014
Current Maturities of Long Term Borrowings (Refer Note 5)	483,142	513,001
Interest accrued but not due on borrowings	527,579	1,310,928
Unpaid dividends*	614,085	619,081
Others:		
Statutory dues Payable	9,268,995	12,996,946
Gratuity Payable (Refer Note 24)	1,513,399	909,525
Superannuation Fund	386,177	645,829
Advance from customers	26,426,405	5,688,023
Book overdraft	10,137,537	-
Other payables	35,955	39,430
	<u>49,393,274</u>	<u>22,722,763</u>

* It does not include any amount due to be transferred to Investor Education and Protection Fund.

Notes to Financial Statements for the year ended March 31, 2015

(Amount in ₹)

Note 12 : FIXED ASSETS

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	AS AT 31.03.2014	ADDITION	DEDUCTION	AS AT 31.03.2015	AS AT 01.04.2014	FOR THE YEAR	WRITTEN BACK/ ADJUSTMENT	AS AT 31.03.2015	AS AT 31.03.2014
A. Tangible Assets									
Land	16,156,574		132,065	16,024,509	947,479	-	-	15,077,030	15,209,095
Buildings	28,877,182			28,877,182	18,969,975	379,496		4,510,591	9,907,207
Plant and Equipment	225,150,222	313,227		225,463,449	184,363,787	4,298,166	-	39,841,689	40,786,435
Furniture and fixtures	6,711,408			6,711,408	4,832,773	538,664	-	1,428,484	1,878,635
Vehicles	24,244,956	1,191,244	2,735,273	22,700,927	15,755,109	3,145,711	(2,616,952)	5,796,695	8,489,847
Office Equipments	8,572,260	265,363		8,837,623	5,087,971	836,978	-	1,364,971	3,484,289
Electric Installation	2,415,609			2,415,609	1,811,722	59,498	-	315,108	603,887
Computer System	16,021,765	168,229		16,189,994	14,534,376	402,718	-	1,000,126	1,487,389
Total	328,149,976	1,938,063	2,867,338	327,220,702	246,303,192	9,661,231	(2,616,952)	69,334,695	81,846,784
B. Intangible Assets									
Goodwill	7,000,200		-	7,000,200	7,000,200	-	-	-	-
Computer software	7,433,185	48,825	-	7,482,010	6,467,791	817,625	-	196,594	965,394
	14,433,385	48,825	-	14,482,210	13,467,991	817,625	-	196,594	965,394
C. Capital Work in Progress									
TOTAL	342,583,361	1,986,888	2,867,338	341,702,912	259,771,183	10,478,856	(2,616,952)	69,531,289	82,812,178
Previous Year	340,235,978	2,862,062	514,678	342,583,362	247,447,694	12,442,441	118,953	82,812,180	93,014,346

Revaluations:
Land, Building, Computers and Plant & Equipment purchased prior to 30th June 1985 were revalued by an approved valuer as on that date. The resultant surplus over the written down value amounting to ₹ 57,205,184 was charged to the gross block of the respective assets. Depreciation charge for the year includes Rs. 226,063 (Previous Year Rs.226,063), which is necessitated on account of revaluation of these fixed assets.

Notes to the financial statements for the year ended March 31,2015

(Amount in ₹)

	As At March 31, 2015	As At March 31, 2014
Note 13 : Non-Current Investments		
Trade investments (Valued at Cost,unless stated otherwise)		
Investments in Equity shares(Quoted)		
3,600 Shares of ₹ 2 each fully paid-up of Finolex Cables Ltd (March 31 2014:3,600 Shares of ₹ 2 each fully paid up.)	1,326	1,326
Investments in Equity shares(Unquoted)		
50 Shares of ₹ 10 each fully paid-up of Industrial Cables (I) Ltd (March 31 2014: 50 Shares)"	587	587
	<u>1,913</u>	<u>1,913</u>
Non Trade investments (Valued at Cost,unless stated otherwise)		
Investments in Equity shares(Unquoted)		
2,500 Shares of ₹ 10 each fully paid-up of Maruti Ltd. (valued at written down value) (March 31 2014: 2,500 Shares) (at cost less provision for other than temporary diminution ₹ 24,750 (March 31 2014 : ₹ 24,750))	250	250
20,000 Shares of ₹ 10 each fully paid-up of Orient Fabrtex Ltd. (31 March 2014: 20,000 Shares)	20,000	20,000
233 Shares of ₹ 10 each fully paid-up of Incab Industries Ltd (March 31 2014 : 233 Shares)	6,060	6,060
Investments in Equity shares(Quoted)		
1,500 Shares of ₹ 2 each fully paid-up of Larsen & Toubro Ltd (March 31 2014:1,500 Shares of ₹ 2 each)	12,542	12,542
Investments in Govt. securities		
12 years National Defence Certificate (Since matured, pledged as security with Central Excise Department)	6,000	6,000
	<u>44,852</u>	<u>44,852</u>
	<u>46,765</u>	<u>46,765</u>

Aggregate cost of quoted investment ₹ 13,868 (March 31, 2014: ₹ 13,868)

Aggregate market value of quoted investment ₹ 3,604,575 (March 31, 2014: ₹ 1,667,210)

Aggregate cost of unquoted investment ₹ 26,897 (March 31, 2014: ₹ 26,897)

Aggregate provision for diminution in value of investment ₹ 24,750 (March 31, 2014: ₹ 24,750)

Notes to the financial statements for the year ended March 31,2015

(Amount in ₹)

	Non-current		Current	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Note 14 : Loans and Advances				
Capital Advances				
Unsecured, considered good	10,163,963	3,358,300	-	-
Security Deposits				
Unsecured, considered good	10,001,025	8,723,725	-	-
Advances Recoverable in cash or kind				
Advance Recoverable in cash or in Kind				
-Unsecured - Considered Good	-	-	10,290,204	6,340,507
-Unsecured - Considered Doubtful	-	-	-	-
	-	-	10,290,204	6,340,507
Less: Provision for Doubtful advances	-	-	-	-
	-	-	10,290,204	6,340,507
Other Loans and Advances				
Advance Tax	1,095,697	1,227,459	-	-
Net of provisions of Rs. March 31, 2015 ₹ Nil (March 31, 2014 ₹ 28,045,846)				
Prepaid expenses	1,829,357	1,546,830	5,815,698	5,793,396
Staff loans	-	-	1,385,835	1,259,826
Balances with Revenue/ Government Authorities	5,921,237	7,852,271	68,459,045	48,469,482
	8,846,292	10,626,560	75,660,578	55,522,704
	29,011,280	22,708,585	85,950,782	61,863,211

	(Amount in ₹)	
	As At March 31, 2015	As At March 31, 2014
Note 15 : Inventories		
Raw materials	44,068,970	50,892,990
Goods in Transit (Raw Material)	-	2,020,032
Work In Progress	245,340,690	183,489,650
Finished goods	58,507,412	81,117,131
Stock In Trade	9,237,125	8,734,828
Stores and spares	11,712,133	7,957,352
Loose tools	1,305,345	1,210,632
Scrap	88,57,180	1,03,65,582
	379,028,855	345,788,197

	(Amount in ₹)	
	Non-current	Current
	March 31, 2015	March 31, 2014
Note 16 : Trade receivable		
Outstanding for the period exceeding six months from the date they are due for payment		
Secured, considered good	-	245,000
Unsecured, considered good	-	125,650,065
Unsecured, considered Doubtful	-	3,344,969
	-	129,240,034
Less: Provision for doubtful receivables	-	3,344,969
	-	125,895,065
Others		
Secured, considered good	-	60,000
Unsecured, considered good	-	293,658,587
	-	293,718,587
	-	419,613,652
	-	414,594,670

a) Trade receivables are shown as net of claims of ₹ 10,198,402 (March 31,2014: ₹ 11,321,721).

b) Trade receivables over six months unsecured and considered good in Note 16 includes old outstanding aggregating to ₹ 9,005,719 (March 31,2014: ₹ 10,129,039) due from customers for which no provision is considered necessary as the management is of the view that these are recoverable.

Notes to the financial statements for the year ended March 31,2015

Note 17 : Other assets	(Amount in ₹)			
	Non-current		Current	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Unsecured, considered good unless stated otherwise				
Non-current bank balances	15,323,031	9,274,134	-	-
(Refer Note 18)				
Others				
Interest accrued on fixed deposits	1,447,140	551,137	995,108	1,712,989
Export incentive recoverable	-	-	11,162,853	16,999,938
Deemed Export Recoverable	-	-	4,896,865	4,896,865
	16,770,171	9,825,271	17,054,826	23,609,792

Note 18 : Cash and Cash Equivalents	(Amount in ₹)			
	Non-current		Current	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Cash and Cash Equivalents				
Balances with Banks:-				
On current accounts	-	-	578,982	1,752,965
On unpaid dividend	-	-	614,085	619,081
Cash on hand			30,270	2,288,421
Cheques in hand			-	791,449
Deposits with original maturity of less than three months	-	-	-	-
	-	-	1,223,337	5,451,916
Other Balances				
Balance with bank				
Deposits with maturity of more than twelve months	15,051,169	9,002,272	4,011,162	10,262,436
Deposits with maturity for more than 3 months but less than 12 months	-	-	13,721,393	19,869,174
Margin money Deposit	-	-	266,785	205,577
Balances with Post Office	271,862	271,862	-	-
	15,323,031	9,274,134	17,999,340	30,337,187
Less: Provision for Doubtful deposits	-	-	-	-
	15,323,031	9,274,134	17,999,340	30,337,187
Amount disclosed under non-current assets	15,323,031	9,274,134	-	-
(Note 17)	-	-	19,222,677	35,789,103

- a) Deposits of ₹ 32,783,724 (March 31 2014: ₹ 39,133,882) are pledged as security for margin money with various banks.
b) Balances with Post Offices are pledged as security with excise department.

Notes to financial statements for the year ended March 31, 2015

(Amount in ₹)

	For the year ended March 31, 2015	For the year ended March 31, 2014
Note 19 : Revenue from operations		
Sale of Products		
Finished goods	1,29,14,12,746	1,11,38,42,598
Traded goods	10,76,27,196	5,10,01,478
Other operating revenues		
Scrap Sales	2,11,37,536	1,65,34,580
Export Incentives	9,53,251	6,31,525
Revenue from operations(gross)	1,42,11,30,730	1,18,20,10,181
Less: Excise duty#	10,80,94,462	10,40,02,592
Revenue from operations(net)	1,31,30,36,268	1,07,80,07,589

Excise duty on sales amounting to ₹ 108,094,462 (March 31, 2014: ₹ 104,002,592) has been reduced from sales in statement of Profit & Loss and excise duty on increase/(decrease) in stock amounting to ₹ 3,499,010 (March 31, 2014: ₹ 2,260,215) has been considered as (income) /expense in Note 23 of financial statements.

a) Detail of Products sold

Finished goods sold

Wires & Cables	1,24,90,16,915	1,07,67,53,743
Switch Gears	4,23,95,832	3,70,88,856
	1,29,14,12,746	1,11,38,42,599

Traded good sold

Switchgears	55,37,997	69,21,433
Others (RM)	10,20,89,199	4,40,80,046
	10,76,27,196	5,10,01,479

b) Earning in foreign currency

FOB value of Exports	4,93,00,353	2,81,87,743
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(Amount in ₹)

	For the year ended March 31, 2015	For the year ended March 31, 2014
Note 20 : Other Income		
Interest Income		
On Fixed deposits	31,44,754	31,22,210
Others	23,74,416	7,80,361
Dividend Income		
On Long Term investments	27,135	22,815
Other non-operating income (net of expenses directly attributable to such income ₹ . Nil)	10,20,744	78,70,120
Other Miscellaneous income	16,39,631	-
	82,06,680	1,17,95,506

a) Details of assets given on operating leases

The Company has Sub Leased premises on Cancellable Operating Lease. The aggregate amount of lease rentals received amounting to ₹ 272,400 (March 31,2014 : ₹ 37,200) have been credited under the head "Other non-operating Income".

(Amount in ₹)

	For the year ended March 31, 2015	For the year ended March 31, 2014
Note 21 : Cost of raw material consumed		
Inventory at the beginning of the year	5,08,92,990	4,38,95,622
Add: Purchases	91,29,07,707	79,11,54,384
	96,38,00,697	83,50,50,006
Less: Inventory at the end of the year	4,40,68,970	5,08,92,990
Cost of materials consumed	91,97,31,727	78,41,57,016

Notes to the financial statements for the year ended March 31, 2015

	(Amount in ₹)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
a) Details of Raw Materials Consumed		
Copper	51,86,54,865	45,58,52,990
D.O.P	82,05,777	78,50,626
PVC Resin	3,98,82,464	3,02,96,545
PVC Compound	7,86,21,202	5,74,02,007
Tapes & Strips	6,57,30,986	5,55,61,871
Alumal Chromal	61,50,404	1,39,06,302
Aluminium rod	1,46,67,090	3,32,04,787
Others	18,78,18,939	13,65,94,123
	919,7,31,727	79,06,69,251

b) C.I.F Value of imports

Capital Goods	-	13,07,040
Raw Materials	9,60,58,967	11,17,05,423

c) Details of Indigenous and imported raw material consumed

	(Amount in ₹)			
	For the year ended March 31, 2015		For the year ended March 31, 2014	
	Value	%	Value	%
Imported	9,77,27,013	11%	10,77,27,463	14%
Indigenous	82,20,04,714	89%	67,64,29,553	86%
	91,97,31,727	100%	78,41,57,016	100%

	(Amount in ₹)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Note 22 : Details of purchase of traded goods		
Switchgears	37,77,603	19,04,865
Copper	10,42,20,648	3,85,88,572
	10,79,98,251	4,04,93,437

	(Amount in ₹)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Note 23 : Increase/(decrease) in inventories		
Inventories at the beginning of the year		
- Work-in-progress	18,34,89,650	16,27,74,642
- Finished goods	8,11,17,131	8,52,05,053
- Stock in Trade	87,34,828	66,21,988
- Scrap material	1,03,65,582	1,70,90,427
	28,37,07,191	27,16,92,110
Inventories at the end of the year		
- Work-in-progress	24,53,40,690	18,34,89,650
- Finished goods	5,85,07,412	8,11,17,131
- Stock in Trade	92,37,125	87,34,828
- Scrap material	88,57,180	1,03,65,582
	32,19,42,407	28,37,07,191
	3,82,35,216	1,20,15,081

Notes to the financial statements for the year ended March 31,2015

a) Details of Inventory

Work-in-progress

Wires and Cables	23,72,09,838	17,98,86,709
Switchgears	81,30,851	18,89,694
	24,53,40,690	18,17,76,403

(Amount in ₹)

**For the year ended
March 31, 2015**

**For the year ended
March 31, 2014**

Finished goods

Wires and Cables	4,81,79,764	11,41,87,760
Switchgears	1,03,27,648	1,09,54,653
	5,85,07,412	12,51,42,413

Traded goods

Music system	4,017	4,017
Cable Modem	2,58,493	2,58,493
Switchgears	20,56,517	26,47,901
Others	69,18,098	58,24,417
	92,37,125	87,34,828

Scrap Material

	88,57,180	1,03,65,582
	88,57,180	1,19,07,924

(Amount in ₹)

**For the year ended
March 31, 2015**

**For the year ended
March 31, 2014**

Note 24 : Employee Benefit Expense

Salaries, wages and bonus	8,24,25,188	7,63,00,534
Contribution to Provident and other funds	46,53,532	54,41,463
Gratuity	35,25,156	24,96,707
Staff Welfare Expenses	60,53,374	53,47,147
	9,66,57,250	8,95,85,851

a) Employees Benefits

The company has classified the various benefit provided to employees as under

(i) Defined Contribution Plans

Contribution to Defined Contribution Plan, recognized as expenses for the year are as under :

	For the year ended March 31, 2015	For the year ended March 31, 2014
Employer's Contribution to Provident Fund/ Pension Fund	35,50,778	40,52,760
Employer's Contribution to State Insurance	7,16,577	9,99,778

The contribution payable to these schemes by the Company are at the rates specified in the rules of the schemes.

Notes to financial statements for the year ended March 31, 2014

Actuarial Valuation is as under:-

	As at / for the year ended on March 31					Gratuity (funded)					Earned Leave (unfunded)				
	2,015	2014	2013	2012	2011	2015	2014	2013	2012	2011	2015	2014	2013	2012	2011
I.															
Change in Defined Benefit Obligations (DBO)															
Present value of DBO at beginning of year	1,03,68,224	95,34,855	1,34,04,382	1,36,97,219	1,53,70,925	11,67,853	43,41,982	41,59,247	49,73,754	39,59,898					
Current service cost	9,14,018	7,90,990	10,51,421	11,37,621	11,37,621	3,29,620	1,12,337	6,14,510	5,92,819	8,42,423					
Interest cost	9,43,508	8,67,672	10,72,351	10,95,778	12,29,674	1,06,275	3,47,359	3,57,695	3,97,900	3,16,792					
Actuarial (gains)/losses	17,53,230	11,05,051	11,53,289	80,560	(32,88,404)	(1,48,856)	(34,24,417)	(2,906)	(13,20,824)	1,59,207					
Benefits paid	(27,43,761)	(19,30,344)	(25,50,490)	(26,06,796)	(7,52,597)	(2,28,379)	(2,09,408)	(4,84,402)	(4,84,402)	(3,04,566)					
Present value of DBO at the end of year	1,12,35,219	1,03,68,224	1,41,30,953	1,34,04,382	1,36,97,219	12,26,513	11,67,853	43,41,982	41,59,247	49,73,754					
Change in fair value of assets															
II.															
Plan assets at beginning of year	28,97,566	27,23,069	25,65,660	37,92,997	26,28,819	N.A.	N.A.	N.A.	N.A.	N.A.					
Actual return on plan assets	2,53,537	2,21,930	3,03,722	2,73,499	3,11,023	-	-	-	-	-					
Actual company contributions	-	18,37,835	24,04,177	11,05,960	16,05,752	-	-	-	-	-					
Benefits paid	(27,43,761)	(19,30,344)	(25,50,490)	(26,06,796)	(7,52,597)	-	-	-	-	-					
Plan assets at the end of year	2,39,405	28,97,566	27,23,069	25,65,660	37,92,997	N.A.	N.A.	N.A.	N.A.	N.A.					
III.															
Net asset/(liability) recognised in Balance Sheet															
Present value of Defined Benefit Obligation	2,39,405	28,97,566	27,23,069	25,65,660	37,92,997	0	-	-	-	-					
Fair value of plan assets	1,12,35,219	1,03,68,224	1,41,30,953	1,34,04,382	1,36,97,219	12,26,513	11,67,853	43,41,982	41,59,247	49,73,754					
Net asset/(liability) recognised in Balance Sheet	(1,09,95,814)	(74,70,658)	(1,14,07,884)	(1,08,38,722)	(99,04,222)	(12,26,513)	(11,67,853)	(43,41,982)	(41,59,247)	(49,73,754)					
IV.															
Components of employer expense recognized during the year															
Current service cost	9,14,018	7,90,990	10,51,421	11,37,621	11,37,621	3,29,620	1,12,337	6,14,510	5,92,819	8,42,423					
Interest cost	9,43,508	8,67,672	10,72,351	10,95,778	12,29,674	1,06,275	3,47,359	3,57,695	3,97,900	3,16,792					
Expected return on plan assets	(2,53,537)	(2,21,930)	(3,03,722)	(2,73,499)	(3,11,023)	-	-	-	-	-					
Actuarial losses / (gains)	19,21,167	10,59,975	11,53,289	80,550	(32,88,404)	(1,48,856)	(34,24,417)	(2,906)	(13,20,824)	1,59,207					
Total expense recognised in the Profit and Loss Statement	35,25,156	24,96,707	29,73,339	39,42,638	(12,32,132)	2,87,039	(29,64,721)	9,69,299	(3,30,105)	13,18,422					
V.															
Actual contribution and benefit payments															
Actual benefit payments	(27,43,761)	(19,30,344)	(25,50,490)	(26,06,796)	(7,52,597)	(2,28,379)	(2,09,408)	(7,86,564)	(4,84,402)	(3,04,566)					
Actual contributions	-	18,37,835	24,04,177	11,05,960	16,05,752	-	-	-	-	-					
VI.															
Actuarial assumptions															
Discount rate (p. a.)	7.80%	9.10%	8%	8%	8%	7.80%	9.10%	8%	8%	8%					
Future increase in compensation	6%	6%	6%	6%	6%	6%	6%	6%	6%	6%					
Expected return on plan assets	9%	8.75%	8%	8%	8%	NA	NA	NA	NA	NA					
In Service Mortality	L.I.C. 1994-96 Ultimate	L.I.C. 1994-96 Ultimate	L.I.C. 1994-96 Ultimate	L.I.C. 1994-96 Ultimate	L.I.C. 1994-96 Ultimate	L.I.C. 1994-96 Duly Modified	L.I.C. 1994-96 Duly Modified	L.I.C. 1994-96 Duly Modified	L.I.C. 1994-96 Duly Modified	L.I.C. 1994-96 Duly Modified					
Retirement age	60 years	60 years	60 years	60 years	60 years	60 years	60 years	60 years	60 years	60 years					
Withdrawal Rates (p.a.)	3% to 1%	3% to 1%	3% to 1%	3% to 1%	3% to 1%	3% to 1%	3% to 1%	3% to 1%	3% to 1%	3% to 1%					

Note :

The Estimate of rate of escalation in Salary considered in actuarial valuation, taken into account inflation, seniority, promotion and other relevant factors on long term basis including supply and demand in the Employment market.

Notes to the financial statements for the year ended March 31,2015

(ii) **Defined Benefit plans**

The employee's gratuity fund scheme managed by Life Insurance Corporation is a defined benefit funded plan. The present value of obligation is determined based on actuarial valuation using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employees benefit entitlement and measures each unit separately to built up the final obligation. The obligation for leave encashment is a defined unfunded benefit plan, which is recognized in the same manner as gratuity.

	(Amount in ₹)	
	For the year ended on March 31, 2015	For the year ended on March 31, 2014
Note 25 : Finance Cost		
Interest Expense	75,809,546	6,15,09,941
Other borrowing cost	99,26,191	87,28,456
	8,57,35,737	7,02,38,397

	(Amount in ₹)	
	For the year ended on March 31, 2015	For the year ended on March 31, 2014
Note 25 : Other Expenses		
Consumption of Stores & Spares	1,25,47,205	99,51,830
Consumption of packing material	2,31,15,516	2,32,90,166
(Increase)/Decrease in Excise Duty	(34,99,010)	(22,60,215)
Power & Fuel	3,44,36,006	2,56,16,602
Rent	85,87,678	5,98,969
Repair to buildings	18,01,049	9,77,547
Repair to machinery	28,99,442	35,04,321
Insurance	8,39,137	6,66,360
Rates & Taxes	36,62,359	23,40,664
Other expenses		
Provision for doubtful debts	51,988	-
Freight Outward	41,79,386	16,71,362
Travelling & Conveyance	1,22,37,420	1,15,71,289
Vehicle maintenance	43,47,124	40,27,039
Telephone Expense	31,42,202	28,98,530
Legal & Professional Expense	1,06,05,396	1,02,33,818
Payment to the Auditors (Refer note below)	8,30,515	6,90,000
Printing & Stationery	11,64,057	12,33,233
Repair to others	35,64,598	43,39,686
Cash discount	25,54,147	24,78,863
Bank charges	58,25,707	42,75,189
Loss on exchange fluctuation	25,06,160	1,33,45,407
Director's Sitting fees	3,97,500	1,50,000
Miscellaneous expenses	1,80,47,571	1,53,88,099
	15,38,43,153	14,23,79,479

Note: Miscellaneous Expenses includes membership fees of ₹ 1,709,650 to be amortised over a period of 10 years.

a) Details of Indigenous and imported stores & spares consumed

	For the year ended March 31, 2015		For the year ended March 31, 2014	
	Value	%	Value	%
Imported	-	-	-	-
Indigenous	1,25,47,205	100%	99,51,830	100%
	1,25,47,205	100%	99,51,830	100%

Notes to the financial statements for the year ended March 31,2015

b) Details of assets taken on operating leases

The Company has entered into separate Cancellable Operating lease for Premises. The tenure of these agreements range between three to five years. The amount of lease rentals paid of ₹ 8,587,678 (March 31,2014: ₹ 5,989,689) has been charged under the head " Rent " in the Statement of Profit and Loss.

c) Payment to Auditors

	For the year ended March 31, 2015	(Amount in ₹) For the year ended March 31, 2014
As Auditor:		
Audit Fees	4,00,000	3,25,000
Tax Audit Fees	1,00,000	75,000
Limited Review	1,05,000	65,000
In other Capacity:		
Taxation Matters	2,25,515	2,25,000
Service Tax	37,082	35,846
	8,67,597	7,25,846

d) Prior period Income/Expenditures includes Income

	For the year ended March 31, 2015	(Amount in ₹) For the year ended March 31, 2014
Income	-	-
Expenditures		
Electricity Expenses	19,73,874	-
Import expenses	65,12,235	-
Canteen Expenses	-	75,337
Vehicle Hire Charges	-	4,449
Conveyance	-	52,830
Travelling Expenses	-	1,05,544
Legal & Professional	-	1,35,000
Freight Others	25,00,000	68,150
Other Rates & Taxes	15,25,305	1,10,059
Director Medical Exps.	-	11,200
AMC Charges	-	5,610
	1,25,11,414	5,68,179
Net Income / (Expenditure)	(1,25,11,414)	(5,68,179)

e) Expenditures in Foreign Exchange (on accrual basis)

Travelling	15,73,194	4,53,028
Sales Promotion	1,21,923	64,533
Foreign bank Charges	1,42,052	1,00,212
Interest on Buyers Credit	4,52,747	8,55,587
Subscription & Membership	1,93,827	1,81,693
	24,83,742	16,55,053

Note 27 : Exceptional Items

	For the year ended March 31, 2015	(Amount in ₹) For the year ended March 31, 2014
Profit/(Loss) on sale of fixed assets	1,16,346	41,606
Provision for Doubtful Deposit	-	(2,81,975)
Profit on compulsory acquisition of land	98,36,685	-
Provision for Doubtful Debts written back	3,78,185	-
Provision for Doubtful Advances	-	(2,79,307)
	1,03,31,216	(5,19,676)

Notes to the financial statements for the year ended March 31,2015

Note 28: Earnings Per Share(EPS)

Profit/Loss attributable to the equity shareholders	(66,15,651)	(2,54,30,813)
Number/Weighted Average number of equity shares outstanding at the end of the year	86,40,000	86,40,000
Nominal value of equity shares	10	10
Basic/Diluted Earnings per share	(0.77)	(2.94)

Note 29 : Disclosure required by Accounting Standard (AS)-29 "Provisions, Contingent Liabilities and Contingent Assets

Disclosures in respect of Contingent liabilities	For the year ended	(Amount in ₹) For the year ended
	March 31, 2015	March 31, 2014
Claims against the company not acknowledged as debts		
Sales Tax	1,37,84,845	1,58,13,547
Civil Suits	5,63,230	5,63,230
Excise Laws	10,29,000	10,29,000
LADT	57,32,507	57,32,507
Income tax- Demand under section 156 of Income tax act,1961 dated. 21.03.2014	1,73,652	-
Guarantee issued by Banks (net of margin)	12,91,80,973	14,34,82,565
Letter of Credit (net of margin)	18,01,57,376	24,85,53,769
Sales Tax sureties given for third parties	80,000	80,000
	<u>33,07,01,583</u>	<u>41,52,54,618</u>

Note 30 : Segment Reporting

The company is engaged in manufacturing of Wire, cable and Switchgears. The operations are governed by different set of risk and returns. However, switchgear segment doesnot qualify as reportable segment in context of the Accounting Standard - 17 on "Segmental Reporting" notified by Companies (Accounting Standard) Rules,2006. The said treatment is in accordance with the guiding principles enunciated in the said Accounting Standard.

Note 31 : Disclosure of Related parties/ Related parties transactions :

a) List of Related Parties and relationships

i) Enterprises having Significant influence of KMP's

Delton International Ltd.
Vishranti Trading Enterprises Ltd.
Saneh Industrial Investments Ltd.
B & M Trading & Investment Company Ltd.
Delton Cable Company
Viga Trade Solutions Pvt.Ltd.
Ram Kumar Gupta & Sons Ltd.
Allied Promoters Ltd.
Shrimati Shanti Devi Charity Trust

Note: Only the enterprises having the transactions during the year are disclosed.

ii) Key Management Personnel

Mr. V.K. Gupta, Chairman and Managing Director
Mr. Vivek Gupta, Joint Managing Director
Mr. Manoj Sharma, Chief Financial Officer
Mr. Jitender Kumar, Company Secretary

iii) Relative of Key Management Personnel

Ms. Deepthi Gupta (Daughter of V.K Gupta, Director)

Notes to the financial statements for the year ended March 31,2015

b) Transactions during the year with related party

S. No.	Particulars	Enterprises having Significant influence of KMP's	Key Management Personnel	Relative of KMP	Total
i)	Hire charges paid	6,24,000 (240,000)	- -	- -	6,24,000 (2,40,000)
ii)	Rent Received	2,72,400 (37,200)	- -	- -	2,72,400 (37,200)
iii)	Loan Taken	14,86,058 (13400000)	- -	- -	14,86,058 (1,34,00,000)
iv)	Repayment of Loan	14,86,058 (13400000)	- -	- -	14,86,058 (1,34,00,000)
v)	Salary	- -	- -	5,05,380 (557879)	5,05,380 (5,57,879)
vi)	Managerial Remuneration	- -	87,30,698 (8207669)	- -	87,30,698 (82,07,669)
vii)	Rent paid	29,66,300 (696,000)	6,30,000 (630,000)	- -	35,96,300 (13,26,000)
viii)	Reimbursement of statutory dues	19,91,186 (1343729)	10,56,772.00 -	- -	30,47,958 (13,43,729)
ix)	Reimbursement of expenses	19,483 (81946)	5,59,929.00 -	- -	5,79,412 (81,946)
x)	Interest Paid	- (631824)	- -	- -	- (6,31,824)
xi)	Advance Received against sale of goods	1,85,00,000 -	- -	- -	1,85,00,000 -
xii)	Balance outstanding as on 31.03.2015	2,13,97,919 -	19,52,709 (2,82,792)	- -	2,33,50,628 (2,82,792)

c) Balance outstanding as at March 31st March,2015

i)	Securities given	28,00,000 (28,00,000)	28,00,000 (28,00,000)
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*Figures in brackets represents corresponding amounts of previous years.

d) Details of transactions with related parties, the amount of which is in excess of 10% of the total related party transactions of the same type:

S.No.	Nature of transaction	For the year ended March 31, 2015		For the year ended March 31, 2014	
		Amount in ₹	% ge	Amount in ₹	% ge
i)	Hire charges paid -Vishranti Trading Enterprises Ltd.	6,24,000	100.00	2,40,000	100.00
ii)	Rent Received				
	-Vishranti Trading Enterprises Ltd.	-	-	12,000	32.26
	-B & M Trading & Investment Company Ltd.	-	-	6,000	16.13
	-Saneh Industrial Investments Ltd.	-	-	6,000	16.13
	-Delton International Ltd.	-	-	8,400	22.58
	-Delton Cable Company	2,40,000	88.11	4,800	12.90

Notes to the financial statements for the year ended March 31,2015

iii)	Loan Taken				
	-Vishranti Trading Enterprises Ltd.	-	-	1,20,00,000	89.55
	-Delton Cable Company	-	-	14,00,000	10.45
	-Delton International Ltd.	-	-	-	-
iv)	Repayment of Loan				
	-Vishranti Trading Enterprises Ltd.	-	-	1,20,00,000	89.55
	-Delton Cable Company	-	-	14,00,000	10.45
v)	Salary				
	- Ms. Deepti Gupta	5,05,380	100.00	5,57,879	100.00
vi)	Managerial Remuneration				
	-Mr. V.K.Gupta	46,81,711	56.78	46,59,142	56.77
	-Mr. Vivek Gupta	35,64,150	43.22	35,48,527	43.23
vii)	Rent paid				
	-Delton Cable Company	24,00,000	66.74	2,64,000	18.08
	-Allied Promoters Ltd.	5,66,300	15.75	4,32,000	29.58
	-Mr. V.K.Gupta	6,30,000	17.52	6,30,000	43.14
viii)	Reimbursement of Statutory Dues				
	-Vishranti Trading Enterprises Ltd.	50,000	1.64	52,200	1.79
	-Delton Cable Company	13,00,837	42.68	7,54,956	25.83
	-Viga Trade Solutions Pvt.Ltd.	-	-	4,95,212	16.94
	-Ram Kumar Gupta & Sons Ltd	-	-	11,820	0.40
	-Allied Promoters Ltd.	5,15,663	16.92	-	-
	-Mr. V.K.Gupta	10,56,772	34.67	-	-
	-Shrimati Shanti Devi Charity Trust	-	-	29,541	1.01
ix)	Reimbursement of expenses				
	-Vishranti Trading Enterprises Ltd.	-	-	25,776	4.66
	-Delton Cable Company	-	-	20,220	3.65
	-Mr. Vivek Gupta	5,53,537	95.53	-	-
	-Viga Trade Solutions Pvt.Ltd.	-	-	35,500	6.41
x)	Interest Paid				
	-Vishranti trading Enterprises Ltd.	-	-	6,31,824	100.00
xi)	Advance Received from Customers				
	-Vishranti trading Enterprises Ltd.	1,35,00,000	72.97	-	-
	-Delton International Ltd.	50,00,000	27.03	-	-

Note 32.

During the year, compulsory acquisition of Dharuhera land was done by NHAI as per the notification Dt. 21.02.2013 issued by Ministry of Road Transport and Highways under NHAI Act and the company had received lumpsum consideration of Rs. 99.68 Lakhs against this acquisition and the profit on the same has been disclosed under the **Note 27** in Financial statement as '**Exceptional Items**'.

Note 33:

In view of the management, the current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet as at 31st March, 2015

Notes to the financial statements for the year ended March 31,2015

Note 34

As per Note No.12 of Part "C" of the Schedule II to the Companies Act, 2013 the carrying amount of the assets as at April 1,2014 has been depreciated as follows:

- a) Carrying value of asset has been depreciated over the remaining useful life of assets and recognized in the Statement of Profit & Loss.
- b) In case where the remaining useful life of an asset is nil the carrying amount of the assets after retaining the residual value has been recognized in the opening balance of retained earnings.

The Company has wef 1st April 2014, computed depreciation in accordance with the useful life of the Fixed Assets as per schedule II of the Companies Act,2013. Consequently Depreciation charged for the year is lower by ₹ 1,372,289 and carrying value of the assets amounting to ₹ 3,136,128 (Net of Deferred Tax ₹ 1,402,408) after retaining the residual value, whose remaining useful life is nil has been adjusted from the opening balance of Retained Earnings.

Note 35:

Sundry debtors, creditors and loans and advances are subject to confirmation.

Note 36: Derivative Instruments and Unhedged Foreign Currency Exposure

- a) Derivative instruments outstanding as at balance sheet date

Category of Derivative Instruments	Purpose of Derivative Instrument	Number of Contracts	Amount of Hedged Foreign Currency(USD)
Forward Contracts (Buy)			
As at 31.03.2014	Hedging	Nil	-
As at 31.03.2015	Hedging	Nil	-

- b) Foreign currency exposure not hedged by derivative instruments or otherwise:-

Particulars	As at March 31, 2015		As at March 31, 2014	
	Foreign Currency (USD)	INR	Foreign Currency (USD)	INR
Foreign currency exposure not hedged (Sell)	2,14,662.48	1,34,58,700.00	5,863.20	3,52,320.00
Foreign currency exposure not hedged (Buy)	4,01,351.90	2,51,20,944.00	8,77,554.27	5,27,32,236.00

Note 37:

Figures are rounded to the nearest rupee.

Note 38:

Figures for the previous year have been reclassified/regrouped wherever considered necessary.

For & on behalf of Board of Directors

Sd/-
V.K. Gupta
Chairman & Managing
Director
DIN NO: 00036210

Sd/-
Vivek Gupta
Joint Managing
Director
DIN NO: 00035916

Place: New Delhi
Date: May 30, 2015

Sd/-
Manoj Sharma
Chief Financial Officer

Sd/-
Jitender Kumar
Company Secretary

Delton Cables Limited

Registered Office: "DELTON HOUSE", 4801, Bharat Ram Road. 24, Daryaganj, New Delhi-110 002 (INDIA)
Phones: -91-11-23273905-07, Fax: 91-11-23280375, 23272178
E-mail: dcl@deltoncables.com Website: www.deltoncables.com
CIN: L31300DL1964PLC004255

ATTENDANCE SLIP

PLEASE FILL IN THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING PLACE
Joint Shareholder(s) may obtain additional Attendance Slip(s) at the venue of the meeting.

*DP Id.		@Folio No.	
*Client Id.		No. of Shares held	

Name and Address of the Shareholder

I hereby record my presence at the 50th Annual General Meeting of M/s Delton Cables Limited to be held at Delton Hall, I.E.T.E., 2, Institutional Area, Lodi Road, New Delhi 110 003 on Wednesday September 30, 2015 at 10.00 a.m.

Signature of the Shareholder or proxy

- Note:
1. Shareholders having any queries are requested to send them 10 days in advance to the Company to enable to collect relevant information.
 2. NO GIFTS/VOUCHERS/PACKS SHALL BE DISTRIBUTED AT THE MEETING.
 3. No duplicate attendance slip will be issued at the attendance counter. If required, same may be obtained from the Registered Office before the date of the meeting.
 4. No bags, briefcases, drinks and eatables will be allowed to be carried inside the auditorium.

*Applicable for members holding shares in dematerialized form.

@Applicable for members holding shares in physical form.

Delton Cables Limited

Registered Office: "DELTON HOUSE", 4801, Bharat Ram Road. 24, Daryaganj, New Delhi-110 002 (INDIA)
E-mail: dcl@deltoncables.com Website: www.deltoncables.com
CIN: L31300DL1964PLC004255

**FORM NO. MGT-11
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: L31300DL1964PLC004255

Name of the Company: Delton Cables Limited

Registered office: "DELTON HOUSE", 4801, Bharat Ram Road. 24, Daryaganj, New Delhi-110 002 (INDIA)

Name of the Member(s):

Registered Address:

E-mail ID:

Folio No./Client ID:

DP ID:

We, being the member(s) of _____ shares of the above named company, hereby appoint:

1. Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him

2. Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him

3. Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 50th Annual General Meeting of the Company, to be held on Wednesday September 30, 2015 at 10.00 a.m. at Delton Hall, I.E.T.E., 2, Institutional Area, Lodi Road, New Delhi 110 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Annual Financial Statement of the Company and the reports of Board of Directors and Auditors thereon for the FY ended on March 31, 2015.
2. Re-appointment of Mr. Vivek Gupta as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratify the appointment of auditors of the Company.
4. Fixation of remuneration of Cost Auditors of the company for the financial year 2015-16.
5. Appointment of Mr. Surender Singh Bhandari as a Director of the Company.
6. Appointment of Mr. Surender Singh Bhandari as Whole Time Director of the Company and fixing his remuneration.
7. Appointment & Re-designation of Mr. Vijender Kumar Gupta as Chairman & Whole Time Director of the Company and fixing his remuneration.
8. Re-appointment & Re-designation of Mr. Vivek Gupta as Managing Director and Chief Executive Officer (CEO) of the Company and fixing his remuneration.

Signed this _____ day of _____ 2015

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.



Delton Cables Limited

Registered Office: "DELTON HOUSE", 4801, Bharat Ram Road,
24, Daryaganj, New Delhi-110 002 (INDIA)

Phones: -91-11-23273905-07, **Fax:** 91-11-23280375, 23272178

E-mail: dd@deltoncables.com **Website:** www.deltoncables.com

CIN: L31300DL1964PLC004255

CORRIGENDUM TO ANNUAL REPORT FOR THE FINANCIAL YEAR 2014-15

This is to inform all the stakeholders that in Annual Report for the Financial Year 2014-15 the following needs to be substituted as below mentioned:

In item No. 4 of Notice and its explanatory statement: The firm registration no. of Cost Auditor should be read as "00009" instead of "2890".

In item No. 7 of Notice and its explanatory statement: The words "*liable to retire by rotation*" in the proposed item for appointment and re-designation of Mr. Vijender Kumar Gupta should be read as "*Not liable to retire by rotation*"

In Directors' Report, Head - Share Capital: No. of bonus shares issued stated as "56,40,000" be read as "57,60,000"

In Statement of Profit & Loss: The figure shown under heading **Profit/ (Loss) before exceptional item and tax** for the year March 31, 2014 is shown as "38,046,620" be read as "38,046,624"

In Notes to the Financial Statements: Note no. of **Other Expenses** be read as "26" instead of "25" and in the said note the amount of rent as at March 31, 2014 shown as "5,98,969" be read as "59,89,689"

The above errors are regretted and all the stakeholders are requested to read the Annual Report 2014-15 with above corrigendum. Please accept our heartfelt apologies for the inadvertent errors in the printed Annual Report 2014-15 received by all Stakeholders.

For Delton Cables Limited

Sd/-

Jitender Kumar

Company Secretary & Compliance Officer

Date : 21.09.2015

8cm x 9cm

If undelivered please return to :

Delton Cables Limited
'Delton House'

4801, Bharat Ram Road,
24, Daryaganj, New Delhi-110 002