

Delton Cables Limited

Regd. Office : 'Delton House', 4801, Bharat Ram Road 24, Darya Ganj, New Delhi-110 002 (INDIA)
Phones : 91-11-23273905-07 Fax : 91-11-23280375, 23272178, 26835550
E-mail : dcl@deltoncables.com Website : www.deltoncables.com
CIN : L31300DL1964PLC004255

AN ISO 9001-2008 COMPANY

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY MEMBERS OF THE COMPANY AT EXTRA ORDINARY GENERAL MEETING HELD ON MONDAY, THE 12TH DAY OF JANUARY, 2015

Issue of Bonus Shares

“RESOLVED THAT pursuant to the recommendation of the Board of the Directors and provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and the applicable regulations/guidelines issued by the Securities and Exchange Board of India (SEBI) and subject to such approvals, consents, permissions and sanctions, as may be necessary from appropriate authorities; the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include the committee thereof to exercise its powers including the powers conferred by this resolution) for capitalization of a sum not exceeding Rs. 5,76,00,000/- (Rupees Five Crores Seventy Six Lacs Only) out of its Free Reserves/Securities Premium Account or any other permitted reserves/surplus of the Company for the purpose of issue of Bonus Shares of Rs. 10/- (Rupees Ten) each credited as fully paid up Equity Shares to the holders of the Equity Shares of the Company, whose names shall appear in the Register of Members or in the respective beneficiary account with their respective Depository Participants, on the ‘Record Date’ to be determined by the Board of Directors of the Company for the purpose, in the proportion of 2 (Two) fully paid up Bonus Equity Shares of Rs. 10/- (Rupees Ten) each for every 1(One) fully paid up Equity Shares of Rs. 10/- (Rupees Ten) held by them and that the Bonus Shares so distributed/allotted shall, for all purposes, be treated as an increase in the nominal amount in the paid up share capital held by the members, and not as their income.

RESOLVED FURTHER THAT the new Equity shares of Rs.10/- each to be allotted as bonus shares are subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the fully paid up Equity shares of the Company as existing on the Record date.

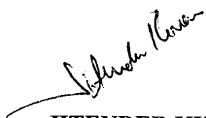
RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares but in the case of Members who hold Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in physical form, the share certificates in respect of the Bonus Shares shall be dispatched within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-resident Members. Foreign Institutional investors (FIIs) and other foreign investors shall be subject to the compliance under the applicable regulations of the Foreign Exchange Management Act, 1999 and the Rules made thereunder, as may be necessary.

RESOLVED FURTHER THAT the Board/Committee of the Board be and is hereby authorized to take necessary steps for listing of such equity shares on the Stock Exchanges where the shares of the Company are listed and to make necessary application to the depositories for crediting the Bonus shares to the depository account of the allottees.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Committee of the Board be and is hereby authorized to do or cause to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto, as may be deemed necessary and expedient in this regard.”

**CERTIFIED TO BE TRUE COPY
FOR DELTON CABLES LIMITED**



**JITENDER KUMAR
COMPANY SECRETARY**

Delton Cables Limited

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AN ISO 9001-2008 COMPANY

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY MEMBERS OF THE COMPANY AT EXTRA ORDINARY GENERAL MEETING HELD ON MONDAY, THE 12TH DAY OF JANUARY, 2015

Increase in Authorised Share Capital and consequential alteration of Clause V of Memorandum of Association and Article 4(a) of the Articles of Association

“RESOLVED THAT pursuant to Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or amendment(s) thereto for the time being in force, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from Rs. 6,00,00,000/- (Rupees Six Crores) divided into 54,00,000 Equity Shares of Rs. 10/- each, 40,000 – 10% Cumulative Convertible Preference Shares of Rs. 100/- each and 20,000 - 9.8% Redeemable Cumulative Preference Shares of Rs. 100/- each (free of Company tax, but subject to deduction of tax at source) to Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 94,00,000 Equity Shares (ranking pari-passu with the existing equity shares of the Company in all respect) of Rs. 10/- each, 40,000 – 10% Cumulative Convertible Preference Shares of Rs. 100/- each and 20,000 - 9.8% Redeemable Cumulative Preference Shares of Rs. 100/- each, (free of Company tax, but subject to deduction of tax at source).

RESOLVED FURTHER THAT in clause V of the Memorandum of Association of the Company, for the words and figures “The Authorised Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores) divided into 54,00,000 Equity Shares of Rs. 10/- each, 40,000 – 10% Cumulative Convertible Preference Shares of Rs. 100/- each and 20,000 - 9.8% Redeemable Cumulative Preference Shares of Rs. 100/- each (free of Company tax, but subject to deduction of tax at source), the following shall be substituted:

“The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 94,00,000 Equity Shares of Rs. 10/- each, 40,000 – 10% Cumulative Convertible Preference Shares of Rs. 100/- each and 20,000 - 9.8% Redeemable Cumulative Preference Shares of Rs. 100/- each (free of Company tax, but subject to deduction of tax at source)”

RESOLVED FURTHER THAT the existing Article No. 4(a) of the Articles of Association of the Company shall stand substituted by the following:

“The Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 94,00,000 Equity Shares of Rs. 10/- each, 40,000 – 10% Cumulative Convertible Preference Shares of Rs. 100/- each and 20,000 - 9.8% Redeemable Cumulative Preference Shares of Rs. 100/- each with power to increase and reduce the capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or

special rights, privileges and conditions as may be determined by or in accordance with the Companies Act, 1956/2013 for the time being in force and the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board of Directors and committee thereof for this purpose be and is hereby authorized to do or cause to do all such acts, deeds, matters and things, including but not limited to filling of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard and for any matters connected therewith or incidental thereto, as may be deemed necessary and expedient in this regard.”

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