

Delton Cables Limited

AN ISO 9001 : 2008 COMPANY



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**ANNUAL REPORT
2014-2015**

BRANCH OFFICES

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Near Worli Naka
Mumbai-400018
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Fax : 022-24936501
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KOLKATA

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Fax : 033-22824388
Email : dclkol@deltoncables.com

CHENNAI

Room No.-4, First Floor,
'Tass Mahal',
No.10, Montieh Road, Egmore,
Chennai-600008
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Email : dclche@deltoncables.com

BANGALORE

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WORKS

FARIDABAD

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Faridabad (Haryana)-121002
Phone : 0129-2288225
Fax : 0129-2223998
Email : dclfbd@deltoncables.com

DHARUHERA

70th Milestone,
Delhi-Jaipur Highway,
Dharuhera (Haryana)-122106
Phones : 01274-242229, 242296
Fax : 01274-242294
Email : dcldhr@deltoncables.com

NOIDA

(Switchgear Division)
C-22/23, Sector-57,
Noida-201301, (U. P.)
Phones : 0120-4248987
E-mail : dclnoida@deltoncables.com

BOARD OF DIRECTORS

V.K. GUPTA
(Chairman & Managing Director)

VIVEK GUPTA
(Joint Managing Director)

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

COMPANY SECRETARY
JITENDER KUMAR

BANKERS
CANARA BANK
PUNJAB NATIONAL BANK
THE FEDERAL BANK LIMITED

AUDITORS
S.R. DINODIA & CO. LLP
Chartered Accountants
K-39, Connaught Place,
New Delhi-110001

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REGISTERED & HEAD OFFICE
Delton House, 4801, Bharat Ram Road,
24, Darya Ganj, New Delhi- 110 002
Phones: 011-23273905-07
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Email: dcl@deltoncables.com
shares@deltoncables.com
Web Site: www.deltoncables.com

Delton Cables Limited

NOTICE

NOTICE is hereby given that the 50th Annual General Meeting of the Members of Delton Cables Limited (CIN : L31300DL1964PLC004255) will be held on Wednesday, the 30th September, 2015 at 10:00 A.M. at Delton Hall, I.E.T.E 2, Institutional Area, Lodi Road, New Delhi - 110003, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Annual Financial Statement of the Company and the Reports of the Directors and Auditors thereon for the FY ended on 31st March, 2015.
2. To appoint a Director in place of Sh. Vivek Gupta (DIN: 00035916), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of auditors of the Company and to fix their remuneration and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule, 2014 the members of the company do hereby ratify the appointment of M/s S. R. Dinodia & Co. LLP, Chartered Accountants, New Delhi (Firm Reg. No. 001478N/N500005) as Statutory Auditors of the Company who were appointed in the 49th Annual General Meeting (held on 30 September, 2014) to hold office for a period of 3 years until the conclusion of the 52nd Annual General Meeting on such remuneration as may be determined by the Board of Directors of the company, and reimbursement of out of pocket expenses incurred in connection with the Audit on the recommendation of Audit Committee."

SPECIAL BUSINESS

4. To fix the remuneration of Cost Auditors of the company for the financial year 2015-16 and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the company do hereby confirm and ratify the remuneration of Rs. 25,000/- plus service tax as applicable and reimbursement of out of pocket expenses to M/s J. K. Kabra & Co., Cost Accountants (Firm Regn. No. 2890) as approved by the Board of Directors on the recommendation of the Audit Committee, for cost audit of the Company for the financial year 2015-16."

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

RESOLVED THAT pursuant to the provisions of section 161 and any other applicable provisions of the Companies Act, 2013 and Article 110 of the Articles of Association of the company Mr. Surender Singh Bhandari (DIN-02521713) who was appointed as an Additional Director of the Company and holds office upto the date of 50th Annual General Meeting is eligible for re-appointment and in respect of whom a notice under section 160 of the Companies Act, 2013, has been received from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the company, liable to retire by rotation."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the consent of the Company, be and is hereby accorded to the appointment of Mr. Surender Singh Bhandari (DIN-02521713) as Whole Time Director of the Company, liable to retire by rotation, with effect from 13th August 2015 for a period of three years on the terms and remuneration as mentioned in the statement annexed hereto.

RESOLVED FURTHER THAT on the recommendations of the Nomination and Remuneration Committee, the Board of Directors be and are hereby authorized to increase, vary or amend the remuneration including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary."

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby jointly/severally authorized to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force) and in supersession of the resolution passed by the Members at the 46th Annual General Meeting held on 30th September 2011, Mr. Vijender Kumar Gupta (DIN 00036210) who was earlier designated as Chairman and Managing Director of the Company be and is hereby re-designated as Chairman and Whole Time Director of the Company, liable to retire by rotation, with effect from 13th August 2015 for a fresh term of five years on the terms and remuneration as mentioned in the statement annexed hereto.

RESOLVED FURTHER THAT on the recommendations of the Nomination and Remuneration Committee, the Board of Directors be and are hereby authorized to increase, vary or amend the remuneration including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary."

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby jointly/severally authorized to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution."

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the consent of the Company, be and is hereby accorded to the re-appointment of Mr. Vivek Gupta (DIN 00035916) as Managing Director and Chief Executive Officer (CEO) of the Company, liable to retire by rotation, with effect from 01st August 2015 to 31st July, 2020, on the terms and remuneration as mentioned in the statement annexed hereto.

RESOLVED FURTHER THAT on the recommendations of the Nomination and Remuneration Committee, the Board of Directors be and are hereby authorized to increase, vary or amend the remuneration including salary,

allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary."

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby jointly/severally authorized to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution."

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

Sd/-

Place : New Delhi

Date : 13th August, 2015

**(Jitender Kumar)
Company Secretary**

NOTES:

As Delton Cables Limited, being a listed company and having more than 1000 shareholders, is compulsorily required to provide e-voting facility to members in terms of Section 108 of the Companies Act 2013 read with Rule 20 of the Rules and Clause 35B of the Listing Agreement, voting by show of hands will not be available to the members at the 50th AGM in view of the further provisions of Section 107 read with Section 114 of the Act.

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.
2. The relevant Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 setting out material facts relating to the business at item no. 4 to item no. 8 of the Notice as set out above, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2015 to 30th September, 2015 (both days inclusive).
4. The notice is being dispatched/emailed to all the members whose names appear on the register of members on 28 August 2015.
5. Members are requested to:-
 - i) Intimate the Registrar and Share Transfer Agent or the Company regarding any change in the addresses or mandates and whose shareholding is in Electronic mode are requested to direct change of address notifications and updation of Saving Bank Account details to their respective Depository Participants.
 - ii) Bring their attendance slip along with copy of Annual Report at the Annual General Meeting.
 - iii) Send their queries, if any relating to the Accounts of the Company at least 10 days before the Annual General Meeting.
 - iv) Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of Board Resolution authorising their representatives to attend and vote on their behalf at the meeting.

6. Members are requested to address all correspondence including dividend matters, to the Registrar and Share Transfer Agent **M/s. Beetal Financial & Computer Services (P) Ltd.** at the following address:

Beetal House, IIIrd Floor,
99 Madangir, Behind Local Shopping Complex,
Near Dada Harsukh Das Mandir,
New Delhi – 110 062

7. All documents referred to in the Notice are open for inspection at the registered office of the Company on all working days, except holidays, between 11.00 A.M. to 1.00 P.M. upto date of the Annual General Meeting.
8. Members are hereby informed that Dividend which remains unclaimed / un-encashed over a period of seven years, has to be transferred as per the applicable provisions of the Companies Act, 2013 and of Companies Act, 1956 to "The Investor Education & Protection Fund" constituted by the Central Government. It may please be noted that once unclaimed / un-encashed dividend is transferred to Investor Education & Protection Fund" as above, no claims shall lie in respect of such amount by the shareholder.
9. No Gifts/ Vouchers/ Pack shall be distributed at Meeting.
10. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued Circular Nos. 17/2011 & 18/2011 dated April 21, 2011 and April 29, 2011 respectively stating that service of notice/ documents including Annual Reports can be sent by e-mail to its members.

The Listing Agreement with Stock Exchanges, amended recently, now requires a company to send soft copies of the full Annual Report containing its Balance Sheet, Statement of Profit & Loss and Directors' Report to all those Shareholders who have registered their email address for the purpose.

In connection with the same, Shareholders are requested to provide their latest/updated email address on which Annual Report and Accounts and other documents can be sent since next financial year to save paper and cost.

Shareholders holding shares in demat mode, are requested to register their e-mail id with the concerned Depository Participant. The Shareholders holding shares in physical mode, are requested to register their e-mail id with Beetal Financial & Computer Services (P) Ltd.

11. In compliance with the Clause 35B of the Listing Agreement and the provisions of Section 108 of the Companies Act, 2013 and the rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this notice. E-voting commences on Saturday, 26th September, 2015 (10.00 AM) and ends on Tuesday, 29th September, 2015 (05.00 PM). During this period, shareholders of the company, holding shares as on the cut-off date of 23rd September, 2015 (Wednesday) are entitled to cast their vote electronically and at the AGM. The e-voting portal will be blocked by CDSL for voting thereafter.
12. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the AGM.
13. M/s Sidharth Sharma & Associates, Company Secretaries, (Membership No. 30367) has been appointed as the Scrutinizer.

14. The Scrutinizer will not later than 30th September, 2015, unblock the votes in the presence of at least two (2) witnesses not in the employment of the company. He will make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the company.
15. The results will be declared on or after the AGM of the company. The results declared along with the Scrutinizer's report will be placed on the company's website www.deltoncables.com and on the website of CDSL www.evotingindia.co.in within three (3) days of passing of the resolutions at the AGM of the company and communicated to BSE.
16. Members who have registered their E-Mail addresses with the Company or their Depository Participant are being sent the AGM Notice along with the Annual Report, Attendance SLIP AND PROXY form by E-mail and others are being sent by post.

The instructions for e-voting are as under:

A. In case of members receiving notice of Annual General Meeting through E-mail

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (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)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

* Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and last 8 digits of the folio number or demat account 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.

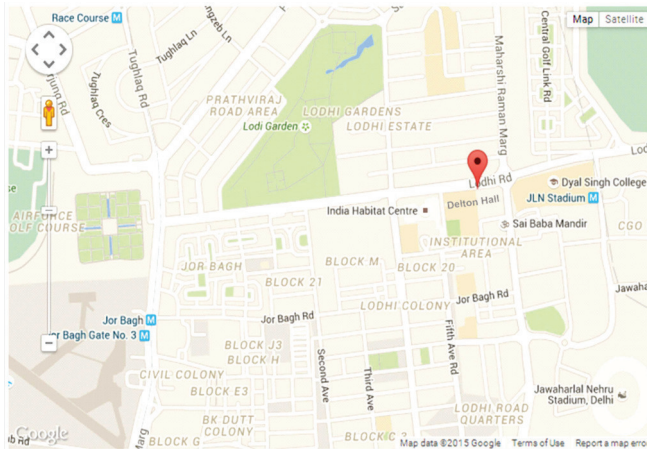
Please enter any one of the details in order to login.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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) Select EVSN (Electronic Voting Sequence Number) of Delton Cables Limited.
- (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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If 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) 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 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.

- B. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23rd September, 2015 (Wednesday) may follow the same instructions as mentioned above for e-Voting.
- C. 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



ANNEXURE TO THE NOTICE

Explanatory Statements as required by Section 102 of the Companies Act, 2013 with respect to Special Business.

ITEM NO. 4 – FIXATION OF REMUNERATION OF COST AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2015-16.

On the recommendation of the Audit Committee, the Board has considered and approved appointment of M/s J. K. Kabra & Co., Cost Accountants (Firm Regn. No. 2890), for conducting cost audit of all applicable products and group of products of the Company for the financial year 2015-16 at Rs. 25,000/- (Rupees Twenty Five Thousand Only) plus service tax as applicable and reimbursement of out of pocket expenses for the purpose of such audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the company. Accordingly, consent of the members is sought for passing an ordinary resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is/are in anyway concerned or interested in passing of the above mentioned resolution.

ITEM NO. 5 & 6 – APPOINTMENT OF MR. SURENDER SINGH BHANDARI AS WHOLE TIME DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION

The Board appointed Mr. Surender Singh Bhandari as an Additional Director of the Company w.e.f. 13th August, 2015. The Board has also appointed him as Whole Time Director effective from the same date, for a period of three years, on the terms and conditions as specified below, subject to the approval of the members.

As per provisions of Section 161(1) of the Companies Act, 2013 he holds office of Additional Director only upto the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160 of the Act proposing his candidature for the office of Director of the Company along with the requisite deposit.

Since, there is a loss in the Company, it is required to obtain shareholder's approval for payment of minimum remuneration as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

Subsequently, at the meeting of Nomination & Remuneration Committee and Board of Directors as held on 13th August, 2015, approved the remuneration payable to Mr. Surender Singh Bhandari with effect from 13th August, 2015 for a period of three years as set out below:

- Basic Salary:** Rs. 28924/- p.m. (in the range of Rs. 25000/- p.m. to Rs.35000/- p.m.) (With liberty to the Board or any Committee thereof in its absolute discretion to decide the basic salary & annual increments within the above range).
- Perquisites, Allowances and Other Benefits:** In addition to the basic salary, Mr. Surender Singh Bhandari will also be entitled to various perquisites, allowances and benefits such as House rent allowance (50% of basic salary), medical reimbursement, leave travel concession, personal accident insurance, medical insurance, Car and telephone benefit, earned/privilege leaves and encashment thereof, company contribution to PF and Superannuation fund and Gratuity etc. as per policy/rules of the Company in force and/or as may be approved by Board from time to time.

The Board recommends the Ordinary Resolution set out under Item No.5 & 6 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Mr. Surender Singh Bhandari in the special resolution set out under Item No. 5 & 6 of the Notice.

ITEM NO. 7 – APPOINTMENT & RE-DESIGNATION OF MR. VIJENDER KUMAR GUPTA AS CHAIRMAN & WHOLE TIME DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION

The members of the Company had appointed Mr. Vijender Kumar Gupta as Chairman and Managing Director of the Company for a period of 5 years w.e.f. 1st June, 2011 and also approved the remuneration of 49.72 Lacs payable to Mr. Vijender Kumar Gupta as approved at their Annual General Meeting held on 30th September, 2011.

His present tenure ends on 31st May, 2016, however Mr. Vijender Kumar Gupta is re-designated as Chairman and Whole Time Director of the Company, liable to retire by rotation, with effect from 13th August 2015 for a fresh term of five years on the terms and remuneration as stated below.

Mr. Vijender Kumar Gupta is more than 75 years of age and associated with the Company for more than 46 years and has a very rich experience in cable industry and keeping in view of his knowledge, experience qualification and the contribution made to the Company it is beneficial to the interest of the Company that Mr. Vijender Kumar Gupta has continuously be associated with the Company. Therefore the Board of Directors (on the recommendations of the Nomination and Remuneration Committee) recommends his appointment as a Chairman and Whole Time Director on such terms & conditions as specified below.

Since, there is a loss in the Company and intend to pay double the amount prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, it is required to obtain shareholder's approval by way of Special Resolution for payment of remuneration and such payment is not exceeded for a term of three years.

Subsequently, at the meeting of Nomination & Remuneration Committee and Board of Directors as held on 13th August, 2015, revised the remuneration payable to Mr. Vijender Kumar Gupta with effect from 13th August, 2015 for a period of three years as set out below:

- a. **Basic Salary:** Rs. 2,00,000 lacs p.m. (in the range of Rs. 2,00,000 Lacs p.m. to Rs.3,00,000 lacs p.m.) (With liberty to the Board or any Committee thereof in its absolute discretion to decide the basic salary & annual increments within the above range).
- b. **Perquisites, Allowances and Other Benefits:** In addition to the basic salary, Mr. Vijender Kumar Gupta will also be entitled to various perquisites, allowances and benefits such as House rent allowance (50% of basic salary), medical reimbursement, leave travel concession, personal accident insurance, medical insurance, Car and telephone benefit, earned/privilege leaves and encashment thereof, company contribution to PF and Superannuation fund and Gratuity etc. as per policy/rules of the Company in force and/or as may be approved by Board from time to time.

The Board recommends the special resolution set out under Item No.7 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Mr. Vijender Kumar Gupta, Mr. Vivek Gupta and Mrs. Shalini Gupta in the special resolution set out under Item No. 7 of the Notice.

ITEM NO. 8 – RE-APPOINTMENT & RE-DESIGNATION OF MR. VIVEK GUPTA AS MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER (CEO) OF THE COMPANY AND FIXING HIS REMUNERATION

The members of the Company had appointed Mr. Vivek Gupta as Joint Managing Director of the Company for a period of 5 years w.e.f. 1st August, 2010 and also approved the remuneration of 39.18 Lacs payable to Mr. Vivek Gupta as approved at their Annual General Meeting held on 30th September, 2010 and the said tenure of Mr. Vivek Gupta was expired on 31st July, 2015.

Mr. Vivek Gupta, Joint Managing Director of the Company has been elevated to the post of Managing Director and Chief Executive Officer (CEO) of the Company liable to retire by rotation in the Meeting of the Board of Directors held on August 13, 2015 for a period of 5 years w.e.f. August 1, 2015.

Since, there is a loss in the Company and intend to pay double the amount prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, it is required to obtain shareholder's approval by way of Special Resolution for payment of remuneration and such payment is not exceeded for a term of three years.

Subsequently, at the meeting of Nomination & Remuneration Committee and Board of Directors as held on 13th August, 2015, revised the remuneration payable to Mr. Vivek Gupta with effect from 1st August, 2015 for a period of three years as set out below:

- a. **Basic Salary:** Rs. 1,50,000 lacs p.m. (in the range of Rs. 1,50,000 Lacs p.m. to Rs.2,50,000 lacs p.m.) (With liberty to the Board or any Committee thereof in its absolute discretion to decide the basic salary & annual increments within the above range).
- b. **Perquisites, Allowances and Other Benefits:** In addition to the basic salary, Mr. Vivek Gupta will also be entitled to various perquisites, allowances and benefits such as House rent allowance (50% of basic salary), medical reimbursement, leave travel concession, personal accident insurance, medical insurance, Car

and telephone benefit, earned/privilege leaves and encashment thereof, company contribution to PF and Superannuation fund and Gratuity etc. as per policy/rules of the Company in force and/or as may be approved by Board from time to time.

The Board recommends the special resolution set out under Item No.8 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Mr. Vivek Gupta, Mr. Vijender Kumar Gupta and Mrs. Shalini Gupta in the special resolution set out under Item No. 8 of the Notice.

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

I. General Information:

PARTICULARS			
Nature of industry	The Company is manufacturers of electrical & telecommunication wire & cables and Switchgears		
Date or expected date of commencement of commercial production	Not Applicable, Since the company has already commenced its business activities.		
in case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.		
Financial performance based on given indicators	Particulars	2014-15	2013-14
	Total Revenue	13212.43	10898.03
	Total Expenditure	13362.10	11278.49
	Net Profit/(Loss)	(66.16)	(259.99)
Foreign investments or collaborations, if any.	The Company has not made any foreign investment and not entered into foreign collaboration.		

II. Information about the appointee:

Particulars	Name of Directors		
	Mr. Vijender Kumar Gupta	Mr. Vivek Gupta	Mr. Surender Singh Bhandari
Background details			
(i) Age	75 Yrs.	47 Yrs	60 Yrs.
(ii) Qualifications & Expertise	Expertise in setting up and business management & having a very rich experience of more than 46 yrs.	B.Com(Hons) from Raj Hans College of Delhi & Expertise in Finance & Operations	B.Com and PGDBM in Material Management & Expertise in Operations & Material Management
(iii) Terms & Conditions	Mentioned in the explanatory statement	Mentioned in the explanatory statement	Mentioned in the explanatory statement
(iv) Details of remuneration	Mentioned in the explanatory statement	Mentioned in the explanatory statement	Mentioned in the explanatory statement
(v) Shares held in company	807831	293328	NIL
(vi) No. of board meetings attended during the year	5	7	NA
(vii) Directorship in other Companies	(i) Ram Kumar Gupta And Sons Limited	(i) Ram Kumar Gupta And Sons Limited	Deltx Info Services Private Limited (Under Process of Striking of)
	(ii) Delton International Ltd	(ii) Delton International Ltd	
	(iii) Saneh Industreal Investment Limited	(iii) Saneh Industreal Investment Limited	
	(iv) Vishranti Trading Enterprises Limited	(iv) Vishranti Trading Enterprises Limited	
	(v) B And M Trading And Investment Co Ltd	(v) B And M Trading And Investment Co Ltd	
	(vi) Standard Enamel Works Private Limited	(vi) Element Arts Private Limited	
	(vii) Abaskar Construction Pvt Ltd	(vii) VIGA Trade Solutions Private Limited	
		(viii) Globus Spirits Limited	
		(ix) Inkit Creative Private Limited	
		(x) Nelson Planning And Design Private Limited	
		(xi) Ncube Planning And Design Private Limited	
		(xii) PHD Chamber Of Commerce And Industry	
		(xiii) Emporio Marketing Private Limited	
		(xiv) Modipon Limited	
	(viii) Membership/ Chairmanship of committees of other Boards	Membership in Committees of Modipon Limited	None
		(i) Audit Committee (ii) Nomination & Remuneration Committee (iii) Stakeholders Relationship Committee	

Past Remuneration	49.72 Lacs	39.18 Lacs	5.55 Lacs
Recognition or awards	NIL	NIL	NIL
Job profile and his suitability	Mr. Vijender Kumar Gupta having a very rich and vast expertise in Technical & Business Management. Taking into consideration his expertise, he is best suited for the responsibilities currently assigned to him by the Board of Directors.	Mr. Vivek Gupta is actively involved in the business and manages day to day affairs of the Company. Taking into consideration his expertise, he is best suited for the responsibilities currently assigned to him by the Board of Directors.	Mr. Surender Singh Bhandari is looking after the operations part and the material management of the company.
Remuneration proposed	As per the details given in the Item No. 5, 6, 7 & 8 of the statement annexed to the Notice.		
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration payable to managerial persons is justified in comparison to remuneration paid in the industry and the size of the Company.		
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Except for receiving remuneration as a Whole Time Director, Mr. Vijender Kumar Gupta or any of his relative do not have any pecuniary relationship with the company. Mr. Vijender Kumar Gupta is the Father of Mr. Vivek Gupta MD and CEO of the Company. He is also Father in Law of Mrs. Shalini Gupta, Non Executive Director of the company.	Except for receiving remuneration as a MD and CEO, Mr. Vivek Gupta or any of his relative do not have any pecuniary relationship with the company. Mr. Vivek Gupta is son of Mr. Vijender Kumar Gupta, Chairman & Whole Time Director. He is also husband of Mrs. Shalini Gupta, Non Executive Director of the company.	Except for receiving remuneration as a Whole Time Director, Mr. Surender Singh Bhandari or any of his relative do not have any pecuniary relationship with the company.

III. Other Information:

Particulars	
Reasons of loss or inadequate profits	The performance of the Company in the last three financial years has been impacted due to slowdown in global and Indian economies. The situation has aggravated further due to short-term downtrend in the cable industry.
Steps taken or proposed to be taken for improvement	The Company will take every necessary and possible step for its improvement and future growth
Expected increase in productivity and profits in measurable terms.	The Company has undertaken several measures in FY 2014 – 15 to reduce cost both at operating and working capital levels, which are bearing positive fruits from the company. The company is continuing to take efforts for improving productivity.

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

Place : New Delhi
Date : 13th August, 2015

Sd/-
(Jitender Kumar)
Company Secretary