

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,

Date: 10th April, 2018

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai - 400001

Subject : Notice of Postal Ballot pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the notice of postal ballot and form which are being circulated to the shareholders of the Company.

The above documents are also available on the website of the Company at www.deltoncables.com.

Kindly take the same on your record in compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You,

For Delton Cables Limited

Vikas Rawat

Company Secretary & Compliance Officer

Encl : As above

DELTON CABLES LIMITED

Regd. Office: Delton House, 4801, Bharat Ram Road, 24, Darya Ganj, New Delhi – 110002

Phone: 011 - 23273907

Email: dcl@deltoncables.com, **Website:** www.deltoncables.com

CIN: L31300DL1964PLC004255

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, that the resolutions set-out below are proposed to be passed by members by way of Postal Ballot/e-voting. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, setting out all the material facts pertaining to the resolution and a Postal Ballot Form is annexed to the notice for your consideration.

The Board of Directors has appointed Mr. Sidharth Sharma, proprietor of M/s Sidharth Sharma & Associates, Practicing Company Secretaries, as a Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of Section 108 and 110 of the Companies Act, 2013 read with the Rules made thereunder, the Company is pleased to provide e-voting facility to the Members to enable them to cast their votes electronically. Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 6th April, 2018 may cast their vote electronically on the businesses as set out in the Notice of the Postal Ballot through electronic voting system of Central Depository Services (India) Ltd. ('CDSL').

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the said form duly completed in the attached prepaid self-addressed postal envelope, so as to reach the Scrutinizer not later than 5.00 p.m. on 11th May, 2018. The Ballot Form received after the said date will be treated as not received as per Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit his Report to the Chairman or any other Director of the Company after completion of the scrutiny of the voting by Postal Ballot and e-voting. The result of Postal Ballot and e-voting shall be declared and notified by the Chairman or any other Director authorized by him on his behalf, on or before 6:00 p.m. on 12th May, 2018 at the Registered Office of the Company situated at Delton House, 4801, Bharat Ram Road, 24, Darya Ganj, New Delhi – 110002. The result would be displayed at the Registered Office of the Company, intimated to the BSE Limited (BSE) where the Company's shares are listed, published in the newspaper and also would be displayed alongwith the Scrutinizer's Report on the Company's website viz. www.deltoncables.com and website of the CDSL.

ITEM NO. 1

APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139(8) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s. Bansal & Co. LLP, Chartered Accountants, New Delhi (Firm Registration No. : 001113N/N500079) be and are hereby appointed as the Statutory Auditors of the Company on such remuneration and out of pocket expenses as may be determined by the Board, to fill the casual vacancy in the office of Company's Statutory Auditor caused due to resignation of the existing Statutory Auditors M/s B. R. Gupta & Co., Chartered Accountants, New Delhi (Firm Registration No. 008352N) and they shall hold the office until the conclusion of the ensuing Annual General Meeting of the Company to be held for the financial year ending on 31st March, 2018."

"RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds and things which may be deemed necessary and expedient to give effect to this resolution."

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

**Place : New Delhi
Date : 04th April, 2018**

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

NOTES:

1. The statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposals set out above is annexed herewith.
2. The Board has appointed Mr. Sidharth Sharma, proprietor of M/s Sidharth Sharma & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the members, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 6th April, 2018. Accordingly, the Members whose names appear on the Register of Members / List of Beneficial Owners (received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)) as on 6th April, 2018 will be considered for the purpose of voting and those who are not a member on the said date shall treat this Notice for information purpose only.
4. In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.
5. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are annexed to this Notice.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to the Company at cs@deltoncables.com and the Company shall forward the same along with prepaid self-addressed postal envelope to the Member.
7. A Member cannot exercise his/her vote by proxy on postal ballot.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed prepaid self-addressed postal envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5.00 P.M. on Friday, 11th May, 2018. The envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the prepaid self-addressed postal envelope.
9. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 P.M. on Friday, 11th May, 2018 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.
10. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
11. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
12. The Scrutinizer will submit his report to the Chairman or any Director of the Company duly authorized after the completion of scrutiny of the postal ballots (including e-voting). The result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before 6.00 P.M. on Saturday, 12th May, 2018 at the registered office of the Company and the same will be placed on the website of the Company i.e. www.deltoncables.com, website of e-voting agency i.e. www.evotingindia.com and will be communicated to the Stock Exchanges on the said date.
13. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
14. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
15. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till Friday, 11th May, 2018.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 12th April, 2018 at 9:00 a.m. and ends on 11th May, 2018 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 6th April, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company i.e. M/s Delton Cables Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) 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.
- (xix) 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.
- (xx) 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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.1

M/s B. R. Gupta & Co., Chartered Accountants, New Delhi (Firm Registration No. 008352N) were appointed as Statutory Auditors of the Company at the 52nd Annual General Meeting held on 29th September, 2017 to hold the office for a period of 5 years until the conclusion of Annual General Meeting to be held for the F.Y. ending 31st March, 2022.

M/s B. R. Gupta & Co., Chartered Accountants, New Delhi (Firm Registration No. 008352N) have tendered their resignation vide their letter dated 22nd March, 2018, resulting into a casual vacancy in the office of Statutory Auditors of the company. That pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, casual vacancy caused by the resignation of Auditors can be filled by the Board subject to the approval of the members.

That as per the recommendation of the Audit Committee, the Board proposes and recommends that M/s Bansal & Co. LLP, Chartered Accountants, (Firm Registration No. 001113N/N500079) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s B. R. Gupta & Co., Chartered Accountants, New Delhi (Firm Registration No. 008352N), who shall hold office up to the conclusion of the ensuing Annual General Meeting of the Company.

M/s Bansal & Co. LLP, Chartered Accountants (Firm Registration No. 001113N/N500079), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Board recommends the ordinary resolution as set out in this Notice for approval of the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives is interested, either financially or otherwise, in the resolution.

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

**Place : New Delhi
Date : 04th April, 2018**

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

DELTON CABLES LIMITED

Regd. Office: Delton House, 4801, Bharat Ram Road, 24, Darya Ganj, New Delhi – 110002
Phone: 011 - 23273907 **Email:** dcl@deltoncables.com, **Website:** www.deltoncables.com
CIN: L31300DL1964PLC004255

POSTAL BALLOT FORM

(Please read the instructions before completing the Form) Serial No.

- (1) Name & Registered Address of the sole/ first named member/Beneficial Owner: _____
- (2) Name(s) of the joint holder(s) (if any) : _____
- (3) Registered Folio No. _____
 DP ID No./Client ID No.* _____
 (*Applicable to investors holding shares in demat form)
- (4) Number of Shares held : _____

I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the Business stated in the Notice of Postal Ballot dated 04th April, 2018 of the Company by conveying/sending my/our assent or dissent to the said Ordinary Resolution by placing tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Ordinary Resolution for appointment of Statutory Auditors to fill the casual vacancy		<input type="checkbox"/>	<input type="checkbox"/>

Place : _____ (Signature of the shareholder)

Date : _____

Email ID: _____

Contact No. : _____

GENERAL INFORMATION

1. There will be one e-voting/Ballot Form for every Client ID No./Folio No., irrespective of the number of joint holders.
2. Voting rights in e-voting /Postal Ballot cannot be exercised by a proxy. However, corporate, trusts, societies and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization.
3. Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, in the enclosed prepaid self-addressed postal envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
4. Members are requested to fill Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
5. In case of joint holdings, this Postal Ballot Form should be completed and signed by the First named Member and in his/her absence by the next named Member. A Member may sign the Postal Ballot Form through an attorney, in which case the copy of the Power of Attorney should be enclosed with the Postal Ballot Form.
6. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorised signatory(ies) duly attested.
7. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) /Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.
8. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
9. Votes will be considered invalid on inter alia the following grounds:
 - if the member's signature does not tally
 - if the member has marked all his shares both in favour and also against the resolution
 - if neither the assent nor dissent is mentioned
 - if the Postal Ballot Form is unsigned or has not been signed by or on behalf of the Member
 - the Postal Ballot Form not being accompanied by a certified copy of the relevant specific authority, if the Postal Ballot Form is signed in a representative capacity
 - if the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favor or against or if the signature could not be checked or on one or more of the above grounds
 - if the information filled in the Postal Ballot Form is incomplete
 - any direction given by competent authority in writing to the Company to freeze the voting rights of the member
 - if the Member has made any amendment to the resolution or imposed any condition while exercising his vote
 - if the envelope containing the Postal Ballot Form is received after the last date prescribed.
10. The votes should be cast either in favour or against by putting tick mark in the column provided for assent or dissent. Postal Ballot bearing tick mark in both the columns will render the form invalid.
11. A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Ballot process can write to the Company at e-mail ID cs@deltoncables.com. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than 5:00 pm on Friday, 11th May, 2018.
12. Members are requested not to send any paper (other than the Resolution/authority as specified in instruction) alongwith the Ballot Form in the enclosed prepaid self-addressed postal envelope, as all envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
13. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder(s)/beneficial owners on 6th April, 2018.
14. The Scrutinizer will submit her report to the Chairman or any other person duly authorised by the Chairman, after completion of the scrutiny and the result of the voting of the Postal Ballot/ e-voting will be announced on or before 6:00 p.m. on 12th May, 2018 at the Registered Office of the Company. The results will thereafter also be informed to the Stock Exchanges and will be hosted on the Company's website www.deltoncables.com and that of the exchanges namely www.bseindia.com and on the website of remote e-voting agency i.e. www.evotingindia.com. The resolution, if passed by the requisite majority, shall be deemed to have been passed on 12th May, 2018, i.e. the date of declaration of results of the postal ballot.
15. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding