Delton Cables Limited

AN ISO 9001 : 2008 COMPANY

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ANNUAL REPORT
2015-16

BRANCH OFFICES

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

BANGALORE
No. 1421, Ground Floor,
3rd Main, 3rd Cross, Chandra Layout,
Vijay Nagar Extn, Bangalore – 560040.
Email: dclblr@deltoncables.com

WORKS

FARIDABAD
17/4, Mathura Road,
Faridabad, Haryana - 121002
Phone: 0129 - 2288225
Fax: 0129 - 2223998
Email: dclfbd@deltoncables.com

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

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

BOARD OF DIRECTORS

V.K. GUPTA
(Chairman)

VIVEK GUPTA
(Managing Director & CEO)

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

CHIEF FINANCIAL OFFICER
GURMUKH SINGH

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
Fax: 011-23280375, 23272178
Email: dcl@deltoncables.com
shares@ deltoncables.com
Web Site: www.deltoncables.com

NOTICE

NOTICE is hereby given that the 51st Annual General Meeting of the Members of Delton Cables Limited (CIN : L31300DL1964PLC004255) will be held on Friday, the 30th September, 2016 at 11:00 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 Audited Financial Statement of the Company and the Reports of the Board of Directors and Auditors thereon for the FY ended on 31st March, 2016.
2. To appoint a Director in place of Smt. Shalini Gupta (DIN: 00035938), who retires by rotation and being eligible, offers herself for re-appointment.
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 read with Companies (Audit and Auditors) Rule, 2014 and other applicable provisions, if any and on the recommendation of Audit Committee 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."

By Order of the Board
For Delton Cables Limited

Sd/-
Place : New Delhi **(Jitender Kumar)**
Date : 11th August, 2016 **Company Secretary**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.
2. Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2016 to 30th September, 2016 (both days inclusive).
4. The notice is being dispatched/emailed to all the members whose names appear on the register of members on 26 August 2016.
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.

    Pursuant to section 101 read with section 136 of the Act and the relevant rules made there under, Regulation 36 of the SEBI (LODR) Regulations, 2015 and the applicable Secretarial Standards, copy of the Annual Report 2015-16 is being sent to all the members whose email address(es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same and to other members by courier/registered post. The Notice of 51st AGM and the Annual Report 2015-16 will also be available on the Company's website www.deltoncables.com for download by the members.

    Members who have not registered their email addresses so far are requested to register their email address with their Depository Participant only, for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

    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 Regulation 44 of the SEBI (LODR) Regulations, 2015 and the provisions of Section 108 of the

Companies Act, 2013 and the rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this notice. E-voting commences on Tuesday, 27th September, 2016 (10.00 AM) and ends on Thursday, 29th September, 2016 (05.00 PM). During this period, shareholders of the company, holding shares as on the cut-off date of 23rd September, 2016 (Friday) 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 through remote E-Voting prior to the meeting date may attend the AGM but shall not be entitled to vote at the AGM.

The instructions for shareholders voting electronically are as under:

i) The shareholders should log on to the e-voting website www.evotingindia.com.

ii) Click on Shareholders.

iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

iv) Next enter the Image Verification as displayed and Click on Login.

v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vi) If you are a first time user follow the steps given below:

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

vii) After entering these details appropriately, click on "SUBMIT" tab.

viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x) Click on the EVSN 160819041 for M/s Delton Cables Limited.

xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvi) If a demat account holder has forgotten the 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.

xvii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

13. M/s Sidharth Sharma and Associates, Practicing Company Secretaries has been appointed as the Scrutinizer.

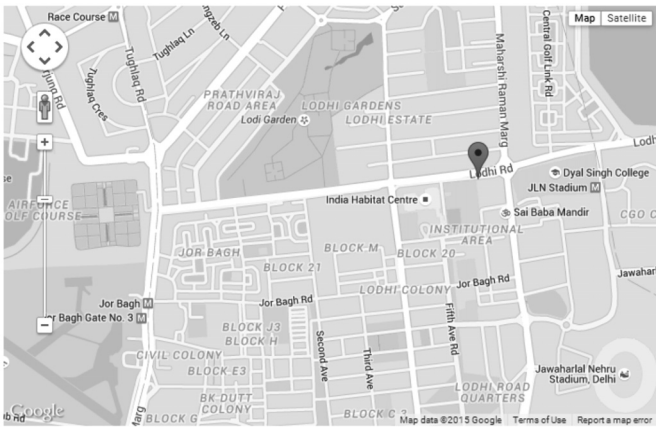
14. The Scrutinizer will unblock the votes cast through remote e-voting and poll at the meeting in the presence of at least two (2) witnesses not in the employment of the company and scrutinizing the same to make a Consolidated Scrutinizer's report of the votes cast in favour or against, if any, and forthwith to the Chairman of the company not later than forty eight (48) hours of the conclusion of the AGM.

15. 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 and simultaneously communicated to BSE.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AT THE AGM PURSUANT TO REGULATIONS 26(4) AND 36(3) OF LISTING REGULATIONS AND SECRETARIAL STANDARDS – 2 ON GENERAL MEETINGS:

Particulars	**Mrs. Shalini Gupta**
Age	48 Yrs.
Qualifications & Expertise	Graduate from Bombay University and one who has a wealth of experience and has inspired and led the implementation of many path-breaking initiatives.
Shares held in company	278151
Date of First Appointment	14/08/2014
Directorship in other Companies	(i) Vishranti Trading Enterprises Limited (ii) B And M Trading And Investment Co Ltd (iii) Element Arts Private Limited (iv) Inkit Creative Private Limited
Membership/Chairmanship of committees of other Boards	None
Term & Conditions of Appointment/ re-appointment	Non Executive Director (Non Independent), Liable to Retire by Rotation
No. of Board Meetings attended during the FY 2015-16	6 (Total 6 Board Meetings were held during the FY 2015-16)
Relationship with other Directors and KMP	Mrs. Shalini Gupta is wife of Mr. Vivek Gupta Managing Director & CEO and Daughter in law of Mr. Vijender Kumar Gupta, Chairman & Whole Time Director of the Company.

Route Map to the AGM Venue



By Order of the Board
For Delton Cables Limited

Sd/-
(Jitender Kumar)
Company Secretary

Place : New Delhi
Date : 11th August, 2016

DIRECTORS' REPORT

To
THE MEMBERS,
Your Directors have pleasure in presenting the 51st Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2016.

FINANCIAL RESULTS **(Rs. in Lacs)**

Particulars	2015-16	2014-15
Gross Sales	10319.48	14189.26
Less : Excise	916.22	1080.94
Net Sales	9403.26	13108.32
Other Income	67.86	82.07
Total Income	9471.12	13190.38
Total Expenditure	10211.41	13340.05
Profit / (Loss) Before Exceptional Item and Tax	(740.29)	(149.67)
Add : Exceptional Item(indicate nature)	784.55	103.31
Profit/ (Loss) Before Tax	44.26	(46.36)
Less: Income Tax	2.96	-
Less: Deferred Tax	52.60	14.26
Less: Adjustment of taxes for earlier years	-	5.54
Net Profit / (Loss)	93.90	(66.16)

PERFORMANCE REVIEW
The Financial Year 2015-16 continued to be another crucial year for the Company with challenging business environment. Your company achieved a turnover of Rs. 10319.48 Lacs as against Rs. 14211.30 lacs during the previous financial year. During the year under review the company has earned a net profit after tax of Rs. 93.90 lacs.

DIVIDEND
Due to the future prospects and working capital funds requirement, Board of Directors has not proposed any dividend for the Financial Year ending 31st March, 2016.

SHARE CAPITAL
The paid up equity share capital as on March 31, 2016 is Rs. 8,64,00,000/-. During the year under review, the Company has not altered its share capital.

FIXED DEPOSITS
Your Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

AUDITORS
M/s. S.R. Dinodia & Co. LLP, Chartered Accountants, New Delhi, Statutory Auditors were appointed in the 49th AGM to hold office until the conclusion of 52nd AGM. Your company seeks ratification of the appointment of Statutory Auditors at the ensuing Annual General Meeting.
There are no qualifications or reservations or adverse remarks made by the Auditors in their Report.

SECRETARIAL AUDIT
A Secretarial Audit was conducted during the year by the Secretarial Auditor M/s Vaibhav Sharma & Associates, Practicing Company Secretaries. The Secretarial Auditors Report is attached as ***Annexure-I***.
There are no qualifications or observations or adverse remarks made by the Secretarial Auditor in his Report.

QUALITY POLICY / CERTIFICATION
Your Company's Mission is 'SUCCESS OF ITS CUSTOMERS'. Your Company is always committed to provide good quality products consistently to its customers worldwide. Your Management on its part is also fully committed to further improve quality and provides all inputs and resources to achieve this goal.
Your company is certified for ISO 9001:2008 in quality.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/ TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE
During the year, there were no instances of significant and material orders passed by the regulators, courts or tribunals on the Company.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS U/S 186 OF THE COMPANIES ACT, 2013
During the Financial Year 2015-16 your company has not made any loans, guarantees and investments u/s 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES
All related party transactions are in the ordinary course of business and at arm's length basis, which are not material in nature. All related party transactions are with the approval of the Audit Committee and periodically placed before the Board for review.

DIRECTORS
In accordance with the provisions of the Companies Act, 2013 and relevant Rules framed there under and the Articles of Association of the Company, Mrs. Shalini Gupta (DIN: 00035938) retires by rotation at the ensuing Annual General Meeting and, being eligible, offers herself for re-appointment. The Board recommends her re-appointment as Non-Executive Director on the Board of Directors of the Company.

DECLARATION BY INDEPENDENT DIRECTORS
All Independent Directors of the Company viz. Mr. Mahesh Prasad Mehrotra (DIN 00016768), Mr. Achintya Karati (DIN 00024412), Mr. Bharat Bhushan Chadha (DIN 00298713) and Mr. Vijay Kumar Goel (DIN 00075317) have individually and severally submitted a declaration pursuant to Section 149(7) of the Companies Act, 2013 affirming compliance to the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and other applicable rules & regulations made there under. Based on the declarations of Independent Directors, the Board of Directors recorded its opinion that all Independent Directors are independent of the Management and have fulfilled the conditions as specified in the Companies Act, 2013, rules made there under.

EVALUATION OF THE BOARD'S PERFORMANCE
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
In compliance of the above the performance evaluation was done in a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

KEY MANAGERIAL PERSONNEL
The details of Key Managerial Personnel (KMP) of the Company are as follows:

S. No.	Name	Designation	Date Appointment	Date of Cessation
1	Mr. Vijender Kumar Gupta*	Chairman	30.09.2015	-
2	Mr. Vivek Gupta*	Managing Director & CEO	30.09.2015	-
3	Mr. Surender Singh Bhandari	Director	13.08.2015	-
4	Mr. Gurmukh Singh	Chief Financial Officer	08.09.2015	-
5	Mr. Jitender Kumar	Company Secretary	13.08.2015	-

*Mr. Vijender Kumar Gupta & Mr. Vivek Gupta were re-designated as on 30.09.2015.

MEETINGS OF THE BOARD OF DIRECTORS

During the Financial Year 2015-16, six meetings of the Board of Directors were held on May 30, 2015, August 13, 2015, September 08, 2015, September 30, 2015, November 14, 2015 and February 13, 2016. The maximum time-gap between any two consecutive meetings did not exceed One Hundred Twenty Days.

S. No.	Name of the member	Designation	No. of Meetings entitled	No. of Meetings attended
1.	Mr. Vijender Kumar Gupta	Chairman	6	6
2.	Mr. Vivek Gupta	Managing Director & CEO	6	6
3.	Mrs. Shalini Gupta	Director	6	6
4.	Mr. Mahesh Prasad Mehrotra	Director	6	6
5.	Mr. Bharat Bhushan Chadha	Director	6	6
6.	Mr. Achintya Karati	Director	6	5
7.	Mr. Vijay Kumar Goel	Director	6	3
8.	Mr. Surender Singh Bhandari*	Director	4	2
9.	Mr. Shyam Sunder Malhotra**	Director	1	1

* Mr. Surender Singh Bhandari was appointed as Director w.e.f. 13.08.2015

** Mr. Shyam Sunder Malhotra was resigned from the post of Directorship w.e.f. 31.07.2015

AUDIT COMMITTEE

The Audit Committee of the Board of Directors is constituted in compliance with provisions of Section 177 of the Companies Act, 2013 ("the Act"). During the Financial Year 2015-16, five meetings of the Audit Committee were held on May 30, 2015, August 13, 2015, September 08, 2015, November 14, 2015 and February 13, 2016. The maximum time-gap between any two consecutive meetings did not exceed One Hundred Twenty Days.

S. No.	Name of the member	Designation	No. of Meetings attended
1	Mr. Mahesh Prasad Mehrotra	Chairman	5
2	Mr. Vivek Gupta	Member	5
3	Mr. Achintya Karati	Member	5
4	Mr. Bharat Bhushan Chadha	Member	5

NOMINATION & REMUNERATION COMMITTEE

During the Financial Year 2015-16, three meetings of the Nomination & Remuneration Committee were held on May 30, 2015, August 13, 2015 and September 08, 2015. During the period under review the committee was reconstituted on 08.09.2015. Mr. Bharat Bhushan Chadha became member in place of Mr. Vivek Gupta.

S. No.	Name of the member	Designation	No. of Meetings entitled	No. of Meetings attended
1.	Mr. Achintya Karati	Chairman	3	3
2.	Mr. Vijender Kumar Gupta	Member	3	3
3.	Mr. Vivek Gupta	Member	2	2
4.	Mr. Mahesh Prasad Mehrotra	Member	3	3
5.	Mr. Bharat Bhushan Chadha	Member	1	1

SHARE TRANSFER COMMITTEE

During the Financial Year 2015-16, thirty five meetings of the Share Transfer Committee were held on 06.04.2015, 16.04.2015, 21.04.2015, 27.04.2015, 01.05.2015, 20.05.2015, 01.06.2015, 08.06.2015, 15.06.2015, 30.06.2015, 10.07.2015, 17.07.2015, 23.07.2015, 11.08.2015, 19.08.2015, 16.09.2015, 23.09.2015, 28.09.2015, 10.10.2015, 15.10.2015, 20.10.2015, 28.10.2015, 03.11.2015, 09.11.2015, 23.11.2015, 14.12.2015, 22.12.2015, 11.01.2016, 19.01.2016, 25.01.2016, 08.02.2016, 23.02.2016, 08.03.2016, 22.03.2016 & 30.03.2016.

S. No.	Name of the member	Designation	No. of Meetings entitled	No. of Meetings attended
1.	Mr. Vijender Kumar Gupta	Member	35	35
2.	Mr. Vivek Gupta	Member	35	35

STAKEHOLDERS RELATIONSHIP COMMITTEE

During the Financial Year 2015-16, no investor complaints were received and therefore no meeting of the Stakeholders Relationship Committee was held.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a vigil mechanism named Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The objective of the Policy is to explain and encourage the directors and employees to raise any concern about the Company's operations and working environment, including possible breaches of Company's policies and standards or values or any laws within the country or elsewhere, without fear of adverse managerial action being taken against such employees. The detailed policy is also placed on the website of the Company.

REMUNERATION POLICY

The company follows a policy on remuneration of Directors and Senior Management Employees. The policy is approved by the Nomination and Remuneration Committee and the Board. More details on the same are given in the ***Annexure II***.

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

The details of the ratio of remuneration to each Director to the median employee's remuneration and such other details as required to be given under Section 197(12) read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached hereto as ***Annexure III.***

EXTRACT OF ANNUAL RETURN

The particulars required to be furnished under Section 134(3) (a) of the Companies Act, 2013 as prescribed in Form No. MGT-9 is given in ***Annexure IV***.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

As required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules 2014, the information on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are annexed to this report as ***Annexure V***.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

Your Company had no Subsidiaries, Joint Venture or Associates during the year 2015-16.

NON-APPLICABILITY OF CORPORATE GOVERNANCE REPORT OF SEBI (LODR) REGULATIONS, 2015

In terms of Regulation 15 of SEBI (LODR) Regulations 2015 Corporate Governance Report have not been applicable to the company and hence not inserted in the Annual Report.

OUTLOOK, OPPORTUNITY & THREATS, RISK & CONCERNS

As your company is the older player in Indian Cable Industry, providing

wide range of products in cable & wires and Switchgears and fully committed to develop tailor made and innovative cables in order to suit the requirements of the customers. The Company serves the core and prime infrastructure sectors including power, telecom, real estate, railways and domestic building wires. The Company is an approved supplier of cables to Government and public sector enterprises along with major players in the private sector and derives its major revenues from government and institutional sales. It focuses on capturing new markets by developing customers in new and existing territories, to provide new cables for special applications as per requirements of the customers.

Cable and wire industry has established itself as one of the backbones of modern information age. Growth in this sector is likely to get a boost as a result of major expansion in steel, cement, oil & gas, energy, automobiles, highways, ports, airports, SEZs, housing, IT parks, hotels, shopping malls and BPOs. Retail will consequently be a major biggest beneficiary in the cables industry. Power transmission and distribution are also set for increased thrust, further facilitating growth in the cables industry. The institutional cables segment, in particular, will get a huge fillip as a consequence of growth in both, infrastructure and power segments.

In line with the new regulatory requirements, Your Company embraces a risk management portfolio for forecasting and mitigating the impact of internal and external risk factors. The Company has formally framed a Risk Management Plan to identify and assess the risk areas, monitor and report compliance and effectiveness of the policy and procedure. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non-business risk. The Audit Committee and Board of Directors periodically review the risks and suggest steps to be taken to control and mitigate the same through a properly defined framework. Company's products are used primarily by the power utilities, infrastructure, real estate and industrial segments and any slowdown in these sectors can have a major impact on the demand for the Company's products. Company is continuously diversifying its product and sectoral presence. Finance Cost risk arises due to payment of high rate of interest on term loans and other funds & non fund based facilities being availed by the company from banks and other financial institutions. The company tries to minimize this risk by keeping a check on the interest rates charged by various banks and by swapping its long term/short term loans with banks charging lesser interest rates.

SEGMENT-WISE PERFORMANCE

The Company manufactured and supplies in two segments i.e. wire & cables and switchgear products. During the year the Company sold wire and cables amounting to Rs. 90.14 Crores as compared to Rs. 124.68 Crores in the previous year and Switchgears products amounting to Rs. 7.54 Crores as compared to Rs. 4.79 Crores in the previous year.

INDUSTRY STRUCTURE & DEVELOPMENTS

Wire and Cable industry's fate is closely linked to that of the industrial growth in general. Cables are crucial infrastructure backbone of an economy - the critical elements that wire up the length and breadth of the country. Demand for cables is expected to improve further with the improvement in industrial growth. The Indian Wire and Cable industry offers lucrative scope for stable revenue streams to manufacturers of both specialised cables and power cables. The prospects of the Wire and Cable industry are interlinked with the health of other industries viz: power, telecom, railways, real estate, steel, cement, refineries, infrastructure etc., government's procurement policies, strategic diversifications and switching over to integrated manufacturing.

INTERNAL CONTROL SYSTEM

The Company has adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. The internal control systems are designed to ensure that the financial and other records are reliable for the preparation of financial statements and for maintaining assets. This is further strengthened by the Internal Audit done concurrently. Besides, this Audit Committee of the Company is also being regularly appraised the Financial control system.

HUMAN RESOURCES

People are vital engines of the Company's growth strategy and the Company has a well-planned strategy in place to nurture talent. With a strong focus on the development of its human capital assets, the Company is continually investing in building the same. Regular HR initiatives include skill mapping and matching, as well as assessment of training & development programs. Such assessment helps in ensuring proper performance appraisals. Adequate training, skill development and mentoring programs are designed to bridge gaps, if any. The Company has set for itself clear objectives and goals, which help lend objectivity to performance. During the year, industrial relations continued to be cordial.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report, as required by Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are already dealt with in various sections of this Report.

LISTING OF SHARES

Your company's shares are listed at BSE Ltd. The listing fee in respect thereof for the year 2016-17 has already been paid to the Stock Exchange.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement u/s 134(3)(c) of the Companies Act, 2013(the "Act") with respect to Directors' Responsibility Statement, it is hereby confirmed that:

(a) in the preparation of the annual accounts for the financial year ended 31 March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended 31 March, 2016 and of the profit and loss of the company for the year ended on that date;

(c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the Directors have prepared the annual accounts on a going concern basis; and

(e) the Directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.

(f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

ACKNOWLEDGEMENT

The Directors would like to thank all the Shareholders, customers, dealers, suppliers, bankers, financial institutions and all the other business associates for their continued support to the Company and the confidence reposed in its Management. The Directors also thank the Government authorities for their understanding and co-operation. The Directors wish to record their sincere appreciation of the significant contribution made by the employees of the Company at all levels.

For & on behalf of the Board of Directors

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

Place: New Delhi
Dated: 11th August, 2016

Annexure I

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2016

[Pursuant to section 204 (1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Delton Cables Limited

Delton House 4801, Bharat Ram Road

24 Daryagunj, New Delhi - 110002

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2016** according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder **(in so far as they are made applicable);**

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

  (a) The Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015;

  (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

  (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (not applicable to the company during the Audit Period);

  (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the audit period);

  (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

  (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the audit period); and

  (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the audit period);

(vi) The Factories Act, 1948

(vii) The Industrial Dispute Act, 1947

(viii) The Payment of Wages Act, 1936

(ix) The Minimum Wages Act, 1948

(x) The Employees State Insurance Act, 1948

(xi) The Employees Provident Fund and Miscellaneous Provisions Act, 1952

(xii) The Payment of Bonus Act, 1965

(xiii) The Payment of Gratuity Act, 1972

(xiv) The Child Labour (Prohibition & Regulation) Act, 1986

(xv) The Indian Contract Act, 1872

(xvi) The Income Tax Act, 1961 and Indirect Tax Laws

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

(j) Secretarial Standards issued by The Institute of Company Secretaries of India (not applicable to the company during the Audit Period).

(ii) The Listing Agreements entered into by the Company with Stock Exchange.

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

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **Vaibhav Sharma & Associates**

Sd/-
Vaibhav Sharma
Practicing Company Secretaries
ACS No: 30041
C P No: 10831

Place: New Delhi
Date: August 11, 2016

Annexure II

REMUNERATION POLICY

General:

a) The remuneration / compensation / commission etc. to the Managing Director, Whole-time Director and KMP will be determined by the Nomination & Remuneration Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/ post approval of the shareholders of the Company and Central Government, wherever required.

b) The remuneration and commission to be paid to the Managing Director, Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.