

## NOTICE

**NOTICE** is hereby given that the 54<sup>th</sup> Annual General Meeting of the Members of Delton Cables Limited (CIN : L31300DL1964PLC004255) will be held on Monday, the 30th September, 2019 at 10.30 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 Audited Financial Statement of the Company and the Reports of the Board of Directors and Auditors thereon for the FY ended on 31st March, 2019.
2. To appoint a Director in place of Smt. Shalini Gupta (DIN: 00035938), who retires by rotation and being eligible, offers herself for re-appointment.

### Special Business

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

“**RESOLVED THAT** pursuant to Section 197 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and based on the recommendation of the Board, consent of the members be and is hereby accorded to waive the recovery of gross remuneration of Rs. 28,08,380 (Rupees Twenty Eight Lakhs Eight Thousand Three Hundred and Eighty Only) paid to Sh. Vijender Kumar Gupta (DIN: 00036210), Chairman of the Company, during the period from 13<sup>th</sup> August 2018 to 31<sup>st</sup> March 2019.

**RESOLVED FURTHER THAT** the Board of Directors and/ or Company Secretary of the Company be and is hereby jointly/severally authorized to do any acts, deeds, matters and things to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to Section 197 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and based on the recommendation of the Board, consent of the members be and is hereby accorded to waive the recovery of gross remuneration of Rs. 24,53,960 (Rupees Twenty Four Lakhs Fifty Three Thousand Nine Hundred and Sixty Only) paid to Sh. Vivek Gupta (DIN:00035916), Managing Director of the Company, during the period from 1<sup>st</sup> August 2018 to 31<sup>st</sup> March 2019.

**RESOLVED FURTHER THAT** the Board of Directors and/ or Company Secretary of the Company be and is hereby jointly/severally authorized to do any acts, deeds, matters and things to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to Section 188 and Section 196, 197 and Schedule V of the Companies Act, 2013

read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and based on the recommendation of the Board, consent of the members be and is hereby accorded for payment of remuneration of Rs. 3,40,000/- (Rupees Three Lakh Forty Thousand Only), HRA (50% of basic salary) and other benefits like PF/Gratuity, LTA as one month basic salary per year and medical expenses on actual basis for self and family to Sh. Vijender Kumar Gupta (DIN: 00036210), Chairman and Whole-time Director of the Company, w.e.f. 1<sup>st</sup> April, 2019 till his term of appointment i.e. upto 12<sup>th</sup> August, 2020.

**RESOLVED FURTHER THAT** the Board of Directors and/ or Company Secretary of the Company be and is hereby jointly/severally authorized to do any acts, deeds, matters and things to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to Section 188 and Section 196, 197 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and based on the recommendation of the Board, consent of the members be and is hereby accorded for payment of remuneration of Rs. 3,10,000/- (Rupees Three Lakh Ten Thousand Only), HRA (50% of basic salary) and other benefits like PF/Gratuity, LTA as one month basic salary per year and medical expenses on actual basis for self and family to Sh. Vivek Gupta (DIN: 00035916), Managing Director of the Company, w.e.f. 1<sup>st</sup> April, 2019 till his term of appointment i.e. upto 31<sup>st</sup> July, 2020.

**RESOLVED FURTHER THAT** the Board of Directors and/ or Company Secretary of the Company be and is hereby jointly/ severally authorized to do any acts, deeds, matters and things to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to Section 188 and Section 196, 197 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and based on the recommendation of the Board, consent of the members be and is hereby accorded to increase the remuneration of Sh. Surender Singh Bhandari (DIN: 02521713), Whole Time Director of the Company to Rs. 50,000/- (Rupees Fifty Thousand Only), HRA (50% of basic salary), Conveyance of Rs. 3082 and PF (12% of basic salary) and other benefits and allowance of Rs. 1,500/- (Rupees One Thousand and Five Hundred Only) w.e.f. 1st April, 2019 till his term of appointment i.e. upto 9th August, 2021.

**RESOLVED FURTHER THAT** the Board of Directors and/ or Company Secretary of the Company be and is hereby

jointly/severally authorized to do any acts, deeds, matters and things to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Board, consent of the members be and is hereby accorded for re-appointment of Sh. Vijender Kumar Gupta (DIN: 00036210) as a Chairman and Whole-time Director of the Company for a period of five years w.e.f. 13<sup>th</sup> August, 2020 i.e. after expiry of his present term, on the terms and conditions as set-out in the explanatory statement annexed thereto.

**RESOLVED FURTHER THAT** the terms and conditions of re-appointment and remuneration may be revised, enhanced, altered and varied from time to time, by the Board on the recommendation of Nomination and Remuneration Committee, as it may, in its discretion deem fit, so as not to exceed the limits specified in section 197 read with Schedule V to the Act and SEBI Listing Regulations.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and is hereby jointly/severally authorized to do any acts, deeds, matters and things to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Board, consent of the members be and is hereby accorded for re-appointment of Sh. Vivek Gupta (DIN: 00035916) as a Managing Director and Chief Executive Officer of the Company for a period of five years w.e.f. 1<sup>st</sup> August, 2020, i.e. after expiry of his present term, on the terms and conditions as set-out in the explanatory statement annexed thereto.

**RESOLVED FURTHER THAT** the terms and conditions of re-appointment and remuneration may be revised, enhanced, altered and varied from time to time, by the Board on the recommendation of Nomination and Remuneration Committee, as it may, in its discretion deem fit, so as not to exceed the limits specified in section 197 read with Schedule V to the Act and SEBI Listing Regulations.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and is hereby jointly/severally authorized to do any acts, deeds, matters and things to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Board, consent of the members be and is hereby accorded for re-appointment of Sh. Achintya Karati (DIN : 00024412), being eligible, as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 54<sup>th</sup> Annual General Meeting and up to the conclusion of 59<sup>th</sup> Annual General Meeting of the Company.”

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Board, consent of the members be and is hereby accorded for re-appointment of Sh. Mahesh Prasad Mehrotra (DIN: 00016768), being eligible, as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 54<sup>th</sup> Annual General Meeting and up to the conclusion of 59<sup>th</sup> Annual General Meeting of the Company.”

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Board, consent of the members be and is hereby accorded for re-appointment of Sh. Vijay Kumar Goel (DIN: 00075317), being eligible, as an Independent Director of

the Company for a second term of five (5) consecutive years with effect from 54<sup>th</sup> Annual General Meeting and up to the conclusion of 59<sup>th</sup> Annual General Meeting of the Company.”

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Board, consent of the members be and is hereby accorded for re-appointment of Sh. Bharat Bhushan Chadha (DIN: 00298713), being eligible, as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 54<sup>th</sup> Annual General Meeting and up to the conclusion of 59<sup>th</sup> Annual General Meeting of the Company.”

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution.”

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

**Sd/-  
(Vikas Rawat)  
Company Secretary**

**Place : New Delhi  
Date : 14<sup>th</sup> August, 2019**

## NOTES:

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. Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The requirement to place the matter relating to ratification of appointment of Statutory Auditors by the members at every Annual General Meeting has been done away with vide amendment in section 139 of the Companies Act, 2013 which was notified by Ministry of Corporate Affairs on 7<sup>th</sup> May, 2018. Accordingly, no resolution is proposed for ratification of appointment of M/s Bansal & Co. LLP, Chartered Accountants, New Delhi (Firm Reg. No. 001113N) Statutory Auditors, who were appointed in the 53<sup>rd</sup> AGM held on 29<sup>th</sup> September, 2018
4. The Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019 (both days inclusive).
5. The notice is being dispatched/mailed to all the members, whose names appear on the register of members on 23<sup>rd</sup> August, 2019.
6. Relevant documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the registered office, from 9.00 a.m. to 11.00 a.m. except on holidays, up to the date of this AGM and shall also be available at the venue of the AGM.
7. 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 e-mail, Saving Bank Account details to their respective Depository Participants.
  - ii) Bring their attendance slip (annexed to the notice) 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.
8. 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
9. 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. Members are also requested to note that pursuant to the provisions of section 124 of the Act and IEPF rules, the company is obliged to transfer all share on which dividend has not been paid or claimed for seven consecutive year or more to IEPF demat account. It may please be noted that once unclaimed / un-encashed

dividend/shares are transferred to Investor Education & Protection Fund" as above, no claims shall lie in respect of such amount by the shareholder.

10. SEBI and Ministry of Corporate Affairs (MCA) is promoting electronic communication as a contribution to greener environment. Accordingly, as a part of green initiative soft copy of the Annual Report 2018-19 is being sent to all the members whose email address(es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same.

**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 only. The Shareholders holding shares in physical mode, are requested to register their e-mail id with RTA of the Company i.e. M/s Beetal Financial & Computer Services (P) Ltd.

The Notice of 54th AGM and the Annual Report 2018-19 will also be available on the Company's website [www.deltoncables.com](http://www.deltoncables.com) for download by the members.

11. Members are entitled to nominate a person to whom his/her shares in the Company shall vest in the event of his/her demise, by filling up Form SH-13. The duly filled in and signed Nomination Form SH-13 should be sent to the Registrar and Share Transfer Agents, M/s Beetal Financial & Computer Services (P) Ltd. at the above-mentioned address.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Registrar and Share Transfer Agents or to the Company at its registered office.
13. In compliance with the Regulation 44 of the SEBI (LODR) Regulations, 2015 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 Friday, 27<sup>th</sup> September, 2019 (10.00 AM) and ends on Sunday, 29<sup>th</sup> September, 2019 (05.00 PM). During this period, shareholders of the company, holding shares as on the cut-off date of 23<sup>rd</sup> September, 2019 (Monday) are entitled to cast their vote electronically and at the AGM. The e-voting portal will be blocked by CDSL for voting thereafter.
14. Shareholders who have already voted through remote E-Voting prior to the meeting date may attend the AGM but shall not be entitled to vote at the AGM.
15. M/s Sidharth Sharma and Associates, Practicing Company Secretaries (Membership No. 30367) has been appointed as the Scrutinizer.
16. The Scrutinizer will not later than 30<sup>th</sup> September, 2019, 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.

17. 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](http://www.deltoncables.com) and on the website of CDSL [www.evotingindia.co.in](http://www.evotingindia.co.in) within three (3) days of passing of the resolutions at the AGM of the company and communicated to BSE.
18. 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.
19. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from December 5, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.

**The instructions for shareholders voting electronically are as under:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• 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.</li> </ul>

Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>
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- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Now, select the "Electronic Voting Sequence Number (EVSN) for "DELTON CABLES LIMITED" from the drop down menu and click on "SUBMIT"
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (iv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a 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.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (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](http://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](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xix) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xx) 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, 2019 (Monday) may follow the same instructions as mentioned above for e-Voting.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE

### ITEM No. 3

Sh. Vijender Kumar Gupta was appointed as Chairman and Whole-time Director of the Company at 50<sup>th</sup> AGM for a period of five years and pursuant to the provisions of the Companies Act, 2013 his remuneration was fixed for three years effective from 13<sup>th</sup> August, 2015 to 12<sup>th</sup> August, 2018.

However, the remuneration was paid to Sh. Vijender Kumar Gupta for the time period 13<sup>th</sup> August, 2018 to 31<sup>st</sup> March, 2019 after expiry of the period approved by the shareholders.

Therefore, based on the recommendation of Audit Committee and Nomination and Remuneration Committee, the Board of Directors in its meeting held on 30.05.2019 approved the waiver of recovery of gross remuneration of Rs. 28,08,380 (Rupees Twenty Eight Lakhs Eight Thousand Three Hundred and Eighty Only) paid to Sh. Vijender Kumar Gupta for the time period 13<sup>th</sup> August, 2018 to 31<sup>st</sup> March, 2019, subject to the approval of members.

That pursuant to the provisions of Section 197 (10) of the Companies Act, 2013, the waiver of recovery of remuneration requires the approval of shareholders by Special Resolution. Therefore, the Board recommends the special resolution set out under item no. 3 of the notice for approval by the shareholders.

None of Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Sh. Vijender Kumar Gupta, Sh. Vivek Gupta and Smt. Shalini Gupta in the special resolution set out under item no. 3 of the notice.

### ITEM No. 4

Sh. Vivek Gupta was appointed as Managing Director and Chief Executive Officer of the Company at 50<sup>th</sup> AGM for a period of five years and pursuant to the provisions of the Companies Act, 2013 his remuneration was fixed for three years effective from 1<sup>st</sup> August, 2015 to 31<sup>st</sup> July, 2018.

However, the remuneration was paid to Sh. Vivek Gupta for the time period 1<sup>st</sup> August, 2018 to 31<sup>st</sup> March, 2019 after expiry of the period approved by the shareholders.

Therefore, based on the recommendation of Audit Committee and Nomination and Remuneration Committee, the Board of Directors in its meeting held on 30.05.2019 approved the waiver of recovery of gross remuneration of Rs. 24,53,960 (Rupees Twenty Four Lakhs Fifty Three Thousand Nine Hundred and Sixty Only) paid to Sh. Vivek Gupta for the time period 1<sup>st</sup> August, 2018 to 31<sup>st</sup> March, 2019, subject to the approval of members.

That pursuant to the provisions of Section 197 (10) of the Companies Act, 2013, the waiver of recovery of remuneration requires the approval of shareholders by Special Resolution. Therefore, the Board recommends the special resolution set out under item no. 3 of the notice for approval by the shareholders.

None of Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Sh. Vijender Kumar Gupta, Sh. Vivek Gupta and Smt. Shalini Gupta in the special resolution set out under item no. 4 of the notice.

### ITEM NO. 5

Sh. Vijender Kumar Gupta was appointed as Chairman and Whole-time Director of the Company at 50<sup>th</sup> AGM held on 30<sup>th</sup> September, 2015 for a period of five years and pursuant to the provisions of the Companies Act, 2013 and his remuneration was fixed for three years effective from 13<sup>th</sup> August, 2015 to 12<sup>th</sup> August, 2018 @ Rs. 2,00,000 p.m. along with other perquisites, allowance and other benefits.

Subsequently, based on the recommendation of Audit Committee and Nomination and Remuneration Committee, the Board of Directors in its meeting held on 30.05.2019 approved the remuneration of Sh. Vijender Kumar Gupta, subject to the approval of shareholders, for his remaining term of appointment w.e.f. 1st April, 2019 to 12th August, 2020 as per the details set out below:

Basic Remuneration	Rs. 3,40,000/-
HRA	Rs. 1,70,000/-

PF/ Gratuity as per law;

LTA as one month basic salary per year; and

Medical expenses on actual basis for self and family

Therefore, the the Board recommends the special resolution set out under item no. 5 of the notice for approval by the shareholders.

None of Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Sh. Vijender Kumar Gupta, Sh. Vivek Gupta and Smt. Shalini Gupta in the special resolution set out under item no. 5 of the notice.

### ITEM NO. 6

Sh. Vivek Gupta was appointed as Managing Director and Chief Executive Officer of the Company at 50<sup>th</sup> AGM held on 30<sup>th</sup> September, 2015 for a period of five years and pursuant to the provisions of the Companies Act, 2013 his remuneration was fixed for three years effective from 1<sup>st</sup> August, 2015 to 31<sup>st</sup> July, 2018 @ Rs. 1,50,000 p.m. along with other perquisites, allowance and other benefits.

Subsequently, based on the recommendation of Audit Committee and Nomination and Remuneration Committee, the Board of Directors in its meeting held on 30.05.2019 approved the remuneration of Sh. Vivek Gupta, subject to the approval of shareholders, for his remaining term of appointment w.e.f. 1st April, 2019 to 31st July, 2020 as per the details set out below:

Basic Remuneration	Rs. 3,10,000/-
HRA	Rs. 1,55,000/-

PF/ Gratuity as per law;

LTA as one month basic salary per year; and

Medical expenses on actual basis for self and family

Therefore, the the Board recommends the special resolution set out under item no. 6 of the notice for approval by the shareholders.

None of Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Sh. Vijender Kumar Gupta, Sh. Vivek Gupta and Smt. Shalini Gupta in the special resolution set out under item no. 6 of the notice.

## ITEM NO. 7

Sh. Surender Singh Bhandari was re-appointed as Whole-time Director effective from 10 August, 2018 for a period of three years and his remuneration was fixed at Rs. 28924/- p.m. along with other perquisites, allowance and other benefits.

Subsequently, based on the recommendation of Audit Committee and Nomination and Remuneration Committee, the Board of Directors in its meeting held on 30.05.2019 approved the remuneration of Sh. Surender Singh Bhandari, subject to the approval of shareholders, for his remaining term of appointment w.e.f 1<sup>st</sup> April, 2019 to 9<sup>th</sup> August, 2021 as per the details set out below:

Basic Remuneration	Rs. 50,000/-
HRA	Rs. 25,000/-
PF	Rs. 6,000/-
Conveyance	Rs. 3,082/-
other benefits and allowance	Rs. 1,500/-

The Board recommends the special resolution set out under item no. 7 of the notice for approval by the shareholders.

None of Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Sh. Surender Singh Bhandari in the special resolution set out under item no.7 of the notice.

## ITEM NO. 8

Sh. Vijender Kumar Gupta was appointed as Chairman and Whole Time Director of the Company by the shareholders/members at 50<sup>th</sup> AGM held on 30<sup>th</sup> September, 2015 for a period of five years effective from 13<sup>th</sup> August, 2015 to 12<sup>th</sup> August, 2020 and therefore pursuant to the provisions of Section 196 of the Companies Act, 2013, it is proposed to appoint him for a further period of 5 years after expiry of his present tenure.

The Board of Directors in its meeting held on 14<sup>th</sup> August, 2019, subject to the approval of shareholders, re-appointed Sh. Vijender Kumar Gupta as Chairman and Whole-time Director of the Company for a further period of five (5) years with effect from 13<sup>th</sup> August, 2020 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board which are stated below

1. **Basic Salary:** Rs. 3,40,000/- p.m.

2. **Perquisites, Allowance and other Benefits:** In addition to the basic salary, Sh. Vijender Kumar Gupta, will also be entitled to various perquisites, allowances and benefits such as House Rent allowance (50% of basic salary i.e. Rs. 1,70,000), PF/ Gratuity as per law, LTA as one month basic salary per year and Medical expenses on actual basis for self and family as may be approved by Board from time to time.

Sh. Vijender Kumar Gupta is more than 70 years of age and accordingly, Company is required to obtain shareholder's approval by way of special resolution for his appointment. Sh. Vijender Kumar Gupta has been associated with the Company with more than 50 years and has a very rich experience in cable industry and keeping in view of his knowledge, experience, qualification and contribution made to the company it is beneficial to the interest of the Company that Sh. Vijender Kumar Gupta to be continuously associated with the Company.

Therefore, the the Board recommends the special resolution set out under item no. 8 of the notice for approval by the shareholders.

None of Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Sh. Vijender Kumar Gupta, Sh. Vivek Gupta and Smt. Shalini Gupta in the special resolution set out under item no. 8 of the notice.

## ITEM NO. 9

Sh. Vivek Gupta was appointed as Managing Director and Chief Executive Officer of the Company by the shareholders/members at 50<sup>th</sup> AGM held on 30<sup>th</sup> September, 2015 for a period of five years effective from 1<sup>st</sup> August, 2015 to 31<sup>st</sup> July, 2020 and therefore pursuant to the provisions of Section 196 of the Companies Act, 2013, it is proposed to appoint him for a further period of 5 years after expiry of his present tenure.

The Board of Directors in its meeting held on 14<sup>th</sup> August, 2019, subject to the approval of shareholders, re-appointed Sh. Vivek Gupta as Managing Director and Chief Executive Officer of the Company for a further period of five (5) years with effect from 1<sup>st</sup> August, 2020 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board which are stated below

1. **Basic Salary:** Rs. 3,10,000/- p.m.

2. **Perquisites, Allowance and other Benefits:** In addition to the basic salary, Sh. Vijender Kumar Gupta, will also be entitled to various perquisites, allowances and benefits such as House Rent allowance (50% of basic salary i.e. Rs. 1,55,000), PF/ Gratuity as per law, LTA as one month basic salary per year and Medical expenses on actual basis for self and family as may be approved by Board from time to time.

It is proposed to seek shareholder's approval for re-appointment of and remuneration payable to Sh. Vivek Gupta as Managing Director and Chief Executive Officer of the Company in terms of applicable provisions of the Companies Act, 2013.

Therefore, the the Board recommends the special resolution set out under item no. 9 of the notice for approval by the shareholders.

None of Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Sh. Vijender Kumar Gupta, Sh. Vivek Gupta and Smt. Shalini Gupta in the special resolution set out under item no. 9 of the notice.

## ITEM NO. 10

Sh. Achintya Karati was appointed as an Independent Director of the Company by the shareholders/members at 49<sup>th</sup> AGM held on 30<sup>th</sup> September, 2014 for a period of five years i.e. upto the conclusion of 54<sup>th</sup> Annual General Meeting of the Company and therefore pursuant to the provisions of Section 149 (10) of the Companies Act, 2013, it is proposed to appoint him for a second consecutive term of 5 years i.e. upto the conclusion of 59<sup>th</sup> Annual General Meeting.

The Board of Directors in its meeting held on 14<sup>th</sup> August, 2019, subject to approval of Shareholders, re-appoints Sh. Achintya Karati (DIN: 00024412) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years i.e. up to the conclusion of 59<sup>th</sup> Annual

General Meeting, on the recommendation of Nomination and Remuneration Committee.

Sh. Achintya Karati is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as a Director in accordance with section 152 of the Act.

The Company has also received a declaration from Sh. Achintya Karati that he meets the criteria of independence as prescribed under section 149(6) of the Act and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Sh. Achintya Karati is a person of high repute and integrity and in the opinion of the Board, fulfills the conditions for re-appointment as Independent Director and is independent of the management.

Brief resume of Sh. Achintya Karati is annexed and form part of this notice. The terms and conditions of his re-appointment would be available for inspection by the members at the Registered Office of the Company and shall be disclosed on the website of the Company.

That Sh. Achintya Karati is more than 70 years of age and accordingly, Company is required to obtain shareholder's approval by way of special resolution for his appointment.

Therefore, the the Board recommends the special resolution set out under item no. 10 of the notice for approval by the shareholders.

None of Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Sh. Achintya Karati in the special resolution set out under item no. 10 of the notice.

#### **ITEM NO. 11**

Sh. Mahesh Prasad Mehrotra was appointed as an Independent Director of the Company by the shareholders/members at 49<sup>th</sup> AGM held on 30<sup>th</sup> September, 2014 for a period of five years i.e. upto the conclusion of 54<sup>th</sup> Annual General Meeting of the Company and therefore pursuant to the provisions of Section 149 (10) of the Companies Act, 2013, it is proposed to appoint him for a second consecutive term of 5 years i.e. upto the conclusion of 59<sup>th</sup> Annual General Meeting.

The Board of Directors in its meeting held on 14<sup>th</sup> August, 2019, subject to approval of Shareholders, re-appoints Sh. Mahesh Prasad Mehrotra (DIN: 00016768) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years up to the conclusion of 59<sup>th</sup> Annual General Meeting, on the recommendation of Nomination and Remuneration Committee.

Sh. Mahesh Prasad Mehrotra is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as a Director in accordance with section 152 of the Act.

The Company has also received a declaration from Sh. Mahesh Prasad Mehrotra that he meets the criteria of independence as prescribed under section 149(6) of the Act and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Sh. Mahesh Prasad Mehrotra is a person of high repute and integrity and in the opinion of the Board, fulfills the conditions for re-appointment as Independent Director and is independent of the management.

Brief resume of Sh. Mahesh Prasad Mehrotra is annexed and form part of this notice. The terms and conditions of his re-appointment would be available for inspection by the members at the Registered Office of the Company and shall be disclosed on the website of the Company.

That Sh. Mahesh Prasad Mehrotra is more than 70 years of age and accordingly, Company is required to obtain shareholder's approval by way of special resolution for his appointment.

Therefore, the the Board recommends the special resolution set out under item no. 11 of the notice for approval by the shareholders.

None of Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Sh. Mahesh Prasad Mehrotra in the special resolution set out under item no. 11 of the notice.

#### **ITEM No. 12**

Sh. Vijay Kumar Goel was appointed as an Independent Director of the Company by the shareholders/members at 49<sup>th</sup> AGM held on 30<sup>th</sup> September, 2014 for a period of five years i.e. upto the conclusion of 54<sup>th</sup> Annual General Meeting of the Company and therefore pursuant to the provisions of Section 149 (10) of the Companies Act, 2013, it is proposed to appoint him for a second consecutive term of 5 years i.e. upto the conclusion of 59<sup>th</sup> Annual General Meeting.

The Board of Directors in its meeting held on 14<sup>th</sup> August, 2019, subject to approval of Shareholders, re-appoints Sh. Vijay Kumar Goel (DIN: 00075317) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years up to the conclusion of 59<sup>th</sup> Annual General Meeting, on the recommendation of Nomination and Remuneration Committee.

Sh. Vijay Kumar Goel is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as a Director in accordance with section 152 of the Act.

The Company has also received a declaration from Sh. Vijay Kumar Goel that he meets the criteria of independence as prescribed under section 149(6) of the Act and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Sh. Vijay Kumar Goel is a person of high repute and integrity and in the opinion of the Board, fulfills the conditions for re-appointment as Independent Director and is independent of the management.

Brief resume of Sh. Vijay Kumar Goel is annexed and form part of this notice. The terms and conditions of his re-appointment would be available for inspection by the members at the Registered Office of the Company and shall be disclosed on the website of the Company.

That Sh. Vijay Kumar Goel is more than 70 years of age and accordingly, Company is required to obtain shareholder's approval by way of special resolution for his appointment.

Therefore, the the Board recommends the special resolution set out under item no. 12 of the notice for approval by the shareholders.

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



financially or otherwise except Sh. Vijay Kumar Goel in the special resolution set out under item no. 12 of the notice.

## **ITEM NO. 13**

Sh. Bharat Bhushan Chadha was appointed as an Independent Director of the Company by the shareholders/members at 49<sup>th</sup> AGM held on 30<sup>th</sup> September, 2014 for a period of five years i.e. upto the conclusion of 54<sup>th</sup> Annual General Meeting of the Company and therefore pursuant to the provisions of Section 149 (10) of the Companies Act, 2013, it is proposed to appoint him for a second consecutive term of 5 years i.e. upto the conclusion of 59<sup>th</sup> Annual General Meeting.

The Board of Directors in its meeting held on 14<sup>th</sup> August, 2019, subject to approval of Shareholders, re-appoints Sh Bharat Bhushan Chadha (DIN: 00298713) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years up to the conclusion of 59<sup>th</sup> Annual General Meeting, on the recommendation of Nomination and Remuneration Committee.

Sh Bharat Bhushan Chadha is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as a Director in accordance with section 152 of the Act.

The Company has also received a declaration from Sh Bharat Bhushan Chadha that he meets the criteria of independence as prescribed under section 149(6) of the Act and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Sh. Bharat Bhushan Chadha is a person of high repute and integrity and in the opinion of the Board, fulfills the conditions for re-appointment as Independent Director and is independent of the management.

Brief resume of Sh. Bharat Bhushan Chadha is annexed and form part of this notice. The terms and conditions of his re-appointment would be available for inspection by the members at the Registered Office of the Company and shall be disclosed on the website of the Company.

That Sh. Bharat Bhushan Chadha is more than 70 years of age and accordingly, Company is required to obtain shareholder's approval by way of special resolution for his appointment.

Therefore, the the Board recommends the special resolution set out under item no. 13 of the notice for approval by the shareholders.

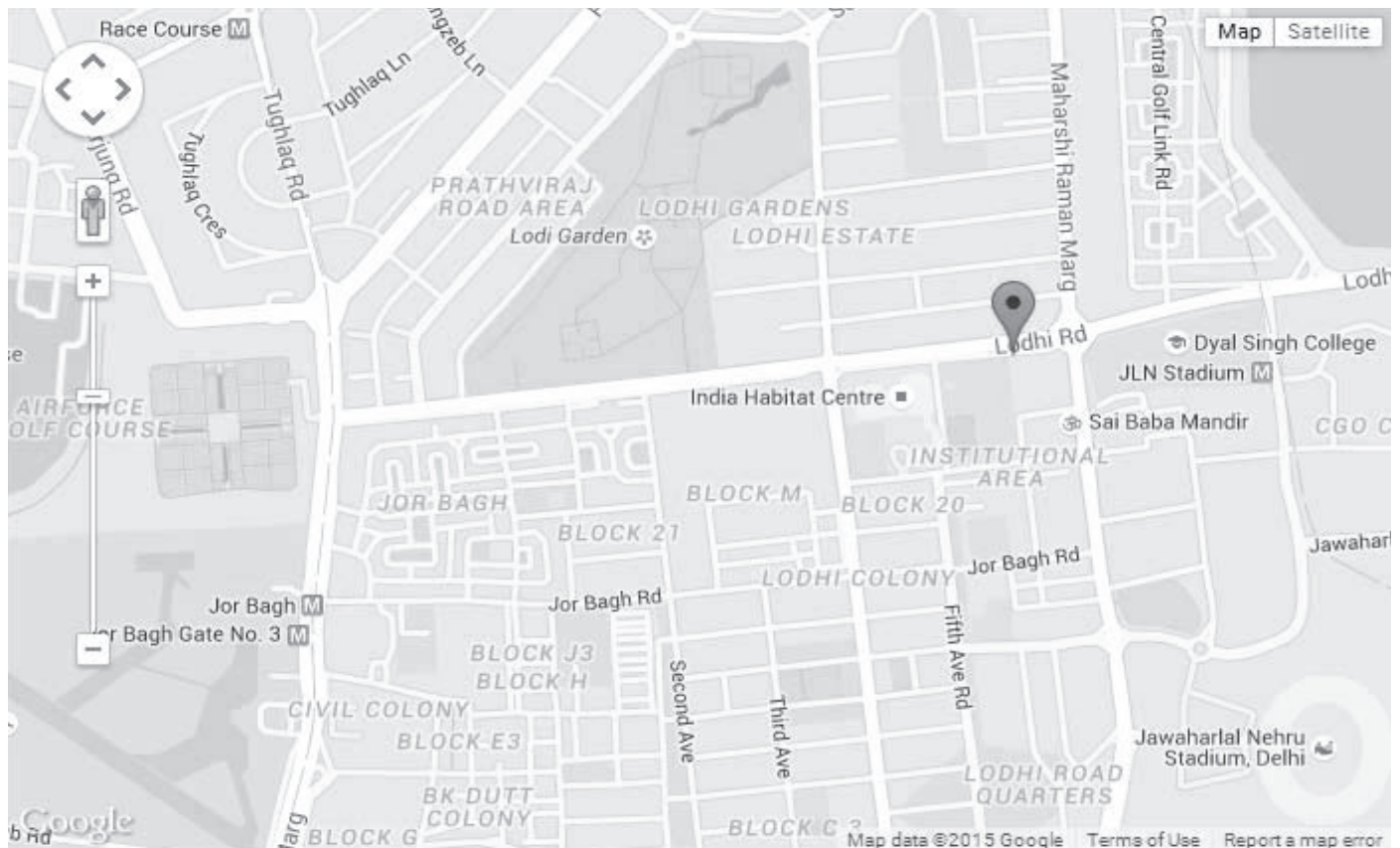
None of Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Sh Bharat Bhushan Chadha in the special resolution set out under item no. 13 of the notice.

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

**Place : New Delhi  
Date : 14<sup>th</sup> August, 2019**

**Sd/-  
(Vikas Rawat)  
Company Secretary**

## **ROUTE MAP TO THE AGM VENUE**



**ANNEXURE TO THE NOTICE**

**I. Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (In pursuance of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 of the Listing Agreement)**

<b>Particulars</b>	<b>Sh. Vijender Kumar Gupta</b>	<b>Sh. Vivek Gupta</b>	<b>Smt. Shalini Gupta</b>
DIN	00036210	00035916	00035938
Date of Birth	04.02.1940	30.07.1968	15.10.1968
Date of First Appointment	26.02.1967	01.08.1990	14.08.2014
Qualifications & Expertise/ Background details	Expertise in setting up and business management & having a very rich experience of more than 50 yrs.	B.Com (Hons) from Raj Hans College of Delhi & Expertise in Finance & Operations.	Graduate from Bombay University and one who has a wealth of experience and has inspired and let the implementation of many path-breaking initiatives.
Shares held in company	1305780	431805	278151
Directorship in other Companies	Ram Kumar Gupta And Sons Limited; Delton International Ltd; Saneh Industrial Investment Limited; Vishranti Trading Enterprises Limited; B And M Trading And Investment Co Ltd; Standard Enamel Works Private Limited; Abaskar Construction Private Limited	Ram Kumar Gupta And Sons Limited; Delton International Ltd; Saneh Industrial Investment Limited; Vishranti Trading Enterprises Limited; B and M Trading And Investment Co Ltd; SIV India Private Limited; Viga Trade Solutions Pvt Ltd; Inkit Creative Pvt Ltd; Ncube Planning and Design Pvt Ltd; Nelson Planning and Design Pvt. Ltd; Modipon Limited; Globus Spirit Limited	Vishranti Trading Enterprises Limited; B and M Trading And Investment Co Ltd; SIV India Private Limited; Inkit Creative Pvt Ltd;
Membership/ Chairmanship of committees of other Boards	NIL	Modipon Limited: Member - Audit Committee Nomination & Remuneration Committee Globus Spirit Limited: Member - Audit Committee, Nomination & Remuneration Committee Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee	NIL
Last drawn remuneration details along with remuneration sought to be paid	Last drawn remuneration details are given in MGT-9 annexed with Directors Report. Remuneration details for proposed appointment are given in explanatory statement to the respective resolution.		
No. of Board Meetings attended during the FY 2017-18	Given in Corporate Governance Report		
Relationship with other Directors and KMP	Except for receiving remuneration as a Whole-time Director Sh. Vijender Kumar Gupta or any of his relative do not have any pecuniary relationship with the company. Sh. Vijender Kumar Gupta is father of Sh. Vivek Gupta, Managing Director of the Company.	Except for receiving remuneration as a Managing Director and CEO, Sh. Vivek Gupta or any of his relative do not have any pecuniary relationship with the company. Sh. Vivek Gupta is son of Sh. Vijender Kumar Gupta Chairman of the Company. He is also husband of Smt. Shalini Gupta, Non Executive Director of the company.	Smt. Shalini Gupta is wife of Sh. Vivek Gupta, Managing Director of the Company.

Particulars	Sh. Achintya Karati	Sh. Mahesh Prasad Mehrotra
DIN	00024412	00016768
Date of Birth	23.03.1946	26.09.1940
Date of First Appointment	13.03.1989	30.06.2007
Qualifications & Expertise	B.Com, LL.B. Sh. Achintya Karati has held several important positions in ICICI Bank Limited	B.Com, FCA, LL.B. Sh. Mahesh Prasad Mehrotra is Chartered Accountant by profession and has over 50 years of rich experience in taxation, administration and financial services.
Shares held in company	NIL	NIL
Directorship in other Companies	Uflex Limited; Shyam Telecom Limited.; Sangam (India) Limited.; J. K. Cement Limited.; TFS Business Advisors India Private Limited; Jay Bharat Maruti Limited.; Ultimate Flexipack Limited; Utech Developers Limited; A.Karati Business Advisors Private Limited	Dhampur Sugar Mills Limited; SBI Pension Funds Private Limited; V L S Finance Limited; South Asian Enterprises Limited; Moonrock Hospitality Private Limited; VLS Commodities Private Limited; Jinbhuvish Power Generation Private Limited; Maxim Infracon Private Limited; Big Wong Hospitality Private Limited; Baroda Asset Management India Limited; VLS Capital Limited; Vinu Promoters Private Limited
Membership/ Chairmanship of committees of other Boards	Sangam (India) Limited – Audit Committee – Chairman Stakeholders’ Relationship Committee – Chairman Nomination & Remuneration Committee – Chairman J.K. Cement Limited – Audit Committee – Member Nomination & Remuneration Committee – Member Jay Bharat Maruti Limited - Audit Committee – Chairman Nomination & Remuneration Committee - Member Shyam Telecom Limited - Audit Committee – Chairman Nomination & Remuneration Committee – Chairman Uflex Limited – Audit Committee - Member Stakeholders’ Relationship Committee - Chairman Nomination & Remuneration Committee – Member CSR Committee – Member Ultimate Flexipack Limited – Audit Committee- Member Nomination & Remuneration Committee – Member CSR Committee - Member	Dhampur Sugar Mills Limited- Audit Committee - Chairman Nomination and Remuneration Committee – Chairman CSR Committee – Member Finance Sub-Committee – Member VLS Finance Limited – Audit Committee - Member CSR Committee – Member Operation Committee - Member SBI Pension Funds Private Limited – Audit Committee - Chairman Risk Management Committee – Member Baroda Asset Management India Limited – Audit Committee - Member Nomination and Remuneration Committee – Member VLS Capital Limited – CSR Committee - Member
Last drawn remuneration details along with remuneration sought to be paid	Last drawn remuneration details are given in MGT-9 annexed with Directors Report. Remuneration details for proposed appointment are given in explanatory statement to the respective resolution.	
No. of Board Meetings attended during the FY 2017-18	Given in Corporate Governance Report	
Relationship with other Directors and KMP	Not Related with any Director of the Company	Not Related with any Director of the Company

Particulars	Sh. Vijay Kumar Goel	Sh. Bharat Bhushan Chadha
DIN	00075317	00298713
Date of Birth	09-11-1940	26-05-1937
Date of First Appointment	28-09-1994	02-09-2003
Qualifications & Expertise	Sh. Vijay Kumar Goel is a well Known Sugar Technologist and Entrepreneur with vast experience of around 59 years. He has been the president of Indian Sugar Mills Association (ISMA), an apex body of sugar manufacturers of India.	Fellow Member of Institute of Cost and Works Accountants of India. He has more than 55 years experience in finance, marketing, project implementation, human resource development, industrial relations and general management.
Shares held in company	NIL	NIL
Directorship in other Companies	Dhampur Sugar Mills Limited; Goel Investments Limited; Sarawati Properties Limited; Khandelwal Laboratories Private Limited; White Gold Building Solutions Private Limited	NIL
Membership/ Chairmanship of committees of other Boards	Goel Investments Limited – Audit Committee – Member CSR Committee – Chairman Dhampur Sugar Mills Limited – CSR Committee - Chairman	NIL
Last drawn remuneration details along with remuneration sought to be paid	Last drawn remuneration details are given in MGT-9 annexed with Directors Report. Remuneration details for proposed appointment are given in explanatory statement to the respective resolution.	
No. of Board Meetings attended during the FY 2017-18	Given in Corporate Governance Report	
Relationship with other Directors and KMP	Not Related with any Director of the Company	Not Related with any Director of the Company

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

PARTICULARS			
Nature of industry	The Company is engaged in the business of manufacturing of wire, cables and Switchgears		
Date or expected date of commencement of commercial production	1964		
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	<b>Particulars</b>	<b>2018-19</b>	<b>2017-18</b>
	Total Revenue	7375.45	7357.48
	Total Expenditure	8425.05	8886.6
	Net Profit/(Loss)	5037.98	(1310.24)
Foreign investments or collaborations, if any.	The Company has not made any foreign investment and not entered into foreign collaboration.		
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. However, financial year 2018-19 was a year of recovery and encouraging for Delton registering revenue growth across product verticals, market share gains and stable profits.		
Steps taken or proposed to be taken for improvement	The Company will take further 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 2018 – 19 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 : 14<sup>th</sup> August, 2019

Sd/-  
(Vikas Rawat)  
Company Secretary