

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,
PhirozeJeejeebhoy Towers,
Dalai Street, Mumbai -400 001

Date: February 28, 2023

BSE Scrip Code: 504240

Sub: Notice of Extra Ordinary General Meeting

Dear Sir,

In continuation to our letter dated February 14, 2023 intimating the 1st Extra- Ordinary General Meeting ("EGM") for the financial year 2022-23 of Delton Cables Limited ("the Company") and pursuant to Section 108 of Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") we attach herewith, a copy of the "Notice of the EGM", to be held on **Friday, March 24, 2023 at 10.00 AM (IST)**, through Video Conference.

The Notice of the EGM shall also be hosted on the Company's website at <https://www.deltoncables.com/investors/annual-general-meetings/>

Further pursuant to Regulation 44 of the Listing Regulations, the Company shall provide its Members with the facility to exercise their right to vote on the Businesses specified in the EGM Notice, through electronic means via the Remote e-VotingPlatform, and during the EGM through e-Voting. The Company has fixed **Friday, March 17, 2023**, as the **cut-off date** for determining the eligibility of Shareholders to cast their votes.

Further, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) for facilitating the e-Voting process through their e-Voting Platform and to provide a platform for the Members to attend and participate in the EGM through Video Conference.

We request you to kindly take this letter on record.

Thanking you,

For Delton Cables Limited

Vikas Rawat
Company Secretary & Compliance Officer

Encl: as above

Delton Cables Limited

REGISTERED & HEAD OFFICE

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

NOTICE

NOTICE is hereby given that the 1st Extra-Ordinary General Meeting (EGM) for the financial year 2022-23 of the Members of Delton Cables Limited (CIN : L31300DL1964PLC004255) will be held on Friday the 24th March 2023 at 10:00 A.M., through Video Conferencing (VC)/other audio-visual mode (OAVM) to transact the following businesses:

The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

Special Businesses

1. TO ADOPT NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY IN LINE WITH THE REQUIREMENT OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), subject to the approval of the Registrar of the Companies, Delhi & Haryana or such other authority, the consent of the members of the Company be and is hereby accorded to adopt the new set of the Memorandum of Association of the Company as follows:

- a) The existing Clause III, “The Main Objects to be pursued by the Company on its incorporation are” be substituted and divided by the new sub-headings “Clause III (A)– The Objects to be pursued by the Company on its incorporation” and “Clause III (B) - Matters which are necessary for furtherance of the Objects specified in Clause III (A)”
- b) The existing liability Clause IV be substituted in line of new clause provided as per Companies Act, 2013 “Clause IV - The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them”

RESOLVED FURTHER THAT Mr. Vijender Kumar Gupta, Chairman and Whole Time Director, Mr. Vivek Gupta, Managing Director and/or Mr. Vikas Rawat, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized on behalf of the company to do all such acts, deeds, matters and things including to sign and execute all such applications, forms and documents as may be required and to accede to such modification to the aforementioned resolution as may be suggested by the Registrar of the Companies, Delhi & Haryana or such other authority arising from or incidental to the said alteration and to delegate all or any of the powers conferred herein as they may deem fit.”

2. TO APPROVE ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Companies (Incorporation) Rules, 2014 and any other applicable rules, regulations and guidelines made thereunder, including any amendments thereto, and subject to the approval of Ministry of Corporate Affairs, and any other appropriate regulatory / statutory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority, the consent of the members of the Company be and is hereby accorded to alter and amend existing Clause III [Main Object] of the Memorandum of Association of the Company as follows:

Clause III of the Objects clause of the Memorandum of Association of the Company be titled as:

- (A) The objects to be pursued by the company on its incorporation:
- (B) Matters which are necessary for furtherance of the objects specified in clause III (A):

The Objects to be pursued in clause III (A) are as follows:

1. To manufacture, refine, roll, reroll, draw, melt, import-export, deal and to trade in all kinds of rods, strips, wires, circles, tube, squares, cables, alloys, copper, aluminum, iron and steel ferrous and nonferrous metals, PVC, PVC compound, machinery, machine parts, tools and implements of all kinds.
2. To carry on manufacture, sale, import and export and trade in all types of optical fibres such as step index, graded index and mono mode and other types of fibres required for use in fibre optic systems and cables, for use in industrial applications, medical use, instrumentation, in defence systems, signaling, telecommunication, multi-channel video communication, data communication and other communication and electronic applications.
3. To manufacture, trade, sale, import and export in all types of electrical and mechanical machinery, electric cables, wires, conductors, switchgears and to manufacture, trade, sale, import and export of appliances and materials required in doing so.
4. To carry on business of manufacturers, traders, suppliers, importer and/or exporter of all kinds of electrical machinery and electrical apparatus for the purpose of the generation, transmission, distribution and testing of electrical and automatic power.
5. To manufacture, trade, sale, import and export of equipment used for Fibre Optic Network such as Line Terminal, Equipment, Multi Plexers, Opto-Electronic Instruments, Line Repeaters, Jointing and Terminating Equipment, Materials and Accessories, Laser Device, Light Emitting Device, Testing and Measuring Equipments.
6. To design, develop, install, erect, seek right of way, lay, write software, deploy, operate, maintain and provide consultancy and management services or undertake turnkey projects for manufacturing, installing, laying, commissioning, operating of all or any type of networking and communication systems based on either Fibre Optic, Wireless, Satellite, Non-Fibre Optic systems or hybrid of any of these or any other systems/solutions providing bandwidth in various forms, in India or elsewhere.
7. To carry on the business of manufacture, produce, process, buy, sell, import, export and otherwise deal in all kind of Optical Fibre Cables, Optical Fibre Ribbon, Power Cables including Solar and Wind Energy Cables, Radio Frequency Cables, Hybrid Cables, Composite Cables, Quad Cables, Railway Signalling Cables, Instrumentation Cables, Control Cables, Optical Fibre Ribbon Cables, Flexible Cables and Cords, Other Specialty Cables, Tactical Cables, Railway Catenary Wire, Grooved Contact Wire, Dropper Wire, Optical Fibre and all kinds of Preform of Silica Rods, Silica Rod and Tubes, Quartz Rods and Tubes, Fibre Reinforced Plastic (FRP) Rods, Glass Roving, Cable Filling/Flooding Compound, UV Resins, all other raw materials and inputs required for manufacture of all kinds of Optical Fibre, Optical Fibre Ribbon, Optical Fibre Cables, Telecommunication Cables, Power Cables, Radio Frequency Cables, Hybrid Cables, Composite Cables, Quad Cables, Railway Signalling Cables, Instrumentation Cables, Control Cables, Other Specialty Cables, Tactical Cables, Power Distribution Cables, Ribbon Cables and all other types of wires and cables, and other inputs, all kinds of equipments and products (electronic or otherwise) used in the telecommunications networks, Power Distribution and Transmission networks, tactical communication solution systems, homeland protection systems, electronic warfare systems, network centric warfare enablers, optoelectronics, Military engineering systems including parts, connectors and accessories thereof.
8. To carry on any other trade or business whatsoever as in the opinion of the Company be advantageously or conveniently carried on by the Company by way of extension or in connection with any of the Company's business or as calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property, or rights.
9. To undertake and execute in India or elsewhere any contracts for works involving the supply or use of any materials, machinery, skilled and unskilled labour and to carry out any ancillary or other works comprised in such contracts.

The Objects to be pursued in clause III (B) are as follows:

1. To purchase, take on lease or exchange, hire or otherwise acquire any immovable property and any rights or privileges which the Company may think necessary or expedient for the purpose of its business and in particular any land, buildings, works, factories, mills, shops, basements, machinery, plant, stock-in-trade, rolling stock, warehouses, offices, which the Company may think necessary for the purpose of its business.
2. To apply for purchase or otherwise acquire and protect and renew any patents, patents-rights, inventions, trademarks, designs, licences, concessions and the likes, conferring any exclusive or non-exclusive or limited rights to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company and to use exercise, develop or grant licences in respect of, or otherwise turn to account the property rights, or information so acquired and to spend money in experimenting upon, testing or improving any such patents, inventions or rights.
3. To acquire from any Government, Central, State, Local, foreign or Public body or persons or authority, or from any private individual any concessions, grants, decree, rights, powers and privileges whatsoever which may seem to Company capable of being turned to account or which the Company may think directly or indirectly conducive to any of its objects or capable of being carried on in conjunction with its business and to work, develop, carry out, exercise and turn to account the same.
4. To apply for, promote and obtain any Act of Parliament, charter privilege, concession, licence or authorisation of any Government, State or Municipality provisional order or licence from any authority for enabling the Company, to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company for any other purpose which may seem expedient and to oppose any proceedings or application which may seem calculated, directly or indirectly, to prejudice the interest of the Company.
5. To purchase or, otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or Company, carrying on or proposing to carry on any business which this Company is authorised to carry on, or possessed of any property or right suitable for any of the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to purchase, acquire sell and deal in property, shares, stocks, debenture stock of any such person, firm or Company, and to conduct, make or to carry into effect any arrangements in regard to the winding up of the business of any such person, firm or Company.
6. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person or Company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the company is authorised to carry on, or engage in, or which can be carried on in conjunction therewith or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
7. To enter into, make and perform contracts of every kind and description, agreements with any person, firm, association, corporation, municipality, forest and land owners, country, state, body or Government and guarantee the performance of contracts and undertakings and also guarantee payment of money and debts.
8. To establish or promote or concur in establishing or promoting any Company or Companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purposes which may seem directly or indirectly to benefit this Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of shares, debentures or other securities of any such other Company.
9. To invest and deal with the money of the Company not immediately required in such manner as may from time to time be determined.
10. To lend and advance money or give credit to such persons or Companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the

performance of contracts or obligations and the payment of or by any such persons or Companies and to give guarantees and indemnities provided that the Company shall not carry on any banking business as defined in Banking Regulation Act, 1949.

11. Subject to the provisions of Section 73 of the Companies Act, 2013 and other applicable provisions of the Act and directives of Reserve Bank of India to receive money on deposit or loan and borrow or raise or secure the payment of moneys in such manner as the Company shall think fit and in particular by the issue of debentures, perpetual or otherwise, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the Company's properties or assets, movable or immovable, both present and future including its uncalled capital and also by a similar mortgage or lien, to secure and guarantee the performance by the Company or any other person or Company, of any obligation undertaken by the Company as the case may be and to purchase or pay off any such securities.
12. To vest any movable or immovable property, rights or interest acquired by or received or belonging to the Company in any person or persons or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
13. To draw, make, accept, endorse, discount, execute and issue promissory note, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
14. Subject to the provisions of Section 40 of the Companies Act, 2013, to payout of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
15. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or Superannuation, provident, family pension or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company or who are or were at any time directors or officers of the Company or of any such other Company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other Company as aforesaid and make payments to or toward the insurance of any such persons as aforesaid and to any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.
16. To procure the Company to be registered, incorporated or recognised in or under the laws of any place outside India and to do all acts, profession of the Company.
17. To establish or promote or concur in establishing or promoting any companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purposes which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing or underwrite, subscribe to or otherwise acquire all or any part of the shares, debentures or other securities of any such other Company.
18. To sell, lease, mortgage, exchange, grant, licences and other rights and improve, manage, develop and turn to account and in any other manner deal with or dispose of the undertaking, investments, property assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular any shares, stocks, debentures or other securities of any other Company whether or not having objects altogether or in part similar to those of the Company.
19. To distribute amongst the members in specie or kind any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of its winding up.
20. To employ agents or experts to investigate and examine the conditions, prospects, value, character and circumstances of any business, concerns and undertakings and generally of any assets, properties or rights.

21. To subscribe, contribute, gift or donate any money, rights or assets for any national, educational, religious, charitable, scientific, public, general or useful objects or to make gifts or donations of money or other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, colleges or any individual or bodies of individuals or bodies corporate but no such donation shall be made to any political party except as provided in law.
22. To open bank accounts of any type including overdraft account and to operate the same in the ordinary course of business.
23. To undertake or promote scientific research related to any business or class of business in which the Company is interested.
24. To take part in the formation of the business or operation of any company or undertaking.
25. To undertake, carry out, promote, sponsor or assist any activity in the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the Public or any section of the Public as also any activity likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and without prejudice to the generality of the foregoing to undertake, carry out, promote, sponsor and/or assist any activity for setting up and running of Schools, Colleges, Training and Vocational institutions in Technical, medical or educational fields, music and dance centres and for setting up and running of hostel, residential accommodation, staff quarters in connection with and for the benefit of the staff and students of such schools, colleges and other institutions or for organising lectures or seminars likely to advance the subjects or for giving merit awards, scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or research and for organising, conducting or assisting any association, institution, fund and trust having anyone of the aforesaid objects as one of its objects, by giving donations or otherwise.
26. To become member of other bodies of persons and associations, including societies, clubs and Companies limited by guarantee, whether formed for profit or non-profit making or other activities.
27. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures-stock, contracts, mortgages, charge, obligation, instruments and securities, of any Company or of any authority, supreme, municipal, local or otherwise of any persons whomsoever, whether incorporated or not and generally to guarantee or become sureties for the performance of any contracts and obligations.
28. To create any depreciation funds, reserve fund, insurance fund, sinking fund, or any other special fund whether for depreciation or repairs, replacement, improvement, extension or maintenance of any of the properties of the Company by way of Development Rebate Reserve or for redeemable preference shares or for any other purpose conducive to the interests of the Company.
29. Subject to the provisions of the Companies Act, 2013, to place to reserve, or to issue bonus shares among the members or otherwise to apply, as the Company may from time to time think fit, any moneys belonging to the Company including those received by way of premium on shares or debentures issued by the Company at a premium and moneys arising from the issue by the Company of forfeited shares.
30. To undertake Corporate Social Responsibility (“CSR”) activities in terms of the provisions of the Companies Act, 2013 and Rules made there under or in such other manner as the Company deems fit.

RESOLVED FURTHER THAT Mr. Vijender Kumar Gupta, Chairman and Whole Time Director, Mr. Vivek Gupta, Managing Director and/or Mr. Vikas Rawat, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized on behalf of the company to do all such acts, deeds, matters and things including to sign and execute all such applications, forms and documents as may required and to accede to such modification to the aforementioned resolution as may be suggested by the Registrar of the Companies Delhi & Haryana or such other authority arising from or incidental to the said amendment and to delegate all or any of the powers conferred herein as they may deem fit.”

3. TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Companies (Incorporation) Rules, 2014 and any other applicable rules, regulations and guidelines made thereunder, including any amendments thereto, and subject to the approval of Ministry of Corporate Affairs, and any other appropriate regulatory / statutory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority, the consent of the members of the Company be and is hereby accorded to adopt the new set of Articles of Association of the Company, in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Vijender Kumar Gupta, Chairman and Whole Time Director, Mr. Vivek Gupta, Managing Director and/or Mr. Vikas Rawat, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized on behalf of the company to do all such acts, deeds, matters and things including to sign and execute all such applications, forms and documents as may required and to accede to such modification to the aforementioned resolution as may be suggested by the Registrar of the Companies, Delhi & Haryana or such other authority arising from or incidental to the said amendment and to delegate all or any of the powers conferred herein as they may deem fit.”

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

**Place : New Delhi
Date : 14th February, 2023**

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

NOTES:

1. In view of the situation arising due to COVID-19 global pandemic and social distancing norms to be followed and its continuing catastrophe, the Government of India, Ministry of Corporate Affairs ('MCA') permitted conducting Extra Ordinary General Meeting ("EGM") through VC/OAVM and dispensed the personal presence of the Shareholders at the meeting. Accordingly, the MCA vide its Circular No. 14/2020 dated April 08,2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05,2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 20/2021 dated June 08, 2021, Circular No. 10/2021 dated June 23, 2021, Circular No. 19/2021 dated December 08 ,2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05 2022 and Circular No. 10/2022 dated December 28, 2022 (collectively referred as "MCA Circulars") and Securities and Exchange Board of India (SEBI) vide its Circular No.'s SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/ 79 dated May 12, 2020, Circular no. SEBI/ HO/ CFD/ CMD 2/ CIR/ P/ 2021/ 11 dated January 15, 2021, Circular no. SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2022/ 62 dated May 13, 2022 and Circular no. SEBI/ HO/ CFD/ PoD-2/P/ CIR/ 2023/ 4 dated January 5, 2023 (collectively "SEBI Circulars) permitted to convene the General Meetings ("EGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the members at a common venue. In accordance with the aforesaid MCA circulars read with SEBI Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), the EGM of the Company is being held through VC/OAVM. The deemed Venue for the EGM shall be the Registered office of the Company.

2. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars and SEBI Circulars, EGM of the Company is being held through VC/ OAVM. Shareholders can attend and participate in the EGM through VC/ OAVM only.

In compliance with the aforesaid Circulars, Notice of EGM is sent only through electronic mode to those Shareholders whose email ids are registered with the Company/ Depositories/ Depository Participants/ RTA. Communication of assent/ dissent of Shareholders shall only take place through remote e-voting system.

Shareholders may note that Notice of EGM shall also be available on the Company's website www.deltoncables.com and websites of the BSE Limited at www.bseindia.com.

Company has appointed M/s. Beetal Financial & Computer Services (P) Ltd, Registrar and Share Transfer Agent of the Company, to provide VC/ OAVM facility for EGM of the Company.

General instructions for accessing and participating in the EGM through VC/ OAVM Facility and voting through electronic means including remote e-voting is enclosed as Annexure 1.

3. The explanatory statement pursuant to section 102(1) of the Companies Act, 2013 ('the Act') relating to the special businesses to be transacted at the EGM is annexed hereto. The Board of Directors of the Company at its meeting held on 14th February, 2023 considered that the special businesses under Item No. 1, 2 and 3 being considered unavoidable, be transacted at the EGM of the Company.
4. Pursuant to the provisions of the Act and SEBI Listing Regulations, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/ jpg format) of its board or governing body's resolution/ authorisation, etc., authorising their representative to attend the EGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the Company at cs@deltoncables.com.

6. To receive communications through electronic means, including Notices, members are requested to kindly register/update their email address with their respective depository participant (DPs), where shares are held in demat mode.
7. Central Depository Securities (India) Limited (“CDSL”) will be providing facility for voting through remote e-voting and participation in the EGM through VC/OAVM and e-voting during the EGM. E-voting will commence on Tuesday, 21st March, 2023 (10:00 AM) and ends on Thursday, 23rd March, 2023 (5:00 PM). During this period, shareholders of the company, holding shares as on the cut-off date of Friday, 17th March, 2023 are entitled to cast their vote electronically and during the EGM. The e-voting portal will be blocked by CDSL for voting thereafter.
8. Any person, who acquires shares of the Company and becomes Member of the Company after e-mailing of Notice by the Company and holding physical/demat shares as on the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
9. Attendance of the Members attending the EGM through VC/OVAM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
10. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-EGM.
11. The notice is being emailed/dispatched to all the members whose names appear on the register of members on 24th February, 2023.
12. The Company’s Registrar and Share Transfer Agent for its share registry work is Beetal Financial & Computer Services (P) Ltd (herein after referred to as “RTA”). All documents, transfers, transmission, dematerialization requests and other communications in relation thereto should be addressed directly to the Company’s Registrar & Share Transfer Agent, at the address mentioned below:

M/s. Beetal Financial & Computer Services (P) Ltd
Beetal House, IIIrd Floor, 99 Madangir,
Behind Local Shopping Complex, Near Dada Harsukhdas Mandir
New Delhi – 110062
13. As directed by SEBI, Members are requested to-
 - i) Intimate to the DP, changes if any, in their registered addresses and/or changes in their bank account details, if the shares are held in dematerialized form.
 - ii) Intimate to the Company’s RTA, changes if any, in their registered addresses, in their bank account details, if the shares are held in physical form (share certificates).
 - iii) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
14. 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.
15. Shareholders who have already voted through remote E-Voting prior to the meeting date may attend the EGM but shall not be entitled to vote during the EGM.
16. Mr. Vaibhav Sharma, Proprietor of M/s Vaibhav Sharma and Associates, Practicing Company Secretaries (COP No. 10831) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting through electronic system during the EGM in a fair and transparent manner.
17. The Scrutinizer shall immediately after the conclusion of e-voting at the EGM, unblock the votes cast through

remote e-voting and e-votes cast during the EGM and will make, not later than 2 working days from the Conclusion of EGM, a Consolidated Scrutinizer's report of total e- votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.

18. 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 2 working days of passing of the resolutions at the EGM of the company and communicated to the Stock Exchange i.e. BSE Limited.
19. SEBI vide its notification dated 8 June 2018 read with SEBI notification dated 30 November 2018, has stipulated that w.e.f. 1 April 2019, transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. However, SEBI vide circular dated 7 September 2020 had fixed 31 March 2021 as the cut-off date for re-lodgment for any pending physical transfers and that such transferred shares shall be issued only in demat mode. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail numerous benefits of dematerialisation, which include transferability, easy liquidity, trading, savings in stamp duty and elimination of any possibility of loss of documents
20. Members who need technical assistance before or during the EGM can write an email to helpdesk.evoting@cdslindia.com or contact Mr. Rakesh Dalvi (022-23058542) Manager, (CDSL,).

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued under MCA Circulars. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at www.deltoncables.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circulars.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 21st March, 2023, 10:00 AM and ends on 23rd March, 2023, 5:00 PM During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/Easi Registration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Delton Cables Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@deltoncables.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@deltoncables.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@deltoncables.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

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

ITEM No. 1

As per the existing Memorandum of Association which is based on the erstwhile Companies Act, 1956, Clause III provides for the main object and the objects that are incidental or ancillary to the attainment of the main objects whereas Clause IV states the liability of member as limited.

Pursuant to the enactment of the Companies Act, 2013 and as per Table-A of Schedule I of the said Act, the Memorandum of Association of the Company shall contain the Main Objects of the Company under Clause III (A) along with the matters which are necessary for furtherance of the objects specified in main objects under clause III (B). It is further stated that under Clause IV the liability of the member(s) be limited to the amount unpaid, on the shares held by them, if any.

With a view to align the existing MOA of the Company with Table A of the Schedule I of the Act, it is proposed to adopt the new set of Memorandum of Association in line with the requirement of Companies Act, 2013. As per Section 4 and 13 of the Companies Act, 2013, any alteration of the Memorandum of Association of the Company requires approval of the Members by passing Special Resolution and therefore the Directors recommend the resolution set out in item no. 1 for approval of the members of the Company.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).

None of the Directors or the Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

The Board recommends passing of the resolution set out at Item No. 1 as a Special Resolution.

ITEM No. 2

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in order to make the clause III (main object clause) of the Memorandum of Association comprehensive and concise, it is proposed to alter/amend the main object clause of the MOA of the Company in accordance with Section 4 and 13 of the Act.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).

As per Section 4 and 13 of the Companies Act, 2013, any alteration to the Object Clause of the Memorandum of Association of the Company requires approval of the Members by passing Special Resolution and therefore the Directors recommend the resolution set out in item no. 2 for approval of the members of the Company.

None of the Directors or the Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

The Board recommends passing of the resolution set out at Item No. 2 as a Special Resolution.

ITEM No. 3

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act 2013 ('the Act'). Substantive sections of the Act which deal with the

Delton Cables Limited

general working of companies stand notified. With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles.

A copy of proposed new set of the Article of Association of the Company is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).

As per Section 5, 14 and other applicable provisions, if any of the Companies Act, 2013 (as amended), for the purpose of adoption of new set of Articles of Association of the Company requires approval of the Members by passing Special Resolution and therefore the Directors recommend the resolution set out in item no. 3 for approval of the members of the Company.

None of the Directors or the Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

The Board recommends passing of the resolution set out at Item No. 3 as a Special Resolution.

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

**Place : New Delhi
Date : 14th February, 2023**

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