

Delton Cables Limited

Regd office : 'Delton House, 4801, Bharat Ram Road 24, Darya Ganj, New Delhi - 110002 (INDIA)

Phone : 91-11-23273907

E-mail : dcl@deltoncables.com, Website : www.deltoncables.com

CIN : L31300DL 1964PL C004255

AN ISO 9001-2008 COMPANY

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

September 23, 2019

SUB: Re-submission of Annual Report for 2018-19 to rectify the Typographical Error

Dear Sir,

With reference to the above captioned subject, we would like to inform you that we have submitted the Annual Report for the financial year 2018-19 on 5th September, 2019. However it has come to notice of the Company that there was a typographical error in the Annual Report. On Page No. 23 the date of resignation of Sh. Sanjiv Agarwal is 10.07.2018. However, the corrected date is 10.07.2019 and therefore it shall be read as under:

***Sanjiv Agarwal has resigned the Company w.e.f 10.07.2019**

It is further be informed that above mentioned typographical error does not have any effect on the financials. The revised Annual Report 2018-19 is enclosed herewith for your information and record and the same is also available on the Company's website www.deltoncables.com.

Further, the above said correction shall also be published in Newspaper for Shareholder's information and copy of the same shall be forwarded to the Stock Exchange.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For **Delton Cables Limited**

Vikas Rawat
Company Secretary & Compliance Officer

Encl: Revised Annual Report for the Financial Year 2018-19

Delton Cables Limited

AN ISO 9001 : 2008 COMPANY



WE CONNECT WE PROTECT FOR LIFE

**ANNUAL REPORT
2018-19**

BRANCH OFFICES

KOLKATA

Shantiniketan, 6th Floor,
Flat No. 1, 8 Camac Street, Kolkata - 700017
Phone : 033-22824153
Fax: 033-22824388
E-mail: dclkol@deltoncables.com

WORKS

FARIDABAD

17/4, Mathura Road,
Faridabad, Haryana - 121002
Phone : 0129-2223998
Fax: 0129-2223998
E-mail: dclfbd@deltoncables.com

BOARD OF DIRECTORS

V.K. GUPTA
(Chairman and Whole-time Director)

VIVEK GUPTA
(Managing Director & CEO)

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

CHIEF FINANCIAL OFFICER

SANJIV AGGARWAL
(Resigned w.e.f. 10.07.2019)

COMPANY SECRETARY

VIKAS RAWAT

BANKERS

CANARA BANK
PUNJAB NATIONAL BANK
THE FEDERAL BANK LIMITED

AUDITORS

BANSAL & CO. LLP
Chartered Accountants
Block A, Maharani Bagh, New Friends Colony,
New Delhi-110065

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REGISTERED & HEAD OFFICE

Delton House, 4801, Bharat Ram Road,
24, Darya Ganj, New Delhi- 110 002
Phones: 011-23273907
Fax: 011-23280375, 23272178
Email: dcl@deltoncables.com
shares@deltoncables.com
Web Site: www.deltoncables.com

NOTICE

NOTICE is hereby given that the 54th 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 13th August 2018 to 31st 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 1st August 2018 to 31st 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. 1st April, 2019 till his term of appointment i.e. upto 12th 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. 1st April, 2019 till his term of appointment i.e. upto 31st 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. 13th 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. 1st 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 54th Annual General Meeting and up to the conclusion of 59th 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 54th Annual General Meeting and up to the conclusion of 59th 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 54th Annual General Meeting and up to the conclusion of 59th 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 54th Annual General Meeting and up to the conclusion of 59th 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 : 14th 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 7th 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 53rd AGM held on 29th September, 2018
4. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2019 to 30th 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 23rd 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 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, 27th September, 2019 (10.00 AM) and ends on Sunday, 29th September, 2019 (05.00 PM). During this period, shareholders of the company, holding shares as on the cut-off date of 23rd 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 30th 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 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.
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.
- (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 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:

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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">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).
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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 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 linked in the login 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.
- (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, under help section or write an email to 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 50th 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 13th August, 2015 to 12th August, 2018.

However, the remuneration was paid to Sh. Vijender Kumar Gupta for the time period 13th August, 2018 to 31st 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 13th August, 2018 to 31st 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 50th 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 1st August, 2015 to 31st July, 2018.

However, the remuneration was paid to Sh. Vivek Gupta for the time period 1st August, 2018 to 31st 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 1st August, 2018 to 31st 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 50th AGM held on 30th 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 13th August, 2015 to 12th 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 50th AGM held on 30th 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 1st August, 2015 to 31st 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 1st April, 2019 to 9th 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 50th AGM held on 30th September, 2015 for a period of five years effective from 13th August, 2015 to 12th 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 14th 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 13th 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 50th AGM held on 30th September, 2015 for a period of five years effective from 1st August, 2015 to 31st 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 14th 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 1st 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 49th AGM held on 30th September, 2014 for a period of five years i.e. upto the conclusion of 54th 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 59th Annual General Meeting.

The Board of Directors in its meeting held on 14th 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 59th 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 49th AGM held on 30th September, 2014 for a period of five years i.e. upto the conclusion of 54th 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 59th Annual General Meeting.

The Board of Directors in its meeting held on 14th 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 59th 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 49th AGM held on 30th September, 2014 for a period of five years i.e. upto the conclusion of 54th 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 59th Annual General Meeting.

The Board of Directors in its meeting held on 14th 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 59th 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 49th AGM held on 30th September, 2014 for a period of five years i.e. upto the conclusion of 54th 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 59th Annual General Meeting.

The Board of Directors in its meeting held on 14th 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 59th 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.

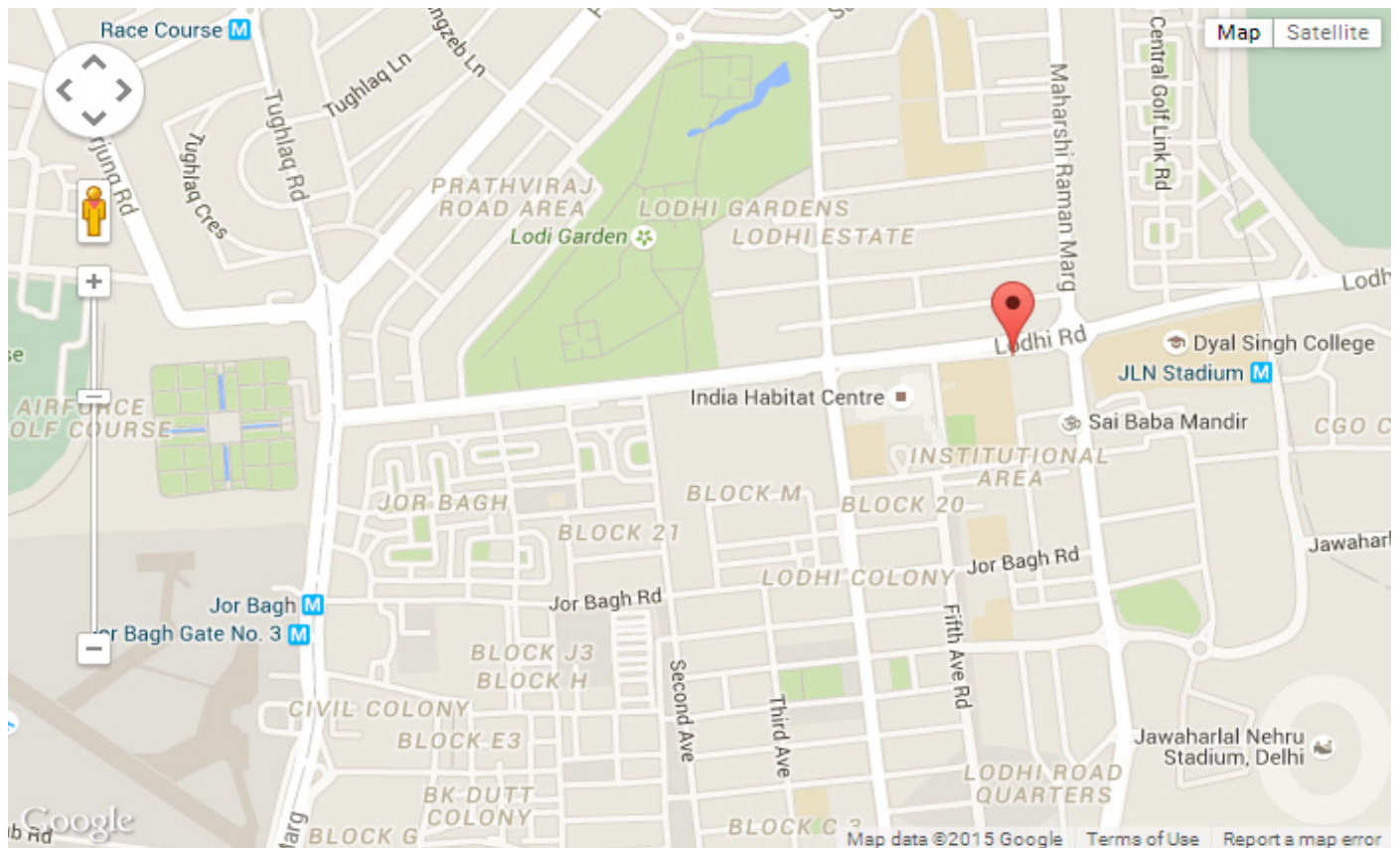
None of Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Sh Bharat Bhushan Chadha in the special resolution set out under item no. 13 of the notice.

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

**Place : New Delhi
Date : 14th 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)

Particulars	Sh. Vijender Kumar Gupta	Sh. Vivek Gupta	Smt. Shalini Gupta
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	Particulars	2018-19	2017-18
	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 : 14th August, 2019

Sd/-
(Vikas Rawat)
Company Secretary

DIRECTORS' REPORT

To
THE MEMBERS,

Your Directors have pleasure in presenting the 54th Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2019.

FINANCIAL RESULTS (Rs. in Lacs)

Particulars	2018-19	2017-18
Gross Sales	7201.83	7446.52
Less :Excise Duty	-	146.28
Net Sales	7201.83	7300.24
Other Income	173.62	57.24
Total Income	7375.45	7357.48
Total Expenditure	8425.05	8886.6
Profit / (Loss) Before Exceptional Item and Tax	(1049.60)	(1529.12)
Add : Exceptional Item (indicate nature)	5724.33	(72.76)
Profit/ (Loss) Before Tax	4674.73	(1601.88)
Less :Income Tax	989.92	-
Add :Deferred Tax	(1361.79)	(291.64)
Less :Adjustment of taxes for earlier years	8.62	0.01
Net Profit / (Loss)	5037.98	(1310.24)

PERFORMANCE REVIEW

During the year under review, the Company achieved Revenue from operations of Rs. 7201.83 lacs as compared to Rs. 7446.52 lacs in the previous financial year. Further, the Company earned profit of Rs. 5037.98 lacs in the current year as against suffering of loss of Rs. 1310.25 lacs in the previous financial year.

TRANSFER TO RESERVES

The Company does not propose to transfer any amount to the General Reserve out of the amount available for appropriations.

DIVIDEND

The Board of Directors does not recommend any dividend for the financial year 2018-19.

SHARE CAPITAL

The paid up equity share capital as on March 31, 2019 was Rs. 8,64,00,000/-. During the year under review, the Company has not altered its share capital.

FIXED DEPOSITS

During the year under review 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.

CHANGE IN NATURE OF BUSINESS, IF ANY

During the financial year, there has been no change in the business of the company or in the nature of business carried by the Company during the financial year under review.

AUDITORS**1. Statutory Auditors:**

Pursuant to the provisions of section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rule, 2014 and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the members at the Fifty Third (53rd) AGM held on September 29, 2018 approved the appointment of M/s Bansal & Co, LLP, Chartered Accountants, New Delhi (Firm Reg. No. 001113N) as Statutory Auditors of the Company to hold office for a period of four years from the conclusion of that AGM till the conclusion of the fifty seventh AGM.

The Report given by M/s. Bansal & Co. LLP, Chartered Accountants, (Firm Registration No. 001113N/N500079), Statutory Auditors on the financial statement of the Company for the year 2018-19 is part of Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

2. Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. Vaibhav Sharma & Associates, Practising Company Secretaries to undertake the Secretarial Audit of the Company for the financial year ended on 31st March, 2018. The Secretarial Audit Report is annexed as **Annexure I**.

The Auditors' Report and the Secretarial Audit Report for the financial year ended on 31st March, 2019 do not contain any qualification, reservation, adverse remark or disclaimer. These reports are self explanatory and does not require any comments thereon.

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 ISO9001:2008 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

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

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

During the financial year 2018-19 your Company has not made any loan, guarantee and investment u/s 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the financial year all Related Party Transactions were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

There were no transactions during the year which would require to be reported in Form AOC.2

DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and relevant Rules framed there under and the Articles of Association of the Company, Smt. Shalini Gupta (DIN: 00035938) retires by rotation at the ensuing Annual General Meeting and being eligible for re-appointment.

The Board on the recommendations of Nomination and Remuneration Committee proposed the re-appointment of Smt. Shalini Gupta, as Non-Executive Director, liable to retire by rotation on the Board of Company.

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, Sh. Vijender Kumar Gupta was appointed as Chairman and Whole time Director for a term upto 12.08.2020 and Sh. Vivek Gupta was appointed as Managing Director and Chief Executive of the Company for a term upto 31.07.2020.

Therefore, the Board on the recommendation of the Nomination and Remuneration Committee, proposed their re-appointment for another term of five years at the ensuing AGM for the approval of the Members byway of special resolution, after expiry of their present term.

Independent Directors

Sh. M. P. Mehrotra, Sh. Achintya Karati, Sh. Bharat Bhushan Chadha and Sh. Vijay Kumar Goel were appointed as an Independent Directors at the forty ninth Annual General Meeting (AGM) held on September 30, 2014 for a period of five years. Based on the recommendation of the Nomination and Remuneration Committee, their re-appointment for a second term of five years is proposed at the ensuing AGM for the approval of the Members byway of special resolution.

All the Independent Directors have given declaration to the Company stating their independence pursuant to Section 149(6) of the Companies Act, 2013 and there has been no change in the circumstances which may affect their status as Independent Director during the year.

EVALUATION OF THE BOARD'S PERFORMANCE

Pursuant to the applicable provisions of the Companies Act, 2013, rules & regulations made there under and SEBI (LODR) Regulations, 2015 an annual evaluation of performance of the Board, Chairman, Independent Directors, Non-executive Directors as well as the evaluation of the working of its Committees has carried out during the year under review.

The Nomination and Remuneration Committee formulated the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors, who also reviewed the performance of the Board as a whole. The NRC also reviewed the performance of the Board, its Committees and of the Directors.

The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. Significant highlights, learning and action points with respect to the evaluation were presented to the Board.

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	Sh. Vijender Kumar Gupta	Chairman	30.09.2015	---
2	Sh. Vivek Gupta	Managing Director & CEO	30.09.2015	---
3	Sh. Surender Singh Bhandari	Whole Time Director	13.08.2015	---
4	Sh. Sanjiv Agarwal	Chief Financial Officer	27.03.2017	10.07.2019
5	Sh. Atul Krishna Pandey	Company Secretary	30.05.2018	13.11.2018
6	Sh. Vikas Rawat	Company Secretary	13.11.2018	---

COMPOSITION AND MEETINGS OF THE BOARD AND ITS COMMITTEES

During the Financial Year 2018-19, the Board met nine times. The details on composition of the Board, committees, meeting held and related attendance are provided in Corporate Governance Report and form a part of this report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In terms of provisions of Section 177(9) of the Companies Act, 2013 read with Regulation 22 of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, the Company has in place a whistle blower policy, details of which are provided in Corporate Governance Report.

REMUNERATION POLICY

The company follows a policy on remuneration of Directors, Key Managerial Personnel and Senior Management Employees. In compliance of the provisions of the Companies Act, 2013, rules & regulations made there under and SEBI (LODR) Regulations, 2015 the policy has been formulated by the Nomination and Remuneration Committee and approved by the Board. The Policy is given in the **Annexure II**.

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

The details of remuneration of Directors, employees and Key Managerial Personnel as required under Section 197(12) read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached hereto as **Annexure III**.

The information required under Rule 5(2) and (3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the Annexure forming part of the Report. However in terms of the first proviso to Section 136 of the Act, the Report and Accounts are being sent to the Shareholders excluding the aforesaid Annexure. Any Shareholder interested in obtaining the same may write to the Company Secretary at the Registered Office of the Company. None of the employees listed in the said Annexure is related to any Director of the Company.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3), 134 (3) of the Companies Act, 2013, Rule 12(1) of The Companies (Management and Administration) Rules, 2014 and other rules & regulations made thereunder the extracts of Annual Return as prescribed in Form No. MGT-9 is attached hereto as **Annexure IV**. The same is also available on the website of the Company i.e. www.deltoncables.com.

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**.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

During the year under review your Company had no Subsidiaries, Joint Venture or Associates.

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 its operations, financial reporting and compliance with applicable laws and regulations. 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 is also being regularly appraised the Financial control system. The Company also continues its efforts to align all its processes and controls with best practices.

CORPORATE GOVERNANCE REPORT

The Corporate Governance Report as stipulated under Regulation of 17 to 27 & 46(2) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this report.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report, as required by Schedule V of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015, forms part of this Report.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The disclosure required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is given in Corporate Governance Report.

COMPLIANCE WITH THE SECRETARIAL STANDARDS

During the year under review, the Company has complied with all applicable provisions of Secretarial Standards.

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, 2019, 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, 2019 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 would like to 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.

For & on behalf of the Board of Directors

Place: New Delhi
Dated: 14th August, 2019

Sd/-
V.K. GUPTA
CHAIRMAN
(DIN: 00036210)

Form No. MR-3**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st March, 2019

[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

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

Based on our/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, we/I hereby report that in our/my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 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:

We/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, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (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 (Listing Obligations & Disclosures Requirements) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (e) 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);
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the audit period);
- (g) 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;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the audit period); and
- (i) 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

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

- (j) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to the Board and General Meetings.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

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

The Company has received a mail from Registrar of Companies (ROC), NCT of Delhi & Haryana on 16.01.2019 regarding non-filing of Financial Statement for the year ended on 31.03.2018 and the same has been filed by the Company within a week, after receiving of the said mail from ROC. Also the Company has filed Investor Complaint with a delay of 3 days for the quarter ended on 31.03.2019 under Regulation 13 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

We would like to report that 3 scrutiny cases were opened by Income Tax Department in F/Y 2018-2019 against the company, out of which 2 cases are settled and one case is still going on in the Income Tax Department.

We/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 was 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.

We/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.

We/I further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For **M/s Vaibhav Sharma & Associates**
Sd/-
Vaibhav Sharma
Practicing Company Secretaries

Place: New Delhi
Date: 14th August, 2019

ACS No: 30041
C P 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 maybe 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: 14th August, 2019

Sd/-
V.K. GUPTA
CHAIRMAN
(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(1) 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

(Rs. In Lacs)

S. No.	Director Name	Remuneration FY 2018-19	Median Employee Remuneration FY 2018-19	Ratio
1	Sh. Vijender Kumar Gupta	44.15	2.22	19.92:1
2	Sh. Vivek Gupta	36.81	2.22	16.61:1
3	Sh.Surender Singh Bhandari	10.27	2.22	4.63:1

- (ii) During the financial year 2018-2019, no increment were made in the remuneration of any Director, CEO, CFO and Company Secretary.
- (iii) During the financial year 2018-19, the percentage increase/decrease in the median employee remuneration as compared to previous year was approximately 11.66%.
- (iv) **Number of permanent employees on the roll of company** :136
- (v) Average increase in remuneration of employees other than Managerial Personnel is 7.69% and there is no increase in remuneration of Managerial Personnel.
- (vi) It is affirmed that the remuneration is as per the remuneration policy of the Company.

For & on behalf of the Board of Directors

Sd/-

V.K. GUPTA

CHAIRMAN

(DIN: 00036210)

Place: New Delhi

Dated: 14th August, 2019**Annexure IV****Form No. MGT-9****EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st March, 2019**

[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:

Sr. No.	CIN	L31300DL1964PLC004255
1.	Registration Date	25/09/1964
2.	Name of the Company	Delton Cables Limited
3.	Category/Sub-Category of the Company	Company Limited by Shares
4.	Address of the Registered office and contact details	Delton House 4801, Bharat Ram Road, 24 Daryaganj, New Delhi – 110002
5.	Whether listed company	Yes
6.	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	90.55 %

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	2015736	0	2015736	23.33	2015736	0	2015736	23.33	-
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	4118865	0	4118865	47.67	4118865	0	4118865	47.67	-
e) Banks / FI	0	0	0	0	0	0	0	0	-
f) Any Other:- Relatives of Directors	173667	67650	241317	2.79	173667	67650	241317	2.79	-
Sub-total(A)(1):-	6308268	67650	6375918	73.80	6308268	67650	6375918	73.80	-
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)]	6308268	67650	6375918	73.80	6308268	67650	6375918	73.80	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	-
b) Banks / FI	75	2493	2568	0.03	75	1959	2034	0.02	0.01
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)	75	2493	2568	0.03	75	1959	2034	0.02	0.01
2. Non Institutions									
a) Bodies Corp.									
(i) Indian	251677	1833	253510	2.93	242401	1286	243687	2.82	(0.11)
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	871996	435904	1307900	15.14	862051	344978	1207029	13.97	(1.17)
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	432261	-	432261	5.00	471311	-	471311	5.45	0.45
c) Others (Specify)									
Trust	150	-	150	-	150	-	150	-	-
NRI	6452	-	6452	0.07	6519	-	6519	0.07	-
Clearing Member	90	-	90	0.00	300	-	300	0.00	-
Individual / HUF	79021	50	79071	0.92	94998	50	95048	1.10	0.18
IEPF Authority	182080	-	182080	2.11	238004	-	238004	2.75	0.64
Sub-total(B)(2)	1823727	437787	2261514	26.17	1915734	346314	2262048	26.17	-

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	
Total Public Shareholding(B)=(B)(1)+(B)(2)	1823802	440280	2264082	26.20	1915809	348273	2264082	26.20	-
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	8132070	507930	8640000	100	8224077	415923	8640000	100	-

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.	Vijendra Kumar Gupta	807831	9.35	0	807831	9.35	0	-
2.	V K Gupta (HUF)	497949	5.76	0	497949	5.76	0	-
3.	Veena Gupta	98928	1.15	0	98928	1.15	0	-
4.	Vivek Gupta	293328	3.40	0	293328	3.40	0	-
5.	Vivek Gupta (HUF)	138477	1.60	0	138477	1.60	0	-
6.	Shalini Gupta	278151	3.22	0	278151	3.22	0	-
7.	Shriya Gupta	30000	0.35	0	30000	0.35	0	-
8.	Deepti Sen Gupta	38850	0.45	0	38850	0.45	0	-
9.	Abha Gupta	2400	0.03	0	2400	0.03	0	-
10.	Chitra Chaudhry	29850	0.35	0	29850	0.35	0	-
11.	Sushil Prakash Chaudhry	19839	0.23	0	19839	0.23	0	-
12.	Rahul Chaudhry U/G/O Smt Chitra Chaudhry	18000	0.21	0	18000	0.21	0	-
13.	Shuchi Chaudhry U/G/O Smt Chitra Chaudhry	3150	0.04	0	3150	0.04	0	-
14.	Maya Karati	300	0.00	0	300	0.00	0	-
15.	Vishranti Trading Enterprises Limited	2805501	32.47	0	2805501	32.47	0	-
16.	Saneh Industrial Investment Limited	273450	3.16	0	273450	3.16	0	-
17.	B and M Trading and Investment Co Ltd	283029	3.28	0	283029	3.28	0	-
18.	Delton International Ltd	401850	4.65	0	401850	4.65	0	-
19.	Ram Kumar Gupta and Sons Limited	355035	4.11	0	355035	4.11	0	-
	Total	6375918	73.80	0	6375918	73.80	0	-

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

During the year there were no change in the Promoters' shareholding.

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	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY – At the beginning of the year – Increase / Decrease in Shareholding during the year – At the end of the year	182080 - -	2.11 - -	150000 55924 238004	2.11 0.64 2.75
2	SUA EXPLOSIVES AND ACCESSORIES LIMITED – At the beginning of the year – Increase / Decrease in Shareholding during the year – At the end of the year	150000 - -	1.74 - -	150000 - 150000	1.74 - 1.74
3	MAHENDRA GIRDHARILAL – At the beginning of the year – Increase / Decrease in Share holding during the year – At the end of the year	102384 - -	1.19 - -	102384 11622 114006	1.19 0.13 1.32
4	HULAS RAHUL GUPTA – At the beginning of the year – Increase / Decrease in Share holding during the year – At the end of the year	104100 - -	1.20 - -	104100 - 104100	1.20 - 1.20
5	PRASHANT JAYANTILAL PATEL – At the beginning of the year – Increase / Decrease in Share holding during the year – At the end of the year	94500 - -	1.09 - -	94500 - 94500	1.09 - 1.09
6	ARVINDKUMAR J SANCHETI – At the beginning of the year – Increase / Decrease in Share holding during the year – At the end of the year	51425 - -	0.59 - -	51425 18510 69935	0.59 0.22 0.81
7	ABHISHEK PODDAR – At the beginning of the year – Increase / Decrease in Share holding during the year – At the end of the year	67558 - -	0.78 - -	67558 - 67558	0.78 - 0.78
8	JARODA PLANTATIONS PVT. LTD. – At the beginning of the year – Increase / Decrease in Share holding during the year – At the end of the year	36393 - -	0.42 - -	36393 - 36393	0.42 - 0.42
9	SARITA ARVIND SANCHETI – At the beginning of the year – Increase / Decrease in Share holding during the year – At the end of the year	10200 - -	0.12 - -	10200 17228 27428	0.12 0.20 0.32
10	NINJA SECURITIES PVT LTD – At the beginning of the year – Increase / Decrease in Share holding during the year – At the end of the year	27883 - -	0.32 - -	27883 (3083) 24800	0.32 (0.03) 0.29

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 - Increase / Decrease in Share holding during the year - At the end of the year	807831 - -	9.35 - -	807831 - 807831	9.35 - 9.35
2.	V K Gupta (HUF) - At the beginning of the year - Increase / Decrease in Share holding during the year - At the end of the year	497949 - -	5.76 - -	497949 - 497949	5.76 - 5.76
3.	Vivek Gupta - At the beginning of the year - Increase / Decrease in Share holding during the year - At the end of the year	293328 - -	3.40 - -	293328 - 293328	3.40 - 3.40
4.	Vivek Gupta (HUF) - At the beginning of the year - Increase / Decrease in Share holding during the year - At the end of the year	138477 - -	1.60 - -	138477 - 138477	1.60 - 1.60
5.	SHALINI GUPTA - At the beginning of the year - Increase / Decrease in Share holding during the year - At the end of the year	278151 - -	3.22 - -	278151 - 278151	3.22 - 3.22

The following Director and KMP did not hold any shares in the company during the financial year 2018-19

Mahesh Prasad Mehrotra (Director)	Bharat Bhushan Chadha (Director)
Achintya Karati (Director)	Vijay Kumar Goel (Director)
Surender Singh Bhandari (Director)	Sanjiv Agarwal (CFO)*
Atul Krishna Pandey (Company Secretary)**	Vikas Rawat (Company Secretary)***

* Sanjiv Agarwal has resigned the Company w.e.f. 10.07.2019

** Atul Krishna Pandey has resigned the Company w.e.f. 13.11.2018

*** Vikas Rawat appointed as Company Secretary w.e.f. 13.11.2018

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	6192.81	668.2	-	6861.01
i. Principal Amount	-	-	-	-
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	6192.81	668.2	-	6861.01
Change in Indebtedness during the financial year				
• Addition	-	0	-	-
• Reduction	1969.21	42.8	-	2012.01
Net Change	1969.21	42.8	-	2012.01
Indebtedness at the end of the financial year				
i. Principal Amount	4223.6	-	-	4223.6
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	4223.6	-	-	4223.6

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 Kumar Gupta	Vivek Gupta	Surender Singh Bhandari	
	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	44.15	36.80	3.50	84.45
	(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(A)	44.15	36.80	3.50	84.45
	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.	Independent Directors						
	➤ Fee for attending board/ committee meetings	1.30	1.30	0.175	0.40	-	3.175
	➤ Commission	-	-	-	-	-	-
	➤ Others, please specify	-	-	-	-	-	-
	Total(1)	1.30	1.30	0.175	0.40	-	3.175
2.	Other Non-Executive Directors						
	➤ Fee for attending board/ committee meetings	-	-	-	-	0.90	0.90
	➤ Commission	-	-	-	-	-	-
	➤ Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	0.90	0.90
	Total (B)=(1+2)	1.30	1.30	0.175	0.40	0.90	4.075
	Total Managerial Remuneration						94.215
	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	CFO	Company Secretary	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	24.44	6.79	31.23
	(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	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	24.44	6.79	31.23

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 InDefault					
Penalty			None		
Punishment					
Compounding					

For & on behalf of the Board of Directors

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

Place: New Delhi
Dated: 14th August, 2019

Annexure-V

A. Conservation of Energy

- a) **Steps taken or impact on conservation of energy are as under:-** The Company has constantly been emphasizing an optimization of energy consumption in every possible area in its units. 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 (in Lacs)
Foreign exchange earnings	Rs. 130.18
Foreign Exchange outgo	Rs. 118.4

* The above export earning includes the export made to Nepal of Rs. 129.40 Lakh.

For & on behalf of the Board of Directors

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

Place: New Delhi
Date: 14th August, 2019

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE, OUTLOOK & DEVELOPMENTS

The Company's main business is manufacturing and sales of PVC Wires and Cables with flexible copper conductor. 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.

Wires and cables market in India is highly fragmented, with the presence of large number of enterprises. The organized sector manufactures high voltage durable cables, whereas the unorganized sector mainly captures the low voltage market, where products are mainly separated on the basis of the price. Cable industry growth and revenue is dependent on many sectors like telecommunication, automotive, railway, real estate and Infrastructure Sector etc.

India's organized wire and cable market is dominated by few major players amongst your Company gulping a large share of organized market for wires and cables. The intensifying competition in the industry has put increasing pressures on all of players to maintain their market shares and your Company has been continuously working to increase the market share by introducing new various types of cables in addition to enhancing the visibility of its existing brands.

The wires and cables market is presently at its growing stage in our country and is expected to be capturing a significant share in the electrical equipment industry in the upcoming years.

OPPORTUNITY & THREATS, RISK & CONCERNS

The wires and cables industry in India has come a long way, rowing from being a small industry to a very large one, over the past decade. The increasing demand for power, light and communication has kept demand high for wire and cable. This

trend will continue as demand for reliable, efficient energy and data communications will strengthen the wires and cables industry in the future as well.

The specialised cable industry is roughly of the size of Rs. 10,000 crores. The government has announced ambitious plans for infrastructure development. One of the primary focus area of the development plan is railways, with over Rs. 800,000 crore as promised investment over the period of 2015-2020. In addition the government has ear marked Rs 50,000 crore (US\$ 7.53 billion) develop 100 smart cities across the country.

The GST rollout weighed on the growth in the first half of the year. The rationalisation of GST rates for electrical product categories by the government in the second half of the year enabled positive sentiments amongst consumers and we are optimistic about the growth opportunities it may bring.

Your Company is fully aware of these challenges and is geared to meet them. Your Company also recognizes the risks associated with business and takes adequate measures to address the associated risks and concerns.

The Company has laid down a well-defined risk management mechanism covering the risk mapping & trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non-business risks. The management periodically reviews the risk and suggests steps to be taken to control and mitigate the same through a properly defined framework. In line with the new regulatory requirements, the Company has formally framed a Risk Management Policy to identify and assess the key risk areas, to monitor and report compliance and effectiveness of the policy and procedure.

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

Ratios	2018-19	2017-18	Variation (in %)	Reason for change
Inventory Turnover Ratio (in days)	282	289	(2.34%)	The decline in inventory turnover ratio is due to decrease in the inventory levels maintained by the Company
Interest Coverage Ratio (in %)	18%	(24%)	174%	The increase in Interest coverage ratio is due to better profitability in the financial year 2018-19.
Operation Profit Ratio (in %)	(15%)	(21%)	29.03%	The increase in the operating profit ratio is due to improved margin and better profitability in financial year 2018-19
Return on Net Worth (in %)	102%	(1427%)	107.14%	The increase in Return on Net worth Ratio and Net Profit ratio is due to profit on sale of land & building and improved margins in the financial year 2018-19
Net Profit Ratio (%)	70%	(18%)	497.57%	

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to its operations, financial reporting and compliance with applicable laws and regulations. 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 is also being regularly appraised the Financial control system. The Company also continues its efforts to align all its processes and controls with best practices.

HUMAN RESOURCES

The Company firmly believes that the human capital built up by it over the years is its most valuable asset and key resource of the Company. All efforts are made to empower them continuously through greater knowledge, team spirit and developing greater sense of responsibility. The Company has steadily built up human resources and trained them well to take on enlarged operations so as to take advantage of the opportunities thrown open by the market.

The Company has reinforced the capabilities of its workforce through the launch of numerous in-house training programmes

and job-specific training throughout the year and has also taken initiatives for health and safety of employees and imparted machine safety training.

The Company recognizes the importance of human resources in realising its growth ambitions and believes in nurturing talent within the organization to take up leadership positions. During the year the Company had cordial relations with workers, staff and officers.

CAUTIONARY STATEMENT

Statement in Management's Discussion and Analysis Report which seeks to describe the Company's objectives, projections, estimates, expectations and predictions may be considered to be "forward-looking statements" as of the date of this report and are stated as required by applicable laws and regulations. Actual performance and results could differ materially from those expressed or implied and the Company owns no obligation to publicly update these forward looking statements to reflect subsequent events or circumstances. Market data and product analysis contained in this Report has been obtained from internal Company reports and industry publications, but their accuracy and completeness are not guaranteed and their reliability cannot be assured.

CORPORATE GOVERNANCE REPORT

Your Directors present the Company's Report on Corporate Governance in compliance Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of Regulation 46(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

CORPORATE GOVERNANCE PHILOSOPHY

The Board and Management of Delton believe that operating to the highest level of transparency and integrity in everything we do is integral to the culture of our Company. The Company established the culture of ensuring that all our activities are for the mutual benefit of the Company and all our stakeholders, our customers, our regulators, our employees, our shareholders and the communities in India of which we are an integral part and are privileged to serve. The Board and management of Delton are committed to the highest standards of accountability, transparency, social responsiveness, operational efficiency and good ethics.

The Company is committed to sound Corporate Governance practices and compliance with all applicable laws and regulations. The Board believe that sound corporate governance is critical to retain stakeholders' trust. Accordingly, the Company views corporate governance in its widest sense almost like a trusteeship, a philosophy to be progressed, a value to be imbibed and an ideology to be ingrained into the corporate culture.

Corporate governance standards for listed companies are regulated by Securities and Exchange Board of India (SEBI)

through Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Schedule V of the Listing Regulations. As a Company which believes in implementing corporate governance practices Delton has adopted all corporate governance practices mandated in the Listing Regulations,

BOARD OF DIRECTORS

The Company's Board comprises 8 members - 3 Executive Directors and 5 Non-executive Directors including 4 Independent Directors.

The composition of the Board represents a healthy blend and optimal mix of professionalism, knowledge and experience which enables the Board to discharge its responsibilities and provide effective leadership for long term vision and to achieve the highest level of governance.

That pursuant to SEBI (LODR) Regulations, 2015, the Board shall meet atleast 4(Four) times in a year and the time gap between any two Board Meeting did not exceed 120 (One Hundred and Twenty) days.

The Board of Directors periodically reviews compliance reports pertaining to all laws applicable to the Company. All Statutory and other matters of significance including information as mentioned in Part A of Schedule II (Listing Obligations and Disclosure Requirements) Regulations, 2015 are informed to the Board to enable it to discharge its responsibility of strategic supervision of the Company.

(A) Composition, Directorship And Attendance

Name	Category of Directors	Financial Year 2018-19 Attendance at		No. of Directorships in other companies including this listed entity as on 31.3.2019*	No. of Committee positions held in other companies including this listed entity as on 31.3.2019**	
		Board Meeting	Last AGM		Listed	Chairman
A. Promoters						
Sh. Vijender Kumar Gupta	Executive Chairman & Whole-time Director	9	Yes	2	Nil	1
Sh. Vivek Gupta	Executive Managing Director	9	Yes	3	Nil	3
Smt. Shalini Gupta	Non-Executive Non-Independent Director	9	Yes	1	Nil	Nil
B. Non – Promoters						
Sh. Surender Singh Bhandari	Executive Whole-time Director	1	No	1	Nil	Nil
Sh. Mahesh Prasad Mehrotra	Independent Director	9	Yes	4	2	2
Sh. Achintya Karati	Independent Director	9	Yes	6	5	5
Sh. Vijay Kumar Goel	Independent Director	5	No	2	Nil	1
Sh. Bharat Bhushan Chadha	Independent Director	2	No	1	Nil	1

(Data presented above is after taking into account the disclosures furnished by the Directors in the First Board Meeting for the Financial Year 2019-20)

*Directorship are reported for Listed Companies only in terms of Regulation 17A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

****Committee Membership/ Chairmanship are reported for Listed Companies and Unlisted Public Companies in terms of Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

DIRECTORSHIP IN OTHER LISTED ENTITIES AS ON 31ST MARCH, 2019

Name of Director	Name of other Listed Entity	Category of Directorship
Sh. Vijender Kumar Gupta	Saneh Industrial Investments Limited	Non Executive Non Independent Director
Sh. Vivek Gupta	Saneh Industrial Investments Limited Modipon Limited	Non Executive Non Independent Director Independent Director
Smt. Shalini Gupta	NIL	NIL
Sh. Surender Singh Bhandari	NIL	NIL
Sh. Mahesh Prasad Mehrotra	Dhampur Sugar Mills Limited V L S Finance Limited South Asian Enterprises Limited	Independent Director Executive Director – Promoter Non Executive Director- Promoter
Sh. Achintya Karati	Sangam (India) Limited J.K. Cement Limited Jay Bharat Maruti Limited Shyam Telecom Limited Uflex Limited	Independent Director Independent Director Independent Director Independent Director Independent Director
Sh. Vijay Kumar Goel	Dhampur Sugar Mills Limited	Chairman and Whole-time Director
Sh. Bharat Bhushan Chadha	NIL	NIL

*Sh. Vivek Gupta appointed as Independent Director on board of M/s Globus Spirit Limited w.e.f. 03/08/2019.

(B) Number of Meeting of Board of Directors held and dates on which held:

During the Financial Year 2018-19, 9 (Nine) Board Meeting were held on 30.05.2019, 06.07.2018, 10.08.2018, 22.08.2018, 29.09.2018, 13.11.2018, 14.02.2019, 06.03.2019 and 27.03.2019.

(C) Disclosure of Relationship between Directors inter-se:

Sh. Vivek Gupta, Managing Director on the Board of Directors is son of Sh. Vijender Kumar Gupta, Chairman and Whole-time Director of the Company.

Smt. Shalini Gupta, Non Executive Director on the Board of Director is wife of Sh. Vivek Gupta, Managing Director and Chief Executive Officer (CEO) of the Company.

(D) Number of Shares and Convertible Instruments held by Non-Executive Directors:-

Smt. Shalini Gupta, Non-executive non independent director on the Board of Directors of the Company holds 278151 equity shares of the Company.

(E) Web Link where details of the Familiarisation Programmes imparted to Independent directors is disclosed:

The Board members are provided with necessary information, documents, reports and internal policies to familiarize them with the Company's procedure and practices. Up-dates on relevant statutory, regulatory changes encompassing important laws/ regulations applicable to the Company are duly intimated to all Directors.

Upon appointment, Independent Directors receive a letter of appointment, setting out in details the terms of their appointment, duties, roles and responsibilities.

The details of the familiarization programmes for independent directors are posted on the website of the Company i.e. www.deltoncables.com

(F) Confirmation of the Board

The Board based on the declaration submitted by the Independent Directors of the Company as a part of Annual

Disclosure for the Financial Year 2019-20, hereby certify that all the Independent Directors of the Company fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations and are independent of the management.

AUDIT COMMITTEE

Terms of Reference

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, terms of reference of Audit Committee are as follows:

- i. The recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- ii. Review and monitor the Auditor's independence and performance, and effectiveness of audit process;
- iii. Examination of the financial statement and the Auditor's report thereon;
- iv. Review, Approval or any subsequent modification of transactions of the Company with related parties;
- v. Scrutiny of inter-corporate loans and investments;
- vi. Valuation of undertakings or assets of the Company, wherever it is necessary;
- vii. evaluation of internal financial controls and risk management systems;
- viii. Such other responsibilities/roles/functions as provided under the Companies Act, 2013, Listing Agreement and as may be assigned by the Board from time to time.

Composition, Meeting and Attendance

The Audit Committee of the Company is duly constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 ("the Act") and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. The Committee comprises of 4 members including 3 independent directors. All members of the Committee possess financial/ accounting expertise/ exposure.

Mr. Mahesh Prasad Mehrotra, an Independent Director is the Chairman and was present at the last Annual General Meeting of the Company.

During the Financial Year 2018-19, four meetings of the Audit Committee were held on May 30, 2018, August 10, 2018, November 13, 2018 and February 14, 2019, the attendance of which is as under. The maximum gap between any two consecutive meetings did not exceeded One Hundred and Twenty Days. The requisite quorum was present in all meetings.

Name of Member	Designation	No. of Meeting(s)	
		Held during tenure	Attended
Sh. Mahesh Prasad Mehrotra	Chairman Independent Director	4	4
Sh. Vivek Gupta	Member Executive Director	4	4
Sh. Achintya Karati	Member Independent Director	4	4
Sh. Bharat Bhushan Chadha	Member Independent Director	4	1

NOMINATION AND REMUNERATION COMMITTEE

Terms of Reference

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, terms of reference of Audit Committee are as follows:

- (a) Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down,
- (b) Carry out evaluation of every director's performance,
- (c) Recommend to the Board their appointment and removal,
- (d) Formulate the criteria for determining qualifications, positive attributes and independence of a director,
- (e) Recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees, and
- (f) Such other responsibilities/roles/functions as provided under the Companies Act, 2013, Listing Agreement and as may be assigned by the Board from time to time.

Composition, Meeting and Attendance

The Nomination and Remuneration Committee of the Company is duly constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 ("the Act") and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. The Committee comprises of 4 members including 3 independent directors.

Sh. Achintya Karati, an Independent Director is the Chairman of the Committee and was present at the last Annual General Meeting of the Company. Sh. Vijender Kumar Gupta, Chairman of the Company is a member of the Committee but does not chair the committee.

During the Financial Year 2018-19, four meetings of the Nomination and Remuneration Committee were held on May 30, 2018, August 10, 2018, November 13, 2018 and February 14,

2019, the attendance of which is as under. The requisite quorum was present in all meetings.

Name of Member	Designation	No. of Meeting(s)	
		Held during tenure	Attended
Sh. Achintya Karati	Chairman Independent Director	4	4
Sh. Vijender Kumar Gupta	Member Executive Director	4	4
Sh. Mahesh Prasad Mehrotra	Member Independent Director	4	4
Sh. Bharat Bhushan Chadha	Member Independent Director	4	1

Performance Evaluation criteria for Independent Director

The Nomination and Remuneration Committee of the Board has laid out the evaluation criteria for performance evaluation of the Board, its Committees and all the individual Directors in adherence of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

REMUNERATION OF DIRECTORS

There were no pecuniary transactions with Non-Executive Director of the Company except for payment of sitting fee for attending the board/committee meeting.

The Company follows a policy on remuneration of Directors, Key Managerial Personnel and Senior Management Employees. In compliance of the provisions of the Companies Act, 2013 rules and regulations made thereunder and SEBI (LODR) Regulations, 2015 the policy has been formulated by the Nomination and Remuneration Committee and approved by the Board. The said policy forms a part of Directors Report and is also available on the website of the Company i.e. www.deltoncables.com

The disclosures with respect to remuneration to all directors and other disclosures have been published in extract of annual return MGT-9 forming part of annual report.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholder relationship committee is formulated in accordance with the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Sh. Achintya Karati, Non-executive Independent Director is the Chairman of the Committee and was present at the last Annual General Meeting of the Company.

Composition, Meeting and Attendance

During the financial year 2018-19, no investor complaints were received and therefore no meeting of the said committee was held.

The Composition of the Stakeholder Relationship Committee is given as under:-

S. No.	Name	Designation
1	Sh. Achintya Karati	Chairman, Independent Director
2	Sh. Vijender Kumar Gupta	Member, Executive Director
3	Sh. Vivek Gupta	Member, Executive Director

Compliance Officer

Sh. Vikas Rawat, Company Secretary is the Compliance Officer for complying with the requirements of Securities Laws.

Redressal of Investor Grievances

During the year under review, 1 investor complaint was received and resolved.

GENERAL BODY MEETING:

Particulars of past three Annual General Meeting (AGM) :

Year	Location of AGM	Date & Time	Special Resolution
2015-16	Delton Hall, I.E.T.E 2, Institutional Area, Lodi Road, New Delhi - 110003	30.09.2016 11.00 A.M.	Nil
2016-17	Delton Hall, I.E.T.E 2, Institutional Area, Lodi Road, New Delhi - 110003	29.09.2017 11.00 A.M.	Nil
2017-18	Delton Hall, I.E.T.E 2, Institutional Area, Lodi Road, New Delhi - 110003	29.09.2018 11.00 A.M.	Approval for re-appointment of Sh. Surender Singh Bhandari (DIN: 02521713) as Whole-time Director of the Company for further period of three years

POSTAL BALLOT

During the Financial Year 2018-19, Company passed the following ordinary resolution through postal ballot pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

- Appointment of Statutory Auditor to fill Casual Vacancy vide postal ballot notice dated 04.04.2018, results of which were announced at the registered office of the Company on 12.05.2018. Summary of Voting is as under:

Description	No. of Shareholders	Number of Votes Cast by them	Percentage
Votes in favour	23	6334515	100
Votes against	0	0	0
Total	23	6334515	100

However, no Special Resolution was passed last year through postal ballot, neither any special resolution is proposed to be conducted through postal ballot.

MEANS OF COMMUNICATION

The Company publishes limited reviewed un-audited standalone financial results on quarterly basis. In respect of the fourth quarter, the Company publishes the audited financial results for the complete financial year.

The financial results are published in "The Pioneer" both English and Hindi Daily Editions and the financial results for the quarter/year ended 31st March, 2019 were published in "The Financial Express" (English Newspaper) and "The Pioneer" (Hindi Newspaper) within 48 hours of approval thereof. The same are placed on the website of the Company i.e. www.deltoncables.com in the investor section.

GENERAL SHAREHOLDER INFORMATION

(a) Annual General Meeting

Date: 30th September, 2019

Time: 10.30 a.m.

Venue: Delton Hall, I.E.T.E 2, Institutional Area, Lodi Road, New Delhi - 110003

(b) Financial Year

The Financial Year of the Company starts on 1st April of a year and ends on 31st March of the following year.

(c) Dividend Payment Date

The Company does not recommend any dividend for the financial year 2018-19.

(d) Listing on Stock Exchange

The equity shares of the Company are listed at BSE Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.

The Company has paid the listing fee to BSE for the financial year 2019-20 and annual custody fee for the financial year 2018-19 to National Securities Depository Limited and Central Depository Services (India) Limited.

(e) Stock Code

Bombay Stock Exchange (BSE) – 504240

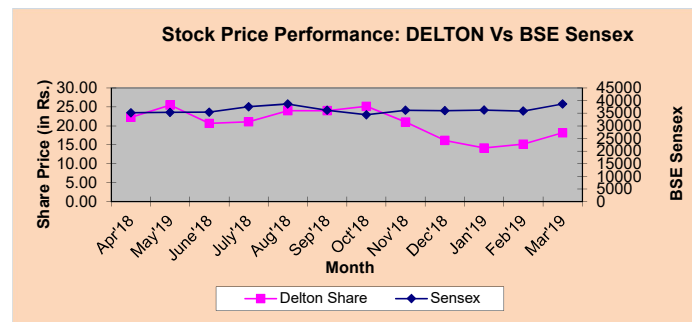
The International Securities Identification Number (ISIN) allotted to Company's share under the Depository System is INE872E01016

(f) Stock Market Data

Month	BSE Limited		
	High	Low	Volume
April 2018	23.80	18.75	9,599
May 2018	25.50	21.15	33,033
June 2018	24.40	20.00	9,433
July 2018	23.75	19.70	18,856
August 2018	26.00	21.50	15,455
September 2018	24.00	21.80	870
October 2018	25.15	25.15	1
November 2018	24.90	20.90	1,910
December 2018	20.00	15.00	8,234
January 2019	16.60	14.10	4,401
February 2019	15.20	12.01	13,476
March 2019	19.95	14.45	7,544

(Source: BSE website)

(g) Performance in comparison to BSE Sensex



(h) Registrar and Share Transfer Agent (RTA)
 Beetal Financial & Computer Services (P) Limited
 Beetal House, 3rd Floor,
 99 Madangir, Behind Local Shopping Centre,
 Near Dada Harsukhdas Mandir, New Delhi – 110 062
 Telephone: 91-11- 29961281, 82 and 83
 Fax: 91-11-29961284
 Email: beetal@beetalfinancial.com
 Website: www.beetalfinancial.com

(i) Share Transfer System

The share transfer requests received in physical form are processed through the Registrar and Transfer Agent within 15 days from the date of receipt, subject to completeness of documents in all aspects. To expedite the process of the share transfer, the Board delegated the power of share transfer/ transmission to Share Transfer Committee. The details of share transfers/ transmission so approved from time to time by Share Transfer Committee are placed before the Board for noting and confirmation.

SEBI vide its notification dated June 8, 2018 amended the SEBI (LODR) Regulations, 2015 and mandated the transfer of securities would be carried out in dematerialized form only effective from April 1, 2019. Accordingly, the Registrar and Share Transfer Agent and the Company will not accept any request for transfer of shares in a physical form from April 1, 2019. This restriction shall not be applicable for transmission of physical shares. Shareholders are accordingly requested to get in touch

Share Ownership Pattern as on 31st March, 2019

S. No.	Category	No. of Holders	No. of Shares held	% of shares held	No. of Shares Dematerialised
1.	Promoter & Promoter Group	19	6375918	73.80	6323718
2.	I. Institutions				
	Financial Institutions/Banks	4	2034	0.02	75
	2. Central Govt/ State Govt./ President of India	0	0	0.00	0
	3. Non- Institutions				
	Indian Public	5145	1678340	19.42	1333362
	NRI	26	6519	0.08	6519
	Body Corporates	44	243687	2.82	242401
	Others	47	95498	0.00	95448
	Investor Education and Protection Fund	1	238004	2.75	238004
	Total	5286	8640000	100.00	8239527

(k) Dematerialisation of Securities and Liquidity

The equity shares of the Company are tradable in the compulsory dematerialised segment of the Stock Exchange and available in the depository system of National Securities Depository Limited and Central Depository Services (India) Limited. As on 31st March, 2019, 82,45,335 equity shares out of 86,40,000 equity shares were in a dematerialized form and the remaining 3,94,665 equity shares in physical form. The Company's share are liquid and actively traded on BSE.

(l) Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity

There are no GDRs/ADRs/ Warrants outstanding as on 31st March, 2019.

with any Depository Participants having registration with SEBI to open a demat account.

Pursuant to Regulation 7(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Compliance Certificate jointly signed by Compliance Officer and authorized representative of RTA certifying the compliance regarding maintenance of securities transfer facilities; Certificate for timely dematerialization of the shares as per SEBI (Depositories and Participants) Regulations, 1996; and Reconciliation of Share Capital Audit Report obtained from Practicing Company Secretary have been duly submitted to stock exchange within stipulated time.

(j) Distribution of Shareholding by Size as on 31st March, 2019

S. No.	Category (Shares)	Holders	% of Total Holders	Shares	% of Total Shares
1.	1-5000	4857	91.88	577011	6.6784
2.	5001-10000	222	4.19	152584	1.7660
3.	10001-20000	95	1.79	139622	1.6160
4.	20001-30000	32	0.60	82955	0.9601
5.	30001-40000	13	0.24	45099	0.5220
6.	40001-50000	8	0.15	35928	0.4158
7.	50001-100000	24	0.45	155551	1.8004
8.	100001 and above	35	0.66	7451250	86.2413
	Total	5286	100.00	8640000	100.0000

(m) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The details of exposure to foreign currency risk as on 31st March, 2019 are disclosed in Notes to Financial Statements.

(n) Plant Location

The manufacturing plant of the Company is situated at 17/4, Mathura Road, Faridabad – 121002 (Haryana).

(o) Address for correspondence

The Company Secretary
 Delton Cables Limited
 Delton House, 4801, Bharat Ram Road, 24,
 Daryaganj, New Delhi – 110002
 Phone: 91-11-23273907
 Email – cs@deltoncables.com / dcl@deltoncables.com

Address for correspondence with Registrar and Transfer Agent

Beetal Financial & Computer Services Private Limited
 Beetal House, 3rd Floor,
 99 Madangir, Behind Local Shopping Centre,
 Near Dada Harsukhdas Mandir, New Delhi – 110 062
 Telephone: 91-11- 29961281, 82 and 83
 Fax: 91-11-29961284
 Email: beetal@beetalfinancial.com

(p) Credit Rating

Brickwork Rating India Private Limited has assigned BWR BB rating to the fund based (long term) facilities of the Company and BWR A4 rating to the non fund (short term) facilities of the Company during the current financial year.

OTHER DISCLOSURES

(a) Disclosure on materially significant related party transactions that may have potential conflict with the interests of listed entity at large

During the financial year 2018-19, there were no materially significant related party transactions that may have conflict with the interest of listed entity at large. For reference, the details of related party transactions in accordance with IND AS-24 are given in Note No. 40 of Notes forming part of the financial statements of the Annual Report.

(b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;

No penalties or strictures have been imposed on the Company by Stock Exchange or the Board or any other Statutory Authority on any matter related to capital market during the last three years.

(c) Vigil Mechanism/ Whistle Blower Policy

Pursuant to Section 177(9) of the Companies Act, 2013 read with Regulation 22 of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, the Company has in place a whistle blower policy for establishing a vigil mechanism for Directors and Employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee. No person was denied access to the Audit Committee of the Company. The detailed policy is available on the website of the Company.

(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has complied with all mandatory requirements of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015) except for an inadvertent delay of 4 days in uploading of investor compliant for the quarter ended 31.03.2019.

In addition to complying with all mandatory requirements, the Company has adopted following non-mandatory requirements as specified in Regulation 27(1) of SEBI

(Listing Obligations and Disclosures Requirement) Regulations, 2015):

i. Modified opinion(s) on audit report: The financial statements of the Company are with unmodified audit opinion.

ii. Reporting of Internal Auditor: The Internal Auditors of the Company directly report to audit Committee.

(e) Details of utilization of funds raised through preferential allotment or qualified institutions placements as specified under Regulation 32 (7A)

During the year under review, the Company did not raise any funds through preferential allotment or qualified institutions placements.

(f) Certificate from a Company Secretary in practice

On the basis of written presentations/ declaration received from the Directors of the Company as on March 31, 2019 M/s Vaibhav Sharma and Associates, Company Secretaries (Membership No. ACS 30041, CP No. 10831), have issued a certificate confirming that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/ Ministry of Corporate Affairs or any such statutory authority

(g) Fee paid to Statutory Auditors

The fee paid to Statutory Auditors for the Financial Year 2018-19 was Rs.12.50 lacs including other certification fee plus applicable taxes and out of pocket expenses.

(h) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has always believed in providing a safe and harassment free workplace for every individual working in the office premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place robust policy on prevention of sexual harassment at workplace. The policy aims at prevention of harassment of employees as well as contractors and lays down the guidelines for identification, reporting and prevention of sexual harassment.

Further disclosure required in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is as follows:

Particulars	Nos.
Number of Complaints filed during the financial year	Nil
Number of Complaints disposed of during the financial year	Nil
Number of Complaints pending as on end of the financial year	Nil

(i) Disclosure of the Compliance with Corporate Governance Requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46

The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 and clauses

(b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

(j) Compliance with Code of Conduct

The Code of Conduct is applicable to all Directors and employees of the Company. The Company has in place Code of Conduct including duties of Independent Directors. All Board Members and Senior Management Personnel have affirmed compliance to the code of conduct for the year ended on 31st March, 2019.

A declaration, in terms of Regulation 26 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, signed by the CEO forms integral part of this report.

(k) Compliance Certificate from Practicing Company Secretary

The Certificate from Practicing Company Secretary regarding compliance of conditions of corporate governance forms an integral part of this report.

(l) Certificate from CEO and CFO

In terms of Regulation 17(8) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Compliance Certificate issued by the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) is annexed to this report.

CEO DECLARATION:

It is hereby confirmed that:

All Board Members and Senior Management Personnel have affirmed compliance with code of conduct for the financial year ended on March 31, 2019.

New Delhi
Date:30.05.2019

Sd/-
Vivek Gupta
CEO and Managing Director

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE BY PRACTICING COMPANY SECRETARY (Pursuant to Para E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

COMPLIANCE CERTIFICATE BY CEO AND CFO (Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

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

We have examined the compliances of the conditions of Corporate Governance by M/s. Delton Cables Limited ("the Company) for the year ended on March 31, 2019, as stipulated under Regulation 17 to 27, read with Schedule V and clauses (b) to (i) of Regulation 46(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of condition of corporate governance is the responsibility of the Management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. Further our scope of work under this examination did not involve us performing audit tests for the purpose of expressing an opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the Management, we certify that the Company has complied with the conditions of corporate governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable for the year ended on March 31, 2019.

We further state that this certificate is neither an assurance as to the future viability of the Company nor of efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **M/s Vaibhav Sharma & Associates**

**Sd/-
Vaibhav Sharma
Practicing Company Secretaries**

Place: New Delhi
Date: 14th August, 2019

ACS No: 30041
C P No: 10831

The Board of Directors
Delton Cables Limited

Pursuant to the provisions of Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we hereby certify that:

(a) We have reviewed financial statements and the cash flow statement for the financial year 2018-19 and that to the best of our knowledge and belief:

(i) these statement does not contain any materially untrue statement or omit any material facts or contains any statements that might be misleading;

(ii) these statement together present a true and fair view of the listed entity's affair and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of their knowledge and belief, no transactions entered into by the Company during the financial year 2018-19 which are fraudulent, illegal or violative of the Company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for the financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and that we have taken all necessary steps to rectify these deficiencies.

(d) We have indicated to the auditors and the Audit Committee

(i) significant changes, if any, in internal control over financial reporting during the financial year 2018-19;

(ii) significant changes, if any, in the accounting policies during the financial year 2018-19 and that the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: New Delhi
Date: 30.05.2019

**Sd/-
Vivek Gupta
CEO & Managing
Director**

**Sd/-
Sanjiv Aggarwal
CFO**

INDEPENDENT AUDITOR'S REPORT

To the Members

Delton Cables Limited

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of **Delton Cables Limited**, which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the period from April 1, 2018 to March 31, 2019, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters

1. Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)

The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue.

AUDITORS RESPONSE

We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard.

Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:

- Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.
- Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls.
- Selected a sample of continuing and new contracts and performed the following procedures :
 - Read, analysed and identified the distinct performance obligations in these contracts.
 - Compared these performance obligations with that identified and recorded by the Company.
 - Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.

2. Other Key Matters

The Company has during the year sold its Factory Land and Building situated at Dharuhera, Haryana and shifted its Plant & Machinery along with Inventory to plant situated at Faridabad, Haryana. This could have a significant effect on the Sales, direct & indirect costs, fulfillment of contractual obligations, trade receivables for effected customers and valuation of inventory under Work in Progress and other items.

Owing to relocation of production facility, the Company has identified certain inventories mainly included under Work in Progress being sub standard. Further, inventories have been identified which are obsolete owing to design changes. As a result, the Company has, during the year, written down its inventory. Further, the Company has during the year made a detailed assessment necessary to ascertain fair value of trade receivables outstanding for more than three years and wherein management of the Company believes that chances of recovery are remote have been written off.

We assessed these specific material transactions owing to inherent risk of error and the impact it may have on the Ind AS financial statements. We identified the significant risks in the transactions requiring special audit considerations. In this context we performed additional audit procedures including verification of the valuation reports of independent approved valuers for computation of capital gains tax, physical verification reports, internal audit reports, suggestions from lawyers and other material audit evidence suggesting reassessment and write down of inventories and trade receivables. Our audit procedures included an evaluation of the significant judgements made by management, amongst others based on an examination of the associated documents and discussion with management and other personnel of the Company. Furthermore, we discussed the status of legal proceedings in respect of the recovery suits filed by the Company and examined various documents in this respect.

Information Other than the Ind AS Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Ind AS financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of this auditor's report.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to

draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Ind AS financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) 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, as amended 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 litigations on its financial position in its Ind AS financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For Bansal & Co. LLP
Chartered Accountants
Firm's Registration No.-001113N/N500079**

**Sd/-
(Siddharth Bansal)
Partner
(Membership No.518004)**

Place of Signature: New Delhi
Date : May 30, 2019

**“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT
(Referred to in paragraph 1 under “Report on Other Legal and Regulatory Requirements”**

Section of our Audit Report of even date)

- (i) (a) The Company has maintained proper fixed assets register.
- (b) The fixed assets have been physically verified during the year by the management which, in our opinion provides for physical verification of the fixed assets at reasonable interval. During such verification no material discrepancies were noticed.
- (c) The title deeds of the Immovable Properties are held in the name of the company.
- (ii) The management has conducted physical verification of inventory at reasonable interval during the year and no material discrepancies were noticed on such physical verification.
- (iii) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.
- (iv) The company has not advanced any loan to the directors or to any other persons to any of its directors or to any other person in whom the director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person as mentioned in Section 185 of Companies Act 2013 and the Company does not hold any investment in other Companies as mentioned in Section 186 of Companies Act 2013.
- (v) The Company has not accepted any deposits from the public within the meaning of section 73 of Companies Act 2013.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by 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, the Company is regular in depositing undisputed statutory dues including provident fund, employees’ state insurance, income-tax, service tax, duty of customs, cess and any other material statutory dues applicable to it with the appropriate authorities. There are no arrears of outstanding statutory dues as on 31st March, 2019 concerned for a period of more than six months from the date they became payable .
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no dues of income tax or service tax (including goods & service tax) or duty of customs or value added tax that have not been deposited on account of disputes.

However, according to information and explanations given to us, the following dues of sales tax and excise have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of Dues	Amount (Rs in lakhs)	Period to which amount relates (A.Y.)	Forum where dispute is pending
Sales tax Law	Sales Tax			
		10.04	2007-08	High Court
		13.57	2008-09	High Court
		3.14	2008-09	Sales Tax Tribunal
		1.68	2009-10	Joint Com. (Appeal)
		3.15	2009-10	Joint Com. (Appeal)
		2.05	2010-11	Joint Com. (Appeal)
		20.23	2011-12	High Court
		301.46	2011-12	VAT Tribunal
		1.31	2011-12	Joint Com. (Appeal)
		9.07	2012-13	High Court
		5.64	2012-13	High Court
		5.89	2013-14	VAT Tribunal
		21.92	2014-15	Joint Com. (Appeal)
		29.46	2014-15	Joint Com. (Appeal)
		5.00	2015-16	ETO
		0.15	2015-16	Joint Com. (Appeal)
Excise Law	Excise case	10.29	2011-12	Custom, Excise and Service tax Tribunal. Tribunal, New Delhi
	Excise case	22.09	2008-09 to Nov,2012	Custom, Excise and Service tax Tribunal. Tribunal, New Delhi
	Excise case	2.39	Dec 2012 to Sept.2013	Custom, Excise and Service tax Tribunal. Tribunal, New Delhi
	Excise case	4.97	Oct 2013 to Aug 2014	Custom, Excise and Service tax Tribunal. Tribunal, New Delhi

(viii) According to the information and explanation given to us, the company has defaulted in repayment of following dues to the bank during the year. The Company has not issued any debentures.

Particulars	Maximum amount of default (Rs. in lakhs)	Max Period of default (in days)
Banks	1905.94	229

- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) No Preferential Allotment or Private Placement of Shares or Fully or Partly Convertible Debentures has been made by the company. Thus Para 3 (xiv) of the Order is not applicable.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Bansal & Co. LLP
Chartered Accountants
Firm's RegistrationNo.-001113N/N500079

Sd/-
(Siddharth Bansal)
Partner
(Membership No.518004)

Place of Signature: New Delhi
Date : May 30, 2019

**“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT
(Referred to in paragraph 2 (f) under “Report on Other Legal and Regulatory Requirements”
Section of our Audit Report of even date)**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of the Company as of March 31, 2019 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS’ RESPONSIBILITY

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgments, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

Based on the representation, information and documents provided by the company as regard to the internal control and our testing of such controls, in our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019.

**For Bansal & Co. LLP
Chartered Accountants
Firm’s Registration No.: 001113N/N500079**

**Sd/-
(Siddharth Bansal)
Partner
(Membership No.518004)**

**Place of Signature: New Delhi
Date: May 30, 2019**

Balance Sheet as at 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

	Note	As at 31 March 2019	As at 31 March 2018
I. ASSETS			
Non-current assets			
a. Property, plant and equipment	3	460.80	289.53
b. Investment Property	4	-	7.19
c. Intangible assets	5	2.69	3.37
d. Financial assets		-	
(i) Investments	6	0.33	0.33
(ii) Loans	7	71.04	70.85
(iii) Other financial assets	8	14.85	85.34
e. Deferred tax assets (net)	9	2,038.80	662.94
f. Other non-current assets	10	45.17	177.35
Total non-current assets		2,633.68	1,296.89
Current assets			
a. Inventories	11	3,623.00	4,726.78
b. Financial assets			
(i) Trade receivables	12	3,160.52	2,717.70
(ii) Cash and cash equivalents	13	478.43	75.45
(iii) Bank balances other than (ii) above	14	3,969.03	157.89
(iv) Loans	7	2.74	2.74
(v) Other financial assets	8	203.18	89.57
c. Current tax assets (net)	15	-	15.10
d. Other current assets	16	333.52	718.67
Total current assets		11,770.41	8,503.90
TOTAL ASSETS		14,404.10	9,800.80
II. EQUITY AND LIABILITIES			
Equity			
a. Equity share capital	17	864.00	864.00
b. Other equity	18	4,046.27	(957.45)
Total equity		4,910.27	(93.45)
LIABILITIES			
Non-current liabilities			
a. Financial liabilities			
(i) Borrowings	19	684.06	628.67
(ii) Other financial liabilities	23	5.00	7.30
b. Provisions	20	57.95	97.26
Total non-current liabilities		747.02	733.23
Current liabilities			
a. Financial liabilities			
(i) Borrowings	19	4,735.77	6,188.43
(ii) Trade payables	22		
Total outstanding dues of micro enterprises and small enterprises		93.59	158.84
Total outstanding dues of creditors other than micro enterprises and small enterprises		2,269.38	2,236.54
(iii) Other financial liabilities	23	67.08	67.34
b. Provisions	20	148.23	85.38
d. Other current liabilities	21	1,145.19	424.48
e. Current Tax Liabilities (Net)	24	287.59	-
Total current liabilities		8,746.82	9,161.01
Total equity and liabilities		14,404.10	9,800.80

The accompanying notes form an integral part of these financial statements
As per our report of even date attached

For **Bansal & Co.**

Chartered Accountants

ICAI Firm Registration No.: 001113N/N500079

Sd/-

Siddharth Bansal

Partner

Membership No. 518004

Place : New Delhi

Date : May 30th, 2019

For and on behalf of the Board of Directors

Delton Cables Limited

Sd/-

(V.K. Gupta)

Chairman

DIN NO: 00036210

Sd/-

(Sanjiv Agarwal)

Chief Financial Officer

Sd/-

(Vivek Gupta)

Managing Director

DIN NO: 00035916

Sd/-

(Vikas Rawat)

Company Secretary

Statement of Profit and Loss for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

	Note	For the year ended 31 March 2019	For the year ended 31 March 2018
Income			
Revenue from operations	25	7,201.83	7,446.52
Other income	26	173.62	57.24
Total income (I)		7,375.45	7,503.76
Expenses			
Cost of raw materials consumed	27	5,100.88	4,596.28
Purchases of stock in trade	28	455.41	1,452.64
Changes in inventories of finished goods, work-in-progress and stock in trade	29	(587.45)	(603.44)
Excise duty		-	146.28
Employee benefits expense	30	862.87	976.92
Finance costs	31	1,218.83	1,190.26
Depreciation and amortisation expense	32	48.44	51.59
Other expenses	33	1,326.08	1,222.35
Total expenses (II)		8,425.05	9,032.88
Profit/(Loss) before exceptional items and tax (I - II = III)		(1,049.60)	(1,529.12)
Exceptional items (IV)	34	5,724.33	(72.76)
Profit before tax (III-IV=V)		4,674.73	(1,601.88)
Tax expense: (VI)			
- Current tax : MAT for the year		989.92	-
- Deferred tax (including MAT credit entitlements)		(1,361.79)	(291.64)
- Income tax adjustment for earlier years		8.62	0.01
Total tax expense		(363.25)	(291.63)
Profit for the year (V-VI= VII)		5,037.98	(1,310.25)
Other comprehensive income / (expense) (VIII)			
Items that will not be reclassified to profit and loss			
Remeasurement of defined benefit liability		(48.35)	(33.35)
Income tax relating to items that will not be reclassified to profit and loss			
- Income tax relating to remeasurements of defined benefit liability		14.08	10.31
Total other comprehensive income / loss for the year (VIII)		(34.27)	(23.04)
Total comprehensive income/ (expense) for the year (VII + VIII = IX)		5,003.71	(1,333.29)
Earnings per equity share			
1. Basic		58.31	(15.16)
2. Diluted		58.31	(15.16)

The accompanying notes form an integral part of these financial statements
As per our report of even date attached

For Bansal & Co.
Chartered Accountants
ICAI Firm Registration No.: 001113N/N500079

Sd/-
Siddharth Bansal
Partner
Membership No. 518004
Place : New Delhi
Date : May 30th, 2019

For and on behalf of the Board of Directors
Delton Cables Limited

Sd/-
(V.K. Gupta)
Chairman
DIN NO: 00036210

Sd/-
(Sanjiv Agarwal)
Chief Financial Officer

Sd/-
(Vivek Gupta)
Managing Director
DIN NO: 00035916

Sd/-
(Vikas Rawat)
Company Secretary

Statement of Cash Flows for the year ended March 31, 2019

(Rupees in lakhs, except for share data and if otherwise stated)

Particulars	Notes	Year ended March 31, 2019 (Rs. in lacs)	Year ended March 31, 2018 (Rs. in lacs)
Cash flow from operating activities			
Profit before income tax		4,674.73	(1,601.88)
Adjustments for			
Depreciation and amortisation expenses	32	48.44	51.59
Loss on disposal of property, plant and equipment	34	73.37	72.76
Provision for doubtful debts and advances (net)	12	20.84	301.94
Bad debts/ advances written off	34	1,076.82	-
Asset balances write off	34	340.84	-
Inventory Write down	34	1,938.02	-
(Profit) on sale of land & building	34	(9,153.38)	-
Interest income classified as investing cash flows	26	(81.15)	(29.25)
Finance costs	31	1,218.83	1,190.26
Changes in operating assets and liabilities			
Decrease/(increase) in trade receivables	12	(1,540.48)	1,196.05
(Decrease)/increase in trade payables	22	(32.41)	(75.57)
Decrease/(Increase) in loan financial assets	7	(0.19)	17.60
Decrease/(Increase) in other financial assets	8	(113.61)	0.23
(Increase) / decrease in other non - current assets	10	132.18	26.72
(Increase) / decrease in inventories	11	(834.24)	(730.98)
(Increase) / decrease in other current assets	16	44.31	274.82
Increase in provisions	20	(10.73)	23.14
Increase / (decrease) in other current liabilities	21	51.43	(58.26)
Cash generated from operations		(2,146.38)	659.17
Income tax paid		(709.93)	(2.20)
Net cash inflow / (outflow) from operating activities		(2,856.31)	656.97
Cash flows from investing activities			
Payment for acquisition of property, plant and equipment / Investment Property	3	(354.64)	(10.59)
Payment for acquisition of intangible assets	5	(0.60)	(3.93)
Proceeds from sale of property, plant and equipment	3	9,681.00	-
Investment in fixed deposits	14	(3,740.66)	46.75
Interest income	26	81.15	27.23
Net cash inflow from investing activities		5,666.25	59.46
Cash flows from financing activities			
Proceeds/(Repayment) of long term borrowings	19	55.39	262.22
Proceeds/(Repayment) of short term borrowings	19	(1,471.15)	1,512.24
Interest and other borrowing costs paid	31	(1,218.83)	(1,178.40)
Net cash (outflow) from financing activities		(2,634.59)	596.06
Net increase / (decrease) in cash and cash equivalents		175.37	1,312.49
Cash and cash equivalents at the beginning of the financial year	13	(2,153.15)	(3,465.64)
Cash and cash equivalents at the end of the year		(1,977.79)	(2,153.15)
Reconciliation of cash and cash equivalents as per the cash flow statement			
Cash and cash equivalents as per above comprise of the following			
		March 31, 2019	March 31, 2018
Cash and cash equivalents	13	478.43	75.45
Book overdraft	21	(292.31)	(83.18)
Cash credit facility from bank	19	(2,163.91)	(2,145.42)
Balance as per statement of cash flows		(1,977.79)	(2,153.15)

The above statement of cash flows should be read in conjunction with the accompanying notes
This is the cash flow statement referred to in our report of even date.

For Bansal & Co.
Chartered Accountants
ICAI Firm Registration No.: 001113N/N500079

Sd/-
Siddharth Bansal
Partner
Membership No. 518004
Place : New Delhi
Date : May 30th, 2019

For and on behalf of the Board of Directors
Delton Cables Limited

Sd/-
(V.K. Gupta)
Chairman
DIN NO: 00036210

Sd/-
(Sanjiv Agarwal)
Chief Financial Officer

Sd/-
(Vivek Gupta)
Managing Director
DIN NO: 00035916

Sd/-
(Vikas Rawat)
Company Secretary

Statement of changes in equity for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

A Equity share capital

Particulars	Note	Amount
Balance as at 31 March 2018		864.00
Changes in share capital during 2018-19	17	-
Balance as at 31 March 2019		864.00

B Other equity

Particulars	Note	Reserves and surplus				Total
		Capital reserve	Securities premium account	Retained earnings/ Surplus in Statement of Profit or loss	General reserve	
Balance at 31 March 2018	18	12.70	33.18	(1,067.85)	64.53	(957.45)
Profit for the year				5,037.98		5,037.98
Other comprehensive income /(loss) for the year				(34.27)		(34.27)
Total comprehensive income /(loss) for the year		-	-	5,003.71	-	5,003.71
Balance as at 31 March 2019		12.70	33.18	3,935.86	64.53	4,046.26

The accompanying notes form an integral part of these financial statements
As per our report of even date attached

For Bansal & Co.
Chartered Accountants
ICAI Firm Registration No.: 001113N/N500079

Sd/-
Siddharth Bansal
Partner
Membership No. 518004
Place : New Delhi
Date : May 30th, 2019

For and on behalf of the Board of Directors
Delton Cables Limited

Sd/-
(V.K. Gupta)
Chairman
DIN NO: 00036210

Sd/-
(Sanjiv Agarwal)
Chief Financial Officer

Sd/-
(Vivek Gupta)
Managing Director
DIN NO: 00035916

Sd/-
(Vikas Rawat)
Company Secretary

Notes forming part of the financial statements for the year ended 31 March 2019

1 Company Information / Overview

Delton Cables Limited is a Public Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. In India its shares are listed on Bombay Stock Exchange The Company has its manufacturing unit at Faridabad. The company is engaged in manufacturing and supplying of wires, cables and switchgears. Delton is a prime supplier to the Power, Telecommunication, Railways, Steel and Mining sectors in India and in the International market also.

2.a Basis of preparation

(i) **Statement of compliance**

These Standalone financial statements ("financial statements") have been prepared to comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

The financial statements were authorised for issue by the Board of Directors of the Company on 30th May 2019.

(i) **Basis of measurement**

These financial statements have been prepared in accordance with Indian Accounting Standards (IndAS) on accrual and going concern basis and the historical cost convention except for certain financial assets, financial liabilities and certain other items which have been measured at fair value as required under the relevant IndAS, the provisions of the Companies Act, 2013(Act) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI), IndAS as prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting Policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(ii) **Critical accounting estimates and judgements**

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Information about significant areas of estimation/uncertainty and judgements in applying accounting policies that have the most significant effect on the financial statements are as follows:

- measurement of defined benefit obligations: key actuarial assumptions.
- judgement required to ascertain lease classification.
- measurement of useful life and residual values of property, plant and equipment.
- fair value measurement of financial instruments.
- judgement required to determine probability of recognition of deferred tax assets.
- impairment of trade receivables
- other estimate items determined

There are no assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year.

2.b Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

(i) **Current - non-current classification**

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting period; or

Notes forming part of the financial statements for the year ended 31 March 2019

- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting period; or
- the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of operations and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle being a period of 12 months for the purpose of classification of assets and liabilities as current and non-current.

(ii) Foreign currency transactions and translations

Functional and presentation currency

The management has determined the currency of the primary economic environment in which the Company operates i.e., functional currency, to be Indian Rupees (Rs.). The financial statements are presented in Indian Rupees, which is the Company's functional and presentation currency. All amounts have been rounded to the nearest lacs upto two decimal places, unless otherwise stated.

Transactions and Balances

Monetary and non-monetary transactions in foreign currencies are initially recorded in the functional currency of the Company at the exchange rates at the date of the transactions or at an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary foreign currency assets and liabilities remaining unsettled on reporting date are translated at the rates of exchange prevailing on reporting date. Gains/(losses) arising on account of realisation/settlement of foreign exchange transactions and on translation of monetary foreign currency assets and liabilities are recognised in the Statement of Profit and Loss, except for gains / (losses) arising on translation of long-term foreign currency monetary loans taken before 31 March 2017 and used for acquisition of depreciable property, plant and equipment, are adjusted in the cost of property, plant and equipment. The above treatment will continue till the repayment of the foreign currency monetary loans.

Foreign exchange gains / (losses) arising on translation of foreign currency monetary loans are presented in the Statement of Profit and Loss on net basis. However, foreign exchange differences arising from foreign currency monetary loans to the extent regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs.

(iii) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to/ by the Company.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Notes forming part of the financial statements for the year ended 31 March 2019

- Level 1 — Quoted (unadjusted) prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

The Company measures financial instruments, such as, investments (other than investment in subsidiaries), at fair value at each reporting date. Also, fair value of financial instruments measured at amortised cost is disclosed in Note 34.

(iv) *Financial instruments*

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Recognition and initial measurement

All financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets are initially measured at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Classification and subsequent measurement

Classification

For the purpose of subsequent measurement, the Company classifies financial assets in following categories:

- Financial assets at amortised cost
- Financial assets at fair value through other comprehensive income (FVTOCI)
- Financial assets at fair value through profit or loss (FVTPL)

A financial asset being 'debt instrument' is measured at the amortised cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

A financial asset being 'debt instrument' is measured at the FVTOCI if both of the following criteria are met:

- The asset is held within the business model, whose objective is achieved both by collecting contractual cash flows and selling the financial assets, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

A financial asset being equity instrument is measured at FVTPL.

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL.

Subsequent measurement

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses, if any. Interest income and impairment are recognised in the Statement of Profit and Loss.

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest income, are recognised in

Notes forming part of the financial statements for the year ended 31 March 2019

the Statement of Profit and Loss.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. Any gain or loss on derecognition is recognised in the Statement of Profit and Loss.

Impairment of financial assets (other than at fair value)

The Company makes allowance for doubtful trade receivable and contract assets using simplified approach, significant judgement is used to estimate doubtful accounts as prescribed in IND AS 109. In estimating doubtful accounts historical and anticipated customer performance are considered. Changes in the economy, industry, or specific customer conditions may require adjustments to the allowance for doubtful accounts recorded in financial statements. This is done on the basis of company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the counterparty does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Financial liabilities

Recognition and initial measurement

All financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial liabilities are initially measured at fair value minus, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are attributable to the liability.

Classification and subsequent measurement

Financial liabilities are classified as measured at amortised cost or FVTPL.

A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the Statement of Profit and Loss.

Financial liabilities other than classified as FVTPL, are subsequently measured at amortised cost using the effective interest method. Interest expense are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in the Statement of Profit and Loss.

Derecognition

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

(vi) Share capital

Equity share capital

Issuance of ordinary shares are recognised as equity share capital in equity. Incremental costs directly attributable to the issuance of new equity shares are recognized as a deduction from equity, net of any tax effects.

(vii) Cash and cash equivalents

Cash and cash equivalents comprises of cash at banks and on hand, cheques on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

Notes forming part of the financial statements for the year ended 31 March 2019**(viii) Property, plant and equipment****Recognition and measurement**

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises: (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; (b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate component of property, plant and equipment.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of property, plant and equipment (calculated as the difference between the net disposal proceeds and the carrying amount of property, plant and equipment) is included in the Statement of Profit and Loss when property, plant and equipment is derecognised. The carrying amount of any component accounted as a separate component is derecognised, when replaced or when the property, plant and equipment to which the component relates gets derecognised.

Subsequent costs

Subsequent costs are included in the asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to Statement of Profit and Loss at the time of incurrence.

Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values and is charged to Statement of Profit and Loss. Depreciation on property, plant and equipment, is provided on straight-line method at the rates and in the manner provided in Schedule II of the Companies Act, 2013.

Depreciation has been charged based on the following useful lives:

Asset Head	Useful life in years
Factory Buildings	10-30
Plant and Machinery	15
Furniture & fixtures	10
Office Equipment	5-6
Vehicles	8-10

Leasehold improvements are depreciated on a straight line basis over the period of the initial lease term or their estimated useful life, whichever is lower.

The useful lives have been determined based on internal evaluation done by management and are in line with the estimated useful lives, to the extent prescribed by the Schedule II of the Companies Act, 2013, in order to reflect the technological obsolescence and actual usage of the asset. The residual values are not more than 5% of the original cost of the asset.

Depreciation is calculated on a pro-rata basis for assets purchased/sold during the year.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed by management at each reporting date and adjusted prospectively, as appropriate.

Capital work-in-progress

Cost of property, plant and equipment not ready for use as at the reporting date are disclosed as capital work-in-progress.

(ix) Investment Property

Property that is held for Long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as Investment Property. Investment Property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repair and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised. Investment Properties are depreciated using the straight line method over their estimated useful lives. The useful life has been

Notes forming part of the financial statements for the year ended 31 March 2019

determined based on technical evaluation performed by the management's expert.

(ix) Intangible Assets**Recognition and measurement**

Other intangible assets that are acquired are recognised only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and the cost of assets can be measured reliably. The other intangible assets are recorded at cost of acquisition including incidental costs related to acquisition and installation and are carried at cost less accumulated amortisation and impairment losses, if any.

Gain or losses arising from derecognition of an other intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the other intangible asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Particulars	Useful life in years
Goodwill	10
Brands/Trademarks	10
Computer Software	4

Subsequent costs

Subsequent costs is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure on other intangible assets is recognised in the Statement of Profit and Loss, as incurred.

Amortisation

Amortisation is calculated to write off the cost of other intangible assets over their estimated useful lives of 3 years using the straight-line method. Amortisation is calculated on a pro-rata basis for assets purchased/ disposed during the year.

Amortisation method, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.

Intangible assets under development

Cost of intangible assets under development as at the reporting date are disclosed as intangible assets under development.

(x) Leases**Leased assets**

Leases of property, plant and equipment that transfer to the Company substantially all of the risks and rewards of ownership are classified as finance lease. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities, as appropriate. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Leases in which significant portion of risks and rewards of ownership are not transferred are classified as operating leases. In determining the appropriate classification, the substance of the transaction rather than the form is considered.

Lease classification is made at the inception of the lease. Lease classification is changed only if, at any time during the lease, the parties to the lease agreement agree to revise the terms of the lease (without renewing it) in a way that it would have been classified differently, had the changed terms been in effect at inception. The revised agreement involves renegotiation of original terms and conditions and are accounted prospectively over the remaining term of the lease.

Lease payments

Minimum lease payments made under finance lease are apportioned between the finance costs and the reduction of the outstanding liability. The finance costs is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Lease payments in respect of assets taken on operating lease are charged to the Statement of Profit and Loss on a straight line basis over the period of the lease unless the payments are structured to increase in line with the expected general inflation to compensate the lessor's expected inflationary cost increases.

(xi) Inventories

Raw Materials, Components, Loose Tools, Stores and Spares are valued at the lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a weighted average basis. Work-in-progress and finished goods are valued at the lower of cost and net realisable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise

Notes forming part of the financial statements for the year ended 31 March 2019

duty. Cost is determined on a weighted average basis. Stock-in-trade are valued at the lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

(xii) Impairment - non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recoverable amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units (CGUs).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(xiii) Employee benefits

Short-term employee benefits

Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled.

Post-employment benefit plans

Defined contribution plans

The Company pays provident fund contributions to the appropriate government authorities. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefits expense when they are due.

Defined benefit plans

Defined benefit plans of the Company comprise gratuity.

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment, of an amount based on the respective employee's salary and the tenure of employment. Vesting occurs upon completion of five years of service. The gratuity plan of the Company is unfunded.

The liability recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated by actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost and other costs are included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in "other equity" in the Statement of Changes in Equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from settlement or curtailments are recognised immediately in Statement of Profit and Loss as past service cost.

Other long-term employee benefits

i. Compensated absences

Accumulated leave which is expected to be utilised within the next 12 months is treated as a short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of

Notes forming part of the financial statements for the year ended 31 March 2019

the unused entitlement that has accumulated at the reporting date.

Accordingly, benefits under compensated expenses are accounted as other long-term employee benefits. The Company's net obligation in respect of compensated absences is the amount of benefit to be settled in future, that employees have earned in return for their service in the current and previous years. The benefit is discounted to determine its present value. The obligation is measured on the basis of an actuarial valuation using the projected unit credit method. Remeasurements are recognised in Statement of Profit and Loss in the period in which they arise.

ii. Others

The Company's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of benefit to be settled in future, that employees have earned in return for their service in the current and previous years. The benefit is discounted to determine its present value. The obligation is measured on the basis of an actuarial valuation using the projected unit credit method. Remeasurements are recognised in Statement of Profit and Loss in the period in which they arise.

(xiv) Provisions and contingent liabilities and assets

Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities and assets

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

Contingent assets are possible assets that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

(xv) Revenue recognition

The Company earns revenue primarily from selling of Cables and switchgear items

Effective 1 April 2018, the Company has applied Ind AS 115 Revenue from contracts with customers which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces earlier Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the modified retrospective approach. The effect of initially applying this standard is recognised at the date of initial application (i.e. 1 April 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18. There were no material adjustments required to the retained earnings as at 1 April 2018. Also the application of Ind AS 115 did not have any significant impact on recognition and measurement of revenue and related items in the financial statements of the Company.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. The Company recognizes revenue on satisfaction of the performance obligation by transferring the promised goods and services mentioned in the contracts with the customers.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

The Company recognizes revenue for a performance obligation satisfied at point in time after satisfaction of the performance obligation. In case where the outcome of a performance obligation cannot be reasonably measured but the Company expects to recover the costs incurred in satisfying the performance obligation, the revenue is being recognized only to the extent of the costs incurred until such time that it can reasonably measure the outcome of the performance obligation.

The Company disaggregates revenue from contracts with customers by nature of goods and service.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled revenue (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time

Notes forming part of the financial statements for the year ended 31 March 2019

is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognised when there is billing in excess of revenues.

Interest income on financial assets (including deposits with banks) is recognised using the effective interest rate method.

Export Benefits

Export entitlements are recognised in the statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

(xvi) Expenditure

Expenses are accounted for on the accrual basis and provisions are made for all known losses and liabilities.

(xvii) Borrowing costs

Borrowing costs attributable to the acquisition or construction of a qualifying asset are capitalised as part of the cost of the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred. Borrowing cost includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(xviii) Income tax

Income tax expense comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any relating to income taxes. It is measured using tax rates enacted at the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets unrecognised or recognised, are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised. Significant management judgement is required to determine the probability of deferred tax asset.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Minimum Alternative Tax ("MAT") credit entitlement under the provisions of the Income-tax Act, 1961 is recognised as a deferred tax asset when it is probable that future economic benefit associated with it in the form of adjustment of future income tax liability, will flow to the Company and the asset can be measured reliably. MAT credit entitlement is set off to the extent allowed in the year in which the Company becomes liable to pay income taxes at the enacted tax rates. MAT credit entitlement is reviewed at each reporting date and is recognised to the extent that it is probable that future taxable profits will be available against which they can be used. MAT credit entitlement has been presented as deferred tax asset in Balance Sheet. Significant management judgement is required to determine the probability of recognition of MAT credit entitlement.

Deferred tax assets and deferred tax liabilities are offset only if there is a legally enforceable right to offset current tax liabilities and assets levied by the same tax authorities.

(xix) Earnings per share

The Company presents basic and diluted earnings per share (EPS) data for its equity shares.

Basic EPS is calculated by dividing the profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

Notes forming part of the financial statements for the year ended 31 March 2019

Diluted EPS is determined by adjusting profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding, for the effects of all dilutive potential equity shares, which comprise convertible preference shares and share options granted to employees.

(xx) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

(xxi) Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new standards and amendments to Ind AS which the Company has not applied as they are effective from 1 April 2019:

Appendix B to Ind AS 21, Foreign currency transactions and advance consideration:

On 28 March 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendments Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related assets, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment will come into force from 1st April 2018 and the company is in process of evaluating its impact on the standalone financial statements.

Ind AS 116 – Leases

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The Company will adopt Ind AS 116, effective annual reporting period beginning 1 April 2019. The Company will apply the standard to its leases, retrospectively, with the cumulative effect of initially applying the standard, recognised on the date of initial application (1 April 2019). Accordingly, the Company will not restate comparative information, instead, the cumulative effect of initially applying this Standard will be recognised as an adjustment to the opening balance of retained earnings as on 1 April 2019. On that date, the Company will recognise a lease liability measured at the present value of the remaining lease payments. The right-of-use of asset is recognised at its carrying amount as if the standard had been applied since the commencement date, but discounted using the lessee's incremental borrowing rate as at 1 April 2019. In accordance with the standard, the Company will elect not to apply the requirements of Ind AS 116 to short-term leases and leases for which the underlying asset is of low value.

On transition, the Company will be using the practical expedient provided the standard and therefore, will not reassess whether a contract, is or contains a lease, at the date of initial application. The Company is in the process of finalising changes to systems and processes to meet the accounting and reporting requirements of the standard.

With effect from 1 April 2019, the Company will recognise new assets and liabilities for its operating leases of premises and other assets. The nature of expenses related to those leases will change from lease rent in previous periods to (a) amortization charge for the right-to-use asset, and (b) interest accrued on lease liability.

Previously, the Company recognised operating lease expense on a straight-line basis over the term of the lease, and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised.

The Company has completed an initial assessment of the potential impact on its financial statements but has not yet completed its detailed assessment. The quantitative impact of adoption of Ind AS 116 on the financial statements in the period of initial application cannot be estimated reasonably as at present.

Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any material impact on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-

measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any material impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any material impact from this amendment.

Ind AS 40 - Transfers of Investment Property

The amendments clarify when an entity should transfer property, including property under construction or development into, or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use. The Company does not expect any material impact from this amendment.

Ind AS 12 - Recognition of Deferred Tax Assets for Unrealised Losses and Uncertainty over Income Tax Treatments

The amendments clarify that an entity needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount.

Entities are required to apply the amendments retrospectively. However, on initial application of the amendments, the change in the opening equity of the earliest comparative period may be recognised in opening retained earnings (or in another component of equity, as appropriate), without allocating the change between opening retained earnings and other components of equity. Entities applying this relief must disclose that fact.

The Company has completed an initial assessment of the potential impact on its financial statements but has not yet completed its detailed assessment. The quantitative impact on the financial statements cannot be estimated reasonably as at present.

On March 30, 2019, the Ministry of Corporate Affairs has notified Ind AS 12, Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives. The Company has completed an initial assessment of the potential impact on its financial statements but has not yet completed its detailed assessment. The quantitative impact on the financial statements cannot be estimated reasonably as at present.

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

3 Property, plant and equipment and capital work-in-progress

A Reconciliation of carrying amount

Particulars	Freehold Land	Building	Plant and machinery	Furniture and fixtures	Office equipment	Vehicles	Total
Gross carrying amount as at April 1, 2018	7.83	258	1,369	67.26	267	219	2,188
Additions during the year	-	-	6.63	0.32	5.34	281.80	294
Disposals during the year	-	(98.23)	(286.78)	(53.44)	(239.87)	(132.39)	(811)
Gross carrying value as at 31 March 2019	7.83	159.96	1,088.48	14.14	32.72	368.14	1,671.26
Accumulated depreciation				-		-	
Accumulated depreciation as at April 1, 2018	-	(249.12)	(1,143.82)	(62.91)	(243.45)	(199.06)	(1,898.36)
Depreciation for the year 18-19	-	(0.18)	(33.71)	(0.42)	(4.85)	(8.00)	(47.17)
Depreciation on disposals	-	95.89	237.24	50.73	225.43	125.77	735.06
Accumulated depreciation as at 31 March 2019	-	(153.41)	(940.30)	(12.60)	(22.87)	(81.29)	(1,210.46)
Net carrying value							
Net carrying value as at 31 March 2019	7.83	6.55	148.18	1.54	9.85	286.84	460.80
Net carrying value as at 31 March 2018	7.83	9.07	224.81	4.35	23.80	19.67	289.53

4 Investment Property

A Reconciliation of carrying amount

Particulars	Freehold Land	Total
Gross carrying amount as at April 1, 2018	7.19	7.19
Additions during the year (Capitalised from CWIP)	60.50	60.50
Disposals during the year	(67.69)	(67.69)
Balance as at 31 March 2019	0.00	0.00
Accumulated depreciation as at April 1, 2018		
Adjustments during the year*	-	-
Amortisation for the year	-	-
Balance at 31 March 2019	-	-
Net carrying value		
Net carrying value as at 31 March 2019	-	-
Net carrying value as at 31 March 2018	7.19	7.19

Fair Value

Particulars	As at March 31st, 2019	As at March 31st, 2018
Investment Property - Land at Dharuhera	-	6,000

Estimation of Fair Value

The Company obtains independent valuation of Investment property on regular basis. The best evidence of fair value is current price in an active market of similar properties.

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

5 Intangible assets

A Reconciliation of carrying amount

Particulars	Goodwill	Computer Software	Total
Gross carrying Balance as at 31 March 2018	70.00	78.75	148.75
Additions during the year	-	0.64	0.64
Disposals during the year	-	(2.88)	(2.88)
Balance as at 31 March 2019	70.00	76.51	146.51
Accumulated depreciation as at 31 March 2018	(70.00)	(75.38)	(145.38)
Amortisation for the year	-	(1.27)	(1.27)
Disposals during the year	-	2.83	2.83
Balance at 31 March 2019	(70.00)	(73.82)	(143.82)
Net carrying value as at 31 March 2019	-	2.69	2.69
Net carrying value as at 31 March 2018	-	3.37	3.37

6 Investments

Financial assets (non-current)- Investments

Particulars	As at 31 March 2019	As at 31 March 2018
Unquoted equity shares		
Investments at fair value through profit or loss (FVTPL)		
Equity investments, unquoted		
50 Shares of ₹10 each fully paid-up of Industrial Cables (I) Ltd (March 31 2017: 50 Shares, March 31 2016: 50 Shares)	0.00	0.00
2,500 Shares of ₹10 each fully paid-up of Maruti Ltd (March 31 2017: 2,500 Shares, March 31 2016: 2,500 Shares)	0.14	0.14
20,000 Shares of ₹10 each fully paid-up of Orient Fabrtex Ltd. (31 March 2017: 20,000 Shares, 31 March 2016: 20,000 Shares)	0.11	0.11
233 Shares of ₹10 each fully paid-up of Incab Industries Ltd (March 31 2017 : 233 Shares, March 31 2016 : 233 Shares)	0.03	0.03
Aggregate amount of unquoted investment	0.29	0.29
Investment in Government Securities		
Unquoted		
12 years National Defence Certificate (Since matured, pledged as security with Central Excise Department)	0.03	0.03
Aggregate amount of investment in Government Securities	0.03	0.03
TOTAL Non-Current Investment	0.33	0.33

7 Financial assets (non-current)- Loans

Particulars	As at 31 March 2019		As at 31 March 2018	
	Non current	Current	Non current	Current
Unsecured, considered good, unless otherwise stated:				
Security deposits	71.04	2.74	70.85	2.74
Total	71.04	2.74	70.85	2.74

8 Other financial assets

Particulars	As at 31 March 2019		As at 31 March 2018	
	Non current	Current	Non current	Current
Unsecured, considered good, unless otherwise stated:				
Deposits with banks with maturity period of more than twelve months	14.85	-	85.34	-
Advance recoverable				
- Considered good	-	203.18	-	89.57
Total	14.85	203.18	85.34	89.57

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

9 Income taxes

A. Amounts recognised in profit or loss

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Current tax		
Current period - MAT for the year	989.92	-
Taxes for earlier years	8.62	0.01
Deferred tax (b)		
<i>Attributable to-</i>		
Property, plant and equipment	(22.07)	(19.91)
Impact of expenditure charged but allowed for tax purposes on payment basis	2.15	(2.23)
Provisions - employee benefits	7.40	(4.49)
Allowance for credit losses on trade receivable	115.53	(93.30)
Allowance for credit losses on security deposits	0.05	0.00
MAT credit entitlements	(937.85)	
Borrowings	0.22	(3.99)
Other items		
Discounting of security deposit	0.09	0.03
Tax losses carried forward	(527.30)	(167.75)
	(1,361.79)	(291.64)
Tax expense	(363.25)	(291.63)

B. Income tax recognised in other comprehensive income

	For the year ended 31 March 2019			For the year ended 31 March 2018		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
Remeasurements of defined benefit liability (asset)	(48.35)	14.08	(34.27)	(33.35)	10.31	(23.05)
	(48.35)	14.08	(34.27)	(33.35)	10.31	(23.05)

C. Reconciliation of effective tax rate

	For the year ended 31 March 2019		For the year ended 31 March 2018	
Profit/ (loss) before tax		4,674.73		(1,601.89)
Tax using the Company's domestic tax rate	29.12%	1,361.28	30.90%	(494.98)
Effect of:				
Non-deductible expenses	0.00%	0.00	(0.01%)	0.15
Recognition of previously unrecognised tax losses	0.00%	0.00	(1.48%)	24
Taxes for earlier years	0.18%	8.62	-	0.01
Current year losses for which no deferred tax asset was recognised	11.88%	555.48	(11.17%)	178.88
Effective tax rate	41.19%	1,925.38	18.24%	(292.25)

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

D. Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Deferred tax (assets)		Deferred tax liabilities		Net deferred tax (asset) liabilities	
	For the year ended 31 March 2019	For the year ended 31 March 2018	For the year ended 31 March 2019	For the year ended 31 March 2018	For the year ended 31 March 2019	For the year ended 31 March 2018
Property, plant and equipment	4.41	-	-	17.67	4.41	17.67
Impact of expenditure charged but allowed for tax purposes on payment basis	9.66	11.81	-	-	9.66	(11.81)
Provisions - employee benefits	60.04	53.36	-	-	60.04	(53.36)
Allowance for credit losses on trade receivable	6.07	121.60	-	-	6.07	(121.60)
MAT credit entitlements	937.85	-	-	-	937.85	-
Allowance for credit losses on security deposits	0.79	0.84	-	-	0.79	(0.84)
Borrowings	3.57	3.79	-	-	3.57	(3.79)
Other items						
Discounting of security deposit	-	0.09	-	-	-	(0.09)
Tax losses carried forward	1,016.42	489.12	-	-	1,016.42	(489.12)
Deferred tax (assets) liabilities	2,038.80	680.60	-	17.67	2,038.80	(662.94)
Offsetting of deferred tax assets and deferred tax liabilities	-	(17.67)	-	(17.67)	-	-
Net deferred tax (assets) liabilities	2,038.80	662.94	-	-	2,038.80	(662.94)

Movement in temporary differences

	Balance as at 31 March 2018	Recognised in profit or loss during 18-19	Recognised in equity during 18-19	Recognised in OCI during 18-19	Balance as at 31 March 2019
Property, plant and equipment	17.67	(22.07)	-	-	(4.41)
Impact of expenditure charged but allowed for tax purposes on payment basis	(11.81)	2.15	-	-	(9.66)
Provisions - employee benefits	(53.36)	7.40	-	(14.08)	(60.04)
Allowance for credit losses on trade receivable	(121.60)	115.53	-	-	(6.07)
Allowance for credit losses on security deposits	(0.84)	0.05	-	-	(0.79)
MAT credit entitlements	-	(937.85)	-	-	(937.85)
Borrowings	(3.79)	0.22	-	-	(3.57)
Other items					
Discounting of security deposit	(0.09)	0.09	-	-	-
Tax losses carried forward	(489.12)	(527.30)	-	-	(1,016.42)
	(662.94)	(1,361.79)		(14.08)	(2,038.80)

10 Other non-current assets

Particulars	As at 31 March 2019	As at 31 March 2018
Unsecured, considered good, unless otherwise stated:		
Capital advances		
- Unsecured, considered good	41.14	101.64
Balances with government authorities	-	64.84
Prepaid expenses	4.03	10.86
Total	45.17	177.34

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

11 Inventories

Particulars	As at 31 March 2019	As at 31 March 2018
Raw materials and components	670.31	563.59
Stores, spares and tools	137.69	227.60
Work-in-progress	779.12	3,234.56
Finished goods	1,768.82	528.13
Stock-in-trade	48.66	59.13
Scrap	218.41	113.77
Total	3,623.00	4,726.78

12 Trade receivables

Particulars	As at 31 March 2019	As at 31 March 2018
Trade receivables	3,181.35	3,111.21
Receivables from related parties	-	-
Less: Allowance for credit loss	(20.84)	(393.51)
	3,160.52	2,717.70
Break up of security details		
Unsecured considered good	3,160.52	2,717.70
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	20.84	393.51
Total	3,181.35	3,111.21
Allowances for credit loss		
Unsecured considered good	-	-
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	(20.84)	(393.51)
	(20.84)	(393.51)
Total	3,160.52	2,717.70
Current portion	3,160.52	2,717.70
Non Current portion	-	-

The carrying amount of trade receivables approximates their fair value, is included in Note 35.

The Company's exposure to credit and currency risks, and impairment allowances related to trade receivables is disclosed in Note 35.

13 Cash and cash equivalents

Particulars	As at 31 March 2019	As at 31 March 2018
Cash on hand	13.74	3.83
Balances with banks	-	-
- in current accounts	19.85	18.85
Deposits with maturity of less than three months *	444.84	52.77
Total	478.43	75.45

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

14 Other bank balances

Particulars	As at 31 March 2019	As at 31 March 2018
Bank deposits with remaining maturity of more than three month but upto twelve months*	3,940.53	140.76
Interest accrued but not due on bank deposits	26.80	13.23
Upaid Dividend	1.70	3.90
Total	3,969.03	157.89

*Fixed deposit receipts amounting to Rs.300.21 lac (March 31, 2018: Rs. 278.87 lac) are pledged with banks and government authorities.

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

15 Current tax assets (net)

Particulars	As at 31 March 2019	As at 31 March 2018
Advance income tax		
Advance tax (net of provision for income tax Rs. 989.90 lacs (31 March 2018 - Nil	-	15.10
Total	-	15.10

16 Other current assets

Particulars	As at 31 March 2019	As at 31 March 2018
Unsecured considered good, unless otherwise stated		
Prepaid expenses	67.36	76.46
Balances with government authorities	254.33	618.47
Advances to employees	11.83	23.74
Total	333.52	718.67

17 Equity share capital

Particulars	As at 31 March 2019	As at 31 March 2018
Authorised :		
94,00,000 (31 March 2018 : 94,00,000) equity shares of Rs.10 each	940.00	940.00
40,000 (31 March 2018 : 40,000) Cumulative Convertible Preference Shares of Rs.10 each	40.00	40.00
20,000 (31 March 2018 : 20,000) Redeemable Cumulative Preference Shares of Rs.10 each	20.00	20.00
	1000.00	1000.00
Issued, subscribed and paid up:		
86,40,000 (31 March 2018 : 86,40,000) equity shares of Rs.10 each fully paid up.	864.00	864.00
	864.00	864.00
Reconciliation of number of shares outstanding at the beginning and end of the reporting period :		
Equity share :		
Outstanding at the beginning of the year	864.00	86,40,000
Equity shares allotted	-	-
Outstanding at the end of the year	864.00	86,40,000

Terms and rights attached to equity shares

The Company has only one class of equity shares with a value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders. During the year ended March 31, 2019, the amount of per share dividend recognized as distributions to equity shareholders is ₹ Nil (March 31, 2018: ₹ Nil).

(ii) Details of shareholders holding more than 5% shares in the Company

Particulars	As at 31 March 2019		As at 31 March 2018	
	Number of shares	% holding	Number of shares	% holding
Equity shares:				
(i) Vishranti Trading Enterprises Ltd.	2805501	32.47%	2805501	32.47%
(ii) Delton Cable Company	1107450	12.82%	1107450	12.82%

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

18 Other Equity

Reserves and surplus

Particulars	As at 31 March 2019	As at 31 March 2018
Capital reserve	12.70	12.70
Securities premium reserve	33.18	33.18
General reserve	64.53	64.53
Retained earnings	3,935.86	(1,067.85)
Balance at the end of the year	4,046.27	(957.45)

(i) Securities premium reserve

Particulars	As at 31 March 2019	As at 31 March 2018
Balance at the beginning of the year	33.18	33.18
Premium received during the year on account of issue of shares	-	-
Balance at the end of the year	33.18	33.18

(ii) General reserve

Particulars	As at 31 March 2019	As at 31 March 2018
Balance at the beginning of the year	64.53	64.53
Amount transferred during the year	-	-
Appropriations during the year	-	-
Balance at the end of the year	64.53	64.53

(iv) Retained earnings

Particulars	As at 31 March 2019	As at 31 March 2018
Balance at the beginning of the year	(1,067.85)	265.46
Net profit/(loss) for the year	5,037.98	(1,310.25)
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurements of post-employment benefit obligation, net of tax	(34.27)	(23.06)
Balance at the end of the year	3,935.86	(1,067.85)

Nature and purpose of other reserves

Securities premium reserve

Securities Premium reserve represents the amount received in excess of par value of securities (equity shares). The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

General reserve

General reserve represents the statutory reserve created in accordance with Indian Corporate law, wherein a portion of profit is required to be apportioned to such reserve. Under the Companies Act, 1956, it was mandatory to transfer a required amount to general reserve before a company could declare dividend, however, under the Companies Act, 2013, the transfer of any amount to general reserve is at the discretion of the Company.

Retained earnings

Retained earnings represent the undistributed profits of the Company.

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

19 Non current borrowings

Particulars	Non current		Current	
	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
Term loan:				
Secured bank loans				
- Vehicle Loan in indian currency	-	1.52	1.52	2.39
Secured loan from Financial Institutions				
- Vehicle Loan in indian currency	53.20	-	13.24	0.47
Unsecured loan from Financial Institutions				
- Term Loan in indian currency	578.90	627.15	46.50	41.05
Working capital demand loan from bank	-	-	1,152.00	1,560.53
Cash Credit Facility from Bank	-	-	2,163.91	2,145.42
LC Discounting	-	-	540.91	1,056.43
Loan from Banks	-	-	195.56	479.76
Loan from financial institutions	-	-	682.29	697.39
Other Borrowings	51.97	-	1.10	248.90
	684.06	628.67	4,797.03	6,232.34
Less: Amount included under other financial liabilities	-	-	(61.26)	(43.91)
Total	684.06	628.67	4,735.77	6,188.43

Particulars	As at 31 March 2019	As at 31 March 2018	Rate of Interest	Repayment Terms
Vehicle Loan from HDFC Bank	0.76	1.96	10.78% p.a.	60 Equal Monthly installments of Rs. 11,250 from November 2014
Vehicle Loan from HDFC Bank	0.76	1.96	10.78% p.a.	60 Equal Monthly installments of Rs. 11,250 from November 2014
Vehicle Loan from Toyota Finance Limited	33.68	-	9.85% p.a.	60 Equal Monthly installments of Rs. 78345 from September 2018.
Vehicle Loan from Toyota Finance Limited	33.68	-	9.85% p.a.	60 Equal Monthly installments of Rs. 78345 from September 2018.
Indian Rupee Term Loan from Shriram City Union Finance Limited	641.19	682.27	12.90% p.a.	120 Equal Monthly installments of Rs. 10,55,923 starting from March July 2017
Working Capital Demand loan from Bank Consortium consisting of Canara Bank (Lead Bank), Punjab National Bank and Federal Bank	1,152.00	1,560.53	12.97% - 14.75% p.a.	Repayable on Demand
Cash credit facilities from Bank Consortium consisting of Canara Bank (Lead Bank), Punjab National Bank and Federal Bank	2,163.91	2,145.42	12.97% - 14.75% p.a.	Repayable on Demand
Buyer's credit facilities and LC discounting facility from Bank Consortium consisting of Canara Bank (Lead Bank), Punjab National Bank and Federal Bank	540.91	1,056.43	7.7 - 11% p.a.	Repayable on Demand
Financial Limit against Raw Material Assistance Scheme from National Small Industries Corporation Ltd.	195.56	479.76	11% - 12.50% p.a.	Repayable on Demand
Channel Finance from Aditya Birla Finance Limited	682.29	697.39	12% p.a.	Repayable on Demand

- (i) Vehicle Loans are secured against hypothecation of respective vehicles
- (ii) The loan together with interest and other charges thereon are secured against mortgage of immovable property of promoters situated at 4801, Block-24, Bharat Ram Road, Daryaganj, New Delhi-110002 and personal guarantee of directors.
- (iii) 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 & personal guarantee of the directors.
- (iv) Loan from Banks and financial institutions are secured against the personal guarantee of directors

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

20 Provisions

Particulars	As at 31 March 2019		As at 31 March 2018	
	Non-current	Current	Non-current	Current
Provisions for employee benefits				
Compensated absences	12.90	4.63	5.32	14.13
Gratuity	45.06	143.60	91.94	71.25
	57.95	148.23	97.26	85.38

21 Other current liabilities

Particulars	As at 31 March 2019		As at 31 March 2018	
	Non current	Current	Non-current	Current
Statutory dues payables	-	114.35	-	56.29
Contract Liability	-	73.53	-	274.32
Book Overdraft	-	292.31	-	83.18
Other payables	-	665.00	-	10.69
Total	-	1,145.19	-	424.48

22 Trade payables

Particulars	As at 31 March 2019	As at 31 March 2018
		-
Micro enterprises and small enterprises (refer note 37)	93.59	158.84
Other trade payables	2,269.38	2,236.54
Total	2,362.97	2,395.38

The Company's exposure to currency and liquidity risk related to the above financial liabilities is disclosed in Note 35.

23 Other financial liabilities

Particulars	As at 31 March 2019		As at 31 March 2018	
	Non current	Current	Non-current	Current
Current maturities of long term borrowings	-	61.26	-	43.91
Interest accrued but not due on borrowings	-	4.11	-	19.53
Unpaid dividends*	-	1.70	-	3.90
Security deposits	5.00	-	7.30	-
Total	5.00	67.08	7.30	67.34

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

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

24 Current Tax Liabilities (Net)

Particulars	As at 31 March 2019	As at 31 March 2018
	Current	Current
Provision for income tax (net)*	287.59	-
Total	287.59	-

* Provisions for Current Tax Liabilities has been calculated net of Advance Tax of Rs.702.33 lacs (Previous year 15.10 lacs).

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

25 Revenue from operations

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Sale of products (including excise duty):		
Sale of finished products	6,525.27	5820.14
Sale of traded products	430.12	1454.98
Other operating revenue:		
Scrap sales	246.44	166.25
Export benefits	-	5.15
Total	7,201.83	7,446.52

Disaggregation revenue from contracts with customers

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Wires & Cables	5,740.17	3,437.03
Switch Gears	785.39	2,422.89
Copper Trading	363.07	1,325.94
Other Traded goods sold	66.76	94.41
Scrap	246.44	166.25
Total	7,201.83	7,446.52

Revenue disaggregation by timings of satisfaction of performance obligation

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
At a point in time	7,201.83	7,446.52
Over a period of time	-	-
Total	7,201.83	7,446.52

26 Other income

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Interest income from bank deposits	35.61	20.3
Interest income on others	45.54	8.95
Other Non-operating income	5.14	2.4
Foreign exchange gain (net)	1.20	0.22
Miscellaneous income	86.13	25.37
Total	173.62	57.24

27 Cost of raw material and components consumed

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Inventory at the beginning of the year	563.59	500.05
Add : Purchases during the year	5,253.03	4659.82
Less : Inventory at the end of the year	670.31	(563.59)
Less: obsolete stock written off	45.43	0
Total	5,100.88	4,596.28

28 Purchase of traded goods

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Switchgears	1.60	4.55
Copper	453.81	1448.09
Total	455.41	1,452.64

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

29 Changes in inventory of finished goods, Work-in-progress, stock-in-trade and scrap

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Inventories at the end of the year		
Stock-in-trade	48.66	59.13
Work-in-progress	779.12	3234.56
Finished goods	1,768.82	528.13
Scrap	218.41	113.77
Inventories at the beginning of the year		
Stock-in-trade	59.13	62.38
Work-in-progress	3,234.56	2985.64
Finished Goods	528.13	191.83
Scrap	113.77	92.30
(Increase)/decrease in inventories		
Stock-in-trade	10.47	3.25
Work-in-progress	2,455.44	(248.92)
Finished goods	(1,240.69)	(336.30)
Scrap	(104.64)	(21.47)
Less: obsolete stock written off	(1,708.03)	0.00
Total	(587.45)	(603.44)

30 Employee benefits expense

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Salaries, wages and bonus	727.93	872
Contribution to provident and other funds	50.06	33.85
Gratuity	20.61	22.95
Workmen and Staff welfare expenses	64.27	48.12
Total	862.87	976.92

31 Finance costs

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Interest accretion on financial liabilities measured at amortised cost	1,045.80	975.97
Bank charges	173.03	214.29
Total	1,218.83	1,190.26

32 Depreciation and amortisation expense

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Depreciation of property, plant and equipment (refer note 3)	47.17	50.86
Amortisation of intangible assets (refer note 5)	1.27	0.73
Total	48.44	51.59

33 Other expenses

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Consumption of stores and spares	119.71	60.43
Consumption of packing material	116.61	90.51
Power and fuel	193.08	188.32
Rent	59.25	65.04
Repairs and maintenance :		
Building	8.20	4.84
Plant and machinery	32.21	26.45
Others	62.03	34.3
Rates and taxes	9.75	11.62

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Vehicle Maintenance	29.93	25.34
Travelling and conveyance	56.49	54.47
Legal and professional fees	128.92	144.58
Payment to the Auditors (Refer note below)	12.50	12.13
Insurance	12.02	4.85
Communication charges	15.16	21.13
Freight and forwarding charges	9.69	99.11
Provision for doubtful debts	20.84	251.1
Printing & Stationery	4.19	3.29
Tax Paid under GST Search	87.28	-
Liquidated Damages	73.84	-
Miscellaneous expenses	274.38	124.84
Total	1,326.08	1,222.35

Details of payments to auditors

	For the year ended 31 March 2019	For the year ended 31 March 2018
Payments to auditors		
As auditor:		
Statutory audit fee	7.00	7.00
Tax audit fee	2.00	2.00
Limited reviews fee	2.25	0.75
In other capacities:		
Taxation Matters	-	2.30
Other matters	1.25	0.08
Total	12.50	12.13

34 Exceptional items

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Profit on sale of land & Buildings (Refer note-A)	(9,153.38)	-
Loss on disposal of property, plant and equipment	73.37	72.76
Inventory Write down (Refer note -B)	1,938.02	-
Bad debts/ advances written off (Refer note -C)	1,076.82	-
Asset balances write off (Net) (Refer note -D)	340.84	-
Total	(5,724.33)	72.76

Note - A The Company during the year has sold its Dharuhera Factory Land and Buildings for sale consideration aggregating to Rs. 2800 lacs having proportionate cost of Rs.21.37 lacs (including brokerage 16.52 lacs).The Company has further during the year sold land measuring 270 Kanals and 17 Marlas situated at Tehsil Dharuhera, district Rewari for sale consideration aggregating to Rs.7000 lacs having proportionate cost of Rs.625.25 lacs (including brokerage Rs.105 lacs and EDC charges Rs. 518.08 lacs) Resulting gain from such disposals has been credited to the statement of profit and loss.

Note - B The Company during the year shifted its Plant & Machinery alongwith inventory from Dharuhera Plant to Faridabad Plant. Owing to relocation of production facility, the management has identified certain inventories mainly included under Work in Progress being sub standard and not up to the standards laid down by the Company and customers. Further, inventories have been identified which are obsolete owing to design changes or being rejected by customers. As a result, the Company has during the year, written down its inventory in line with reasons stated above to the extent of Rs. 1938.02 lacs. The management of the Company believes that such write down is adequate to reflect the inventories at net realisable value in the financial statements.

Note-C The Company has during the year made a detailed assessment necessary to ascertain fair value of trade receivables outstanding for more than three years against which a provision of Rs. 393.51 lacs was made in the previous year financial statements as per the Company policies and applicable accounting standards. Legal proceedings had been initiated in case of several such customers and based on the outcome, trade receivables which were outstanding for more than three years and wherein management of the Company believes that chances of recovery are remote have been written off. As a result, bad debt expenses for the year include additional amount of Rs.1076.82 lacs (Net of provision of Rs. 393.51 lacs (Gross Amount -Rs. 1470.33 lacs)) being additional write down to measure trade receivables at realisable value in the financial statements. The management of the Company believes that such write down is adequate to reflect the trade receivables at fair value in the financial statements.

Note-D The Company has during the year written off old asset balances appearing under "Balance from Government Authorities" Rs.340.84 lacs (including Excise Duty on deemed exports Rs. 48.96 lacs, Export Incentive Rs. 186.13 lacs, Sales Tax/Cenvat Balances Rs. 56.85 lacs) as the same were deemed irrecoverable based on legal opinion.

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

35 Fair value measurement and financial instruments

a. Financial instruments – by category and fair values hierarchy

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy.

35 a. Financial instruments – by category and fair values hierarchy (continued)

(iii) As on 31 March 2019

Particulars	Note	Carrying value				Fair value measurement using		
		FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3
Financial assets								
Non-current								
Investments	6	0.33			0.33			0.33
Loans	7			71.04	71.04			71.04
Other financial assets	8			14.85	14.85			14.85
Current								
Trade receivables*	12			3,160.52	3,160.52			3,160.52
Cash and cash equivalents*	13			478.43	478.43			478.43
Other bank balances*	14			3,969.03	3,969.03			3,969.03
Loans	7			2.74	2.74			2.74
Other financial assets				203.18	203.18			203.18
TOTAL		0.33	-	7,899.78	7,900.11			
Financial liabilities								
Non-current								
Borrowings#	19			684.06	684.06			684.06
Other financial liabilities*	23			5.00	5.00			5.00
Current								
Borrowings#	19			4,735.77	4,735.77			4,735.77
Trade payables*	22			2,362.97	2,362.97			2,362.97
Other current financial liabilities*	23			67.08	67.08			67.08
TOTAL		-	-	7,854.88	7,854.88			

(iii) As on 31 March 2018

Particulars	Note	Carrying value				Fair value measurement using		
		FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3
Financial assets								
Non-current								
Investments	6	0.33			0.33			0.33
Loans	7			70.85	70.85			70.85
Other financial assets	8			85.34	85.34			85.34
Current								
Trade receivables*	12			2,717.70	2,717.70			2,717.70
Cash and cash equivalents*	13			75.45	75.45			75.45
Other bank balances*	14			157.89	157.89			157.89
Loans	7			2.74	2.74			
Other financial assets				89.57	89.57			
TOTAL		0.33	-	3,199.54	3,199.87			
Financial liabilities								
Non-current								
Borrowings#				628.67	628.67			628.67
Other financial liabilities*	19			7.30	7.30			7.30
Current								
Borrowings#	23			6,188.43	6,188.43			6,188.43
Trade payables*	19			2,236.54	2,236.54			2,236.54
Other current financial liabilities*	22			67.34	67.34			67.34
TOTAL		-	-	9,128.29	9,128.29			

Some of the Company's borrowings have been contracted at floating rates of interest, which resets at short intervals. Accordingly, the carrying value of such borrowings (including interest accrued but not due) approximates fair value.

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

* The carrying amounts of trade receivables, trade payables, cash and cash equivalents, bank balances other than cash and cash equivalents, other current financial assets and other current financial liabilities, approximates the fair values, due to their short-term nature. The other non-current financial assets represents bank deposits (due for maturity after twelve months from the reporting date) and interest accrued but not due on bank deposits, the carrying value of which approximates the fair values as on the reporting date.

There has been no transfers between Level 1, Level 2 and Level 3 for the years ended 31 March 2019 and 31 March 2018.

Valuation technique used to determine fair value

The fair values for investments and loans were calculated based on discounted cash flows using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

All of the resulting fair value estimates for unlisted equity securities, where the fair values have been determined based on present values and the discount rates used were adjusted for counter party or own credit risk.

Valuation processes

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the Senior Management. Discussions on valuation and results are held between the Senior Management and valuation team atleast once every quarter in line with the Company's quarterly reporting periods.

b. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk;
- Market Risk - Foreign currency; and
- Market Risk - Interest rate

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has authorized respective business Managers to establish the processes, who ensures that executive management controls risks through the mechanism of properly defined framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the business managers periodically to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

35 b. Financial risk management (continued)**(i) Credit risk**

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the Balance Sheet

Particulars	As at 31 March 2019	As at 31 March 2018
Trade receivables	3,160.52	2,717.70
Loans	73.78	78.19
Cash and cash equivalents	478.43	75.45
Other bank balances other than cash and cash equivalents	3,969.03	157.89
Other financial assets	218.03	174.91

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations.

Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks with high credit ratings assigned by domestic credit rating agencies. The loan represents security deposits given to suppliers, employees and others. The credit risk associated with such deposits is relatively low.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Company's Management has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes market check, industry feedback, past financials and external ratings, if they are available, and in some cases bank references. Sale limits are established for each customer and any sales exceeding those limits require necessary approval.

Majority of the Company's customers have been transacting with the Company from many years, and no impairment loss has been recognized against these customers. In monitoring customer credit risk, customers are reviewed according to their credit characteristics, including whether they are an individual or a legal entity, their geographic location, industry and existence of previous financial difficulties.

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

As per Ind AS 109, the Company makes allowance for doubtful trade receivable using simplified approach, significant judgement is used to estimate doubtful accounts as prescribed in IND AS 109. In estimating doubtful accounts historical and anticipated customer performance are considered. Changes in the economy, industry, or specific customer conditions may require adjustments to the allowance for doubtful accounts recorded in financial statements. This is done on the basis of company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Based on the business environment in which the Company operates, management considers that the trade receivables (other than receivables from government departments) are in default (credit impaired) if the payments are more than 365 days past due however the Company based upon past trends determine an impairment allowance for loss on receivables outstanding for more than 365 days past due and the probability of recovery determined by the competent management.

The gross carrying amount of trade receivables is Rs. 3160.52 lacs (Net of provision of Rs. 20.84 lacs) (31 March 2018 – Rs. 2717.70 (Net of provision of Rs. 393.51 lacs)).

The Company's exposure to credit risk for trade receivables is as follows:

Particulars	Gross carrying amount	
	As at 31 March 2019	As at 31 March 2018
Not Due	1,450.84	575.80
1-180 days past due	953.84	279.86
181 to 365 days past due*	81.37	516.70
More than 365 days past due #	674.47	1,345.34
	3,160.52	2,717.70

* The Company believes that the unimpaired amounts that are past due by more than 180 days are still collectible in full, based on historical payment behaviour.

The Company based upon past trends determine an impairment allowance for loss on receivables outstanding for more than 365 days past due.

The allowance for lifetime expected credit loss on customer balances for the year ended 31 March 2019 and 31 March 2018 is insignificant and hence the same has not been recognised. The reversal for lifetime expected credit loss on customer balances for the year ended 31 March 2019 is Rs. Nil (31 March 2018: Rs. Nil.)

Movement in the allowance for impairment in respect of trade receivables

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Balance at the beginning of the year	(393.51)	(91.57)
Impairment loss recognised / (reversed)	(20.84)	(301.94)
Amount written off	393.51	-
Balance at the end of the year	(20.84)	(393.51)

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. The Company's approach to manage liquidity is to have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed circumstances, without incurring unacceptable losses or risking damage to the Company's reputation.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under credit facilities.

Liquidity risk results from the Company's potential inability to meet the obligations associated with its financial liabilities, for example settle-ment of financial debt and paying suppliers. The Company's liquidity is managed by Company Treasury. The aim is to ensure effective liquidity management, which primarily involves obtaining sufficient committed credit facilities to ensure adequate financial resources and, to some extent, tapping a range of funding sources.

36 Segment reporting

A. Basis for Segment reporting

Factors used to identify the entity's reportable segments, including the basis of organisation

The company is engaged in manufacturing of Wire, cable and Switchgears. Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments. The CODM has determined only one operating segment.

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

Geographical Segments

The geographical segment have been identified on the basis of the location of customers. The total market of the Company can be segregated into domestic and overseas market.

The distribution of the Company's consolidated Sales (Gross) by geographical location of customers is as follows:-

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Domestic market	7,055.20	7,282.41
Overseas market	146.63	164.11
Total	7,201.83	7,446.52

The following table shows the carrying amount of trade receivable by geographical market.

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Domestic market	3,159.74	2,713.50
Overseas market	0.78	4.20
Total	3,160.52	2,717.70

The Company has common fixed assets in India for producing goods/providing services to domestic as well as overseas markets. Hence, separate figures for fixed assets/additions to fixed assets have not been furnished.

37 Disclosures under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Based on information received and available with the Company, there are no amounts payable to Micro and Small Enterprises as at 31 March 2018, 31 March 2017 and 1 April 2016 except as follows:-

Particulars	As at 31 March 2019	As at 31 March 2018
1 The principal amount and interest due thereon remaining unpaid to any supplier as at the end of accounting year.		
- Principal amount	93.59	159.63
- Interest thereon	-	-
2 The amount of interest paid by the buyer in terms of Section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year.	-	-
3 The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	-	-
4 The amount of interest accrued and remaining unpaid at the end of each accounting year, and	-	-
5 The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006.		

Financial risk management (continued)

Net financial debt is used internally by Company Treasury to monitor the Company's credit resources available. Net financial debt is the Company's net interest-bearing debt, excluding interest-bearing assets, as these assets are not actively managed in relation to liquidity risk.

At 31 March 2019, net financial debt was Rs. 959.22 (31 March 2018: Rs. 6,502.32).

At 31 March 2019, the Company had total unutilised credit facilities of INR 632.52 (31 March 2017: INR 2860.47), of which INR Nil (31 March 2018: INR Nil) was non-current credit facilities. Credit resources available consist of the unutilised credit facilities, bank balances and cash and cash equivalents of INR 5079.98 (31 March 2018: INR 3093.81).

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The contractual cash flow amounts are gross and undiscounted, and includes interest accrued but not due on borrowings.

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

As at 31 March 2019	Carrying amount	Contractual cash flows				Total
		Less than six months	Between six months and one year	Between one and five years	More than 5 years	
Non derivative financial liabilities						
Borrowings - term loan	684.06			684.06		684.06
Current financial liabilities						
Borrowings - (repayable on demand)	4,735.77	4,735.77				4,735.77
Borrowings - Current maturities of long-term borrowings	61.26	30.63	30.63			61.26
Trade payables	2,362.97	2,362.97				2,362.97
Interest accrued but not due on borrowings	4.11	4.11				4.11
	7,789.50	7,133.48	30.63	684.06	-	7,848.17

As at 31 March 2018	Carrying amount	Contractual cash flows				Total
		Less than six months	Between six months and one year	Between one and five years	More than 5 years	
Non derivative financial liabilities						
Borrowings - term loan	628.67			628.67		628.67
Current financial liabilities						
Borrowings - (repayable on demand)	6,188.43	6,188.43				6,188.43
Borrowings - Current maturities of long-term borrowings	43.91	21.96	21.96			43.91
Trade payables	2,395.38	2,395.38				2,395.38
Interest accrued but not due on borrowings	19.53	19.53				19.53
	9,275.92	8,625.30	21.96	628.67	-	9,275.92

The inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity.

(iii) Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk namely: currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

A. Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's borrowings with floating interest rates.

Exposure to interest rate risk

The Company's interest rate risk arises majorly from the term loan carrying floating rate of interest. These obligations exposes the Company to cash flow interest rate risk. The exposure of the Company's borrowing to interest rate changes as reported to the management at the end of the reporting period are as follows:

	As at 31 March 2019	As at 31 March 2018
Fixed rate liabilities		
Borrowings	-	-
	-	-
Effect of interest rate swaps		
	-	-
Variable rate liabilities		
Indian currency term loan	5,481.09	6,861.01
	5,481.09	6,861.01
Effect of interest rate swaps		
	5,481.09	6,861.01
Total	5,481.09	6,861.01

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below.

Particulars	Statement of Profit and Loss		Equity, net of tax		
	100 bp increase	100 bp decrease		100 bp increase	100 bp decrease
For the year ended 31 March 2019	54.81	(54.81)		54.81	(54.81)
Foreign currency term loan- from others					
Cash flow sensitivity					

Particulars	Statement of Profit and Loss		Equity, net of tax		
	100 bp increase	100 bp decrease		100 bp increase	100 bp decrease
For the year ended 31 March 2018	68.61	(68.61)		68.61	(68.61)
Foreign currency term loan- from others					
Cash flow sensitivity					

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

B. Currency risk

Currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows. Exposure arises primarily due to exchange rate fluctuations between the functional currency and other currencies from the Company's operating, investing and financing activities.

Exposure to foreign currency risk

The summary of quantitative data about the Company's exposure to currency risk, as expressed in Indian Rupees, as at 31 March 2019 are as below:

As at 31 March 2019

Particulars	USD	GBP	Total
Financial assets			
Trade receivables	76,737	-	76,737
Total financial assets	76,737	-	76,737
Financial liabilities			
Trade payables	1,25,08,412	-	1,25,08,412
Total financial liabilities	1,25,08,412	-	1,25,08,412

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against below currencies at 31 March 2019 and 31 March 2018 would have affected the measurement of financial instruments denominated in foreign currency and affected Statement of Profit and Loss by the amounts shown below. This analysis is performed on foreign currency denominated monetary financial assets and financial liabilities outstanding as at the year end. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars	Statement of Profit and Loss for the year ended 31 March 2019		Statement of Profit and Loss for the year ended 31 March 2018	
	Gain/ (loss) on appreciation	Gain/ (loss) on depreciation	Gain/ (loss) on appreciation	Gain/ (loss) on depreciation
1% depreciation / appreciation in Indian Rupees against following foreign currencies:				
USD	(1,24,316.75)	1,24,316.75	- 64.62	(64.62)
Total	(1,24,316.75)	1,24,316.75	64.62	(64.62)

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

USD: United States Dollar.

Capital Management

The primary objective of the management of the Company's capital structure is to maintain an efficient mix of debt and equity in order to achieve a low cost of capital, while taking into account the desirability of retaining financial flexibility to pursue business opportunities and adequate access to liquidity to mitigate the effect of unforeseen events on cash flows. Management also monitors the return on equity.

The Board of directors regularly review the Company's capital structure in light of the economic conditions, business strategies and future commitments.

For the purpose of the Company's capital management, capital includes issued share capital, securites premium and all other equity reserves. Debt includes term loan

During the financial year ended 31 March 2019, no significant changes were made in the objectives, policies or processes relating to the management of the Company's capital structure.

Debt equity ratio:

Particulars	As at 31 March 2019		As at 31 March 2018	
Long-term borrowings		684.06		628.67
Short-term borrowings		4,735.77		6,188.43
Adjusted net debt (A)	-	5,419.83	-	6,817.10
Equity share capital		864.00		864.00
Other equity		4,046.27		(957.45)
Total Equity (B)	-	4,910.27	-	(93.45)
Debt equity ratio (C = A/B)		1.10		(72.95)

Return on equity:

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Profit after tax	5,003.71	(1,333.29)
Equity share capital	864.00	864.00
Other equity	4,046.27	(957.45)
Total equity	4,910.27	(93.45)
Return on equity Ratio (%)	101.90%	NA

Note 38: Employee benefit obligations

	31 March 2019	31 March 2018
	(Rs. in lacs)	(Rs. in lacs)
Non-current		
Leave obligations (i)	12.89	14.13
Gratuity (ii)	44.96	81.99
Total non-current employee benefit obligations	57.85	96.12

Current

Leave obligations (i)	4.62	5.32
Gratuity (ii)	143.59	71.25
Total current employee benefit obligations	148.21	76.57

(i) Leave obligations

The leave obligations cover the Company's liability of earned leave.

The amount of the provision of Rs. 4.62 lacs (March 31, 2017 : Rs. 5.32 lacs) is presented as current since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to take full amount of accrued leave or require payment within the next 12 months. The following amounts reflect leave that is not expected to be taken or paid within the next 12 months.

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

	31 March 2019 (Rs. in lacs)	31 March 2018 (Rs. in lacs)
Current leave obligations not expected to be settled within the next 12 months	-	-

(ii) Post-employment obligations

a) Gratuity

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. The employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement / termination is the employee's last drawn basic salary per month computed proportionately for 15 days' salary multiplied with the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to recognised funds in India. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

(iii) Defined contribution plans

The Company also has certain defined contribution plans. Contributions are made to provident fund, employee pension scheme and employee's state insurance scheme for employees as per regulations. The contributions are made to registered funds administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual or any constructive obligation.

Balance sheet amounts - Gratuity

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

	Present value of obligation (Rs. in lacs)	Fair value of plan assets (Rs. in lacs)	Net amount (Rs. in lacs)
April 1, 2018	153.33	0.84	154.17
Current service cost	11.55	-	11.55
Interest expense/(income)	9.05	-	9.05
Total amount recognised in profit or loss	20.60	-	20.60
<i>Remeasurements</i>			
Return on plan assets, excluding amounts included in interest expense/(income)	-	0.06	0.06
(Gain)/loss from change in financial assumptions	0.78	-	0.78
Experience (gains)/losses	47.57	0.01	47.58
Total amount recognised in other comprehensive income	48.35	0.07	48.42
Employer contributions	-	-	-
Benefit payments	(33.63)	-	(33.63)
March 31, 2019	188.65	0.91	189.56

The net liability disclosed above relates to funded plan as follows:

	31 March 2019 (Rs. in lacs)	31 March 2018 (Rs. in lacs)
Present value of funded obligation	188.65	153.33
Fair value of plan assets	(0.91)	(0.08)
Deficit of funded plan	187.74	153.24
Unfunded plans	-	-
Deficit of gratuity plan	187.74	153.24

(iv) Post employment benefits (gratuity)

The significant actuarial assumptions were as follows:

	31 March 2019	31 March 2018
Discount rate	7.70%	7.70%
Salary growth rate	6.00%	6.00%
Mortality rate	Published rates under Indian Assured Lives Mortality (2006-08) ultimate table	

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

(v) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

(i) Changes in defined benefit obligation due to 1% increase/decrease in discount rate

Particulars	31-Mar-19	31-Mar-18
	(Rs. in lacs)	(Rs. in lacs)
a) Defined benefit obligation	188.65	153.33
b) Defined benefit obligation at 1% increase in discount rate	181.25	145.56
c) Defined benefit obligation at 1% decrease in discount rate	197.19	162.30
d) Decrease in defined benefit obligation due to 1% increase in discount rate (a-b)	7.40	7.76
e) Increase in defined benefit obligation due to 1% decrease in discount rate (c-a)	8.54	8.97

(ii) Changes in defined benefit obligation due to 1% increase/decrease in salary growth rate

	31-Mar-19	31-Mar-18
	(Rs. in lacs)	(Rs. in lacs)
a) Defined benefit obligation	188.65	153.33
b) Defined benefit obligation at 1% increase in salary growth rate	197.24	162.36
c) Defined benefit obligation at 1% decrease in salary growth rate	181.07	145.38
d) Increase in defined benefit obligation due to 1% increase in salary growth rate (b-a)	8.59	9.03
e) Decrease in defined benefit obligation due to 1% decrease in salary growth rate (a-c)	7.58	7.95

(iii) Changes in defined benefit obligation due to 1% increase/decrease in mortality rate, is negligible.

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumption the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

(vi) The major categories of plan assets are as follows:

	March 31, 2019		March 31, 2018	
	Unquoted	in %	Unquoted	in %
Investment funds				
Plan assets with recognised gratuity trust which has taken a gratuity policy with the Life Insurance Corporation of India (LIC)	0.08	100%	(0.08)	100%
Total	(0.08)	100%	(0.08)	100%

(vii) Risk exposure

Through its defined benefit plan, the Company is exposed to a number of risks, the most significant of which are defined below:

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to yield on government bonds. If plan liability is funded and return on plan assets is lower than yield on the government bonds, it will create a plan deficit.
Interest risk (discount rate risk)	A decrease in the bond interest rate (discount rate) will increase the plan liability.
Mortality risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. The mortality table used for the purpose is Indian Assured Lives Mortality (2006-08) ultimate table published by the Institute of Actuaries of India. A change in mortality rate will have a bearing on the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

The Company ensures that investment positions are managed within an asset/liability matching (ALM) framework that has been developed to achieve long term investments that are in line with the obligations under employee benefit plans. Within this framework, the Company's ALM objective is to match assets to the Gratuity obligations by investing in Plan assets with recognised gratuity trust which has taken a gratuity policy with the Life Insurance Corporation of India (LIC) with maturities that match the benefit payments as they fall due.

The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Company has not changed the processes to manage its risk from previous periods.

The Company believes the LIC policy offers reasonable returns over the long-term with an acceptable level of risk.

The plan asset mix is in compliance with the requirements of the local regulations.

(viii) Defined benefit liability and employer contributions

The Company has agreed that it will aim to eliminate the deficit in defined benefit gratuity plan over the coming years. Funding levels are monitored on an annual basis and the current agreed contribution rate as advised by the LIC. The Company considers that the contribution rates set at the last valuation date are sufficient to eliminate the deficit over the coming years and that regular contributions, which are based on service costs, will not increase significantly.

The expected maturity analysis of gratuity is as follows:

(Rs. in lacs)

Maturity Profile of Defined Benefit Obligation	March 31, 2019	March 31, 2018
Year 1	108.24	71.34
Year 2	1.63	1.72
Year 3	5.05	4.13
Year 4	4.27	4.66
Year 5	9.92	3.51
Years 6 to 10	66.63	38.59

39 Leases**Operating Lease: Company as lessee**

The Company has entered into separate Cancellable Operating lease for Premises. The tenure of these agreements range between three to five years. There is no purchase option in the lease agreements. There is no escalation clause in the lease agreements. There are no restrictions imposed by lease arrangements. There are no subleases.

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Lease payments (appearing under rent expense)	59.25	65.04

Operating Lease: Company as lessor

The Company has sub leased premises on cancellable operating lease.

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Lease rentals (appearing under non-operating income)	2.40	2.40

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

Note 40 : 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 Limited Allied Promoters Ltd.
ii)	Key Management Personnel	Mr. V.K. Gupta- Chairman Mr. Vivek Gupta- Managing Director Mr. S. S Bhandari, Whole Time Director Mr. Sanjiv Aggarwal-CFO Mr. Vikas Rawat, Company Secretary (wef 13.11.2018) Mr. Atul Krishna Pandey, Company Secretary (retired on 30.11.2018)
iii)	Relative of Key Management Personnel	Ms. Deepti Gupta (Daughter of Mr. V.K Gupta, Chairman) Ms. Shalini Gupta(Wife of Mr. Vivek Gupta,MD) Ms. Sherya Gupta (Daughter of Mr. Vivek Gupta, MD)

b) Transactions during the year with related party

(Amount in Lacs)

S.No.	Particulars	Enterprises having Significant influence of KMP's	Key Management Personnel	Relative of KMP	Total
i)	Rent Received	2.40 (2.40)	- -	- -	2.40 (2.40)
ii)	Advance given		- (0.23)		- (0.23)
iii)	Loan Received	- -	200.00 -	- -	- -
iv)	Loan Repaid	224.50 -	200.00 -	- -	424.50 -
v)	Purchase	1.20 -	- -	- -	1.20 -
vi)	Sales	- -	- -	- -	- -
vii)	Expenses incurred on behalf of entity	0.89 -	- -	- (2.24)	0.89 (2.24)
viii)	Salary	- -	- -	7.50 -	7.50 -
ix)	Managerial Remuneration	- -	115.69 (117.88)	- -	115.69 115.70
x)	Sitting Fees	- -	3.18 -	0.90 (0.63)	4.08 (0.63)
xi)	Rent paid	24.86 (8.50)	15.67 (6.30)	- -	40.53 (14.80)
xii)	Reimbursement of statutory dues	0.99 (4.53)	- (2.69)	- (4.07)	0.99 (11.29)
xiii)	Reimbursement of expenses	0.00 (1.55)	1.10 (5.03)	- -	1.10 (6.58)

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

c) Balance outstanding as at 31st March, 2019

i)	Balance Payable	11.24 (25.37)	11.67 (15.08)	- -	22.91 (40.46)
ii)	Balance Receivable	23.37 (3.60)	5.23 (6.49)	- (0.80)	28.60 (10.88)
iii)	Securities given	28.00 (28.00)	- -	- -	28.00 (28.00)

* Figures in brackets represents corresponding amounts of previous years.

Note 41 Capital and other commitments

Particulars	As at 31 March 2019	As at 31 March 2018
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	5.25

Note 42 Contingent liabilities

Claims / show cause notices against the Company disputed by the Company not acknowledged as debt:

Particulars	As at 31 March 2019	As at 31 March 2018
(a) Income tax matters	-	1.74
(b) Excise duty matters	39.75	39.75
(c) Sales tax matters	433.76	423.63
(d) LADT	-	57.33
(e) Civil Suits	0.51	0.51
(f) Guarantee issued by Banks (net of margin)	536.73	1,909.45
(g) Letter of Credit	238.85	122.24
(h) Sales Tax sureties given for third parties	0.80	0.80
Total	1,250.40	2,555.44

The guarantees have been given in the ordinary course of business and the obligations are expected to be discharged accordingly and no liability is anticipated in these respects.

In respect of the above claims and notices against the Company which have arisen in the ordinary course of business, all available legal steps have been taken to protect the Company's interest. Based on the status of these cases and as advised by Company's advisors, wherever applicable, the management believes that the Company has strong chance of success and the existing provision would be sufficient to meet the liability if any arises on the Company.

Note 43 Loans and advances in the nature of loans given to subsidiaries and associates and firms/ companies in which directors are interested

Security Deposit Rs. 28 lacs to Delton Cable Company for Office premises. (As on March 31, 2018 - Rs. 28 lacs.) Maximum amount outstanding during the year Rs. 28 lacs (31 March 2018: Rs. 28 lacs.)

Repayable on expiry of lease term

Note 44 : The Company has established a comprehensive system of maintenance of information and documents that are required by the transfer pricing legislation under section 92-92F of the Income Tax Act, 1961.

Note 45 : The computation of basic/diluted earnings / (loss) per share is set out below:

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
(a) Basic earnings per share		
From continuing operations	58.31	(15.16)
(b) Diluted earnings per share		
From continuing operations	58.31	(15.16)

Notes forming part of the financial statements for the year ended 31 March 2019

(Rupees in lakhs, except for share data and if otherwise stated)

	Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
(c)	Reconciliation of earnings used in calculating earnings per share		
	Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
	Basic and Diluted earning per share		
	Profit used in calculating basic/diluted earnings per share		
	From continuing operations	5,037.98	(1,310.25)
		5,037.98	(1,310.25)
(d)	Weighted average number of shares used as the denominator		
	Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
		(No. of shares)	(No. of shares)
	Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share	86,40,000	86,40,000

46 Impairment of Non-Financial Assets

All significant assets and cash generating unit were tested for impairment. The recoverable amount of significant assets and cash generating units was found higher than the carrying value. No impairment was identified.

Additional disclosures not required by Division II-Ind AS Schedule III

47 Value of Imports calculated on CIF Basis (accrual basis)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Raw materials and components	113.74	18.28
Total	113.74	18.28

48 Earnings in Foreign Currency (accrual basis)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Exports at F.O.B value	0.78	4.20
Total	0.78	4.20

49 Expenditure in Foreign Currency (accrual basis)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Travelling	4.66	3.01
Total	4.66	3.01

50 Previous year's figures

Previous year's figures have been rearranged, where necessary, to conform to the current year's classification.

As per our report of even date attached

For **Bansal & Co.**
Chartered Accountants
ICAI Firm Registration No.: 001113N/N500079

Sd/-
Siddharth Bansal
Partner
Membership No. 518004
Place : New Delhi

Date : May 30th, 2019
Place : New Delhi

For and on behalf of the Board of Directors
Delton Cables Limited

Sd/-
(V.K. Gupta)
Chairman
DIN NO: 00036210

Sd/-
(Sanjiv Agarwal)
Chief Financial Officer

Sd/-
(Vivek Gupta)
Managing Director
DIN NO: 00035916

Sd/-
(Vikas Rawat)
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

54th ANNUAL GENERAL MEETING – SEPTEMBER 30, 2019

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 54th 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 Monday, September 30, 2019 at 10.30 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

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No./Client ID :

DP ID :

I/We, being the member(s) of shares of Delton Cables Limited hereby appoint:

1. Name : Address :

E-mail Id: Signature: or failing him/her

2. Name: Address:

E-mail Id: Signature: or failing him/her

3 Name: Address:

E-mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 54th Annual General Meeting of the Company, to be held on Monday September 30, 2019 at 10.30 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 following resolutions:

Ordinary Resolution:

1. To adopt the Audited Financial Statement of the Company and the reports of Board of Directors and Auditors thereon for the Financial Year ended on March 31, 2019.
2. To approve the appointment of Smt. Shalini Gupta (DIN: 00035938), who retires by rotation and being eligible, offers herself for re-appointment.

Special Resolution:

3. To approve waiver of the recovery of remuneration paid to Sh. Vijender Kumar Gupta, Chairman of the Company during the period 13th August, 2018 to 31st March, 2019.
4. To approve waiver of the recovery of remuneration paid to Sh. Vivek Gupta, Managing Director of the Company during the period 1st August, 2018 to 31st March, 2019
5. To approve the remuneration of Sh. Vijender Kumar Gupta, Chairman of the Company for the period 1st April, 2019 to 12th August, 2019

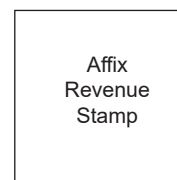
P.T.O.

6. To approve the remuneration of Sh. Vivek Gupta, Managing Director of the Company for the period 1st April, 2019 to 31st July, 2019
7. To approve the remuneration of Sh. Surender Singh Bhandari, Whole-time Director of the Company for the period 1st April, 2019 to 9th August, 2021
8. To approve the re-appointment of Sh. Vijender Kumar Gupta as Chairman and Whole-time Director of the Company w.e.f 13th August, 2020
9. To approve the re-appointment of Sh. Vivek Gupta as Managing Director and Chief Executive Officer of the Company w..e.f 1st August, 2020
10. To approve the re-appointment of Sh. Achintya Karati as an Independent Director of the Company
11. To approve the re-appointment of Sh. Mahesh Prasad Mehrotra as an Independent Director of the Company
12. To approve the re-appointment of Sh. Vijay Kumar Goel as an Independent Director of the Company
13. To approve the re-appointment of Sh. Bharat Bhushan Chadha as an Independent Director of the Company

Signed this day of2019

.....
Signature of Shareholder

.....
Signature of Proxy holder(s)



Note:

1. 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.
2. 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.

If undelivered please return to :

DELTON CABLES LIMITED

“Delton House”

4801, Bharat Ram Road. 24,
Daryaganj, New Delhi-110 002 (INDIA)