

Delton Cables Limited

AN ISO 9001 : 2008 COMPANY



WE CONNECT WE PROTECT FOR LIFE

**ANNUAL REPORT
2018-19**

BRANCH OFFICES

KOLKATA

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

WORKS

FARIDABAD

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

BOARD OF DIRECTORS

V.K. GUPTA
(Chairman and Whole-time Director)

VIVEK GUPTA
(Managing Director & CEO)

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

CHIEF FINANCIAL OFFICER

SANJIV AGGARWAL
(Resigned w.e.f. 10.07.2019)

COMPANY SECRETARY

VIKAS RAWAT

BANKERS

CANARA BANK
PUNJAB NATIONAL BANK
THE FEDERAL BANK LIMITED

AUDITORS

BANSAL & CO. LLP
Chartered Accountants
Block A, Maharani Bagh, New Friends Colony,
New Delhi-110065

CONTENTS	
Particulars	Page No.
Notice	2
Directors Report	14
Management Discussion and Analysis Report	26
Corporate Governance Report	28
Independent Auditor's Report	36
Balance Sheet	42
Statement of Profit and Loss Account	43
Cash Flow Statement	44
Notes to Accounts	46

REGISTERED & HEAD OFFICE

Delton House, 4801, Bharat Ram Road,
24, Darya Ganj, New Delhi- 110 002
Phones: 011-23273907
Fax: 011-23280375, 23272178
Email: dcl@deltoncables.com
shares@deltoncables.com
Web Site: www.deltoncables.com

NOTICE

NOTICE is hereby given that the 54th Annual General Meeting of the Members of Delton Cables Limited (CIN : L31300DL1964PLC004255) will be held on Monday, the 30th September, 2019 at 10.30 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, 2019.
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.

Special Business

3. **To consider and if thought fit, to pass the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to Section 197 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and based on the recommendation of the Board, consent of the members be and is hereby accorded to waive the recovery of gross remuneration of Rs. 28,08,380 (Rupees Twenty Eight Lakhs Eight Thousand Three Hundred and Eighty Only) paid to Sh. Vijender Kumar Gupta (DIN: 00036210), Chairman of the Company, during the period from 13th August 2018 to 31st March 2019.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby jointly/severally authorized to do any acts, deeds, matters and things to give effect to this resolution.”

4. **To consider and if thought fit, to pass the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to Section 197 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and based on the recommendation of the Board, consent of the members be and is hereby accorded to waive the recovery of gross remuneration of Rs. 24,53,960 (Rupees Twenty Four Lakhs Fifty Three Thousand Nine Hundred and Sixty Only) paid to Sh. Vivek Gupta (DIN:00035916), Managing Director of the Company, during the period from 1st August 2018 to 31st March 2019.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby jointly/severally authorized to do any acts, deeds, matters and things to give effect to this resolution.”

5. **To consider and if thought fit, to pass the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to Section 188 and Section 196, 197 and Schedule V of the Companies Act, 2013

read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and based on the recommendation of the Board, consent of the members be and is hereby accorded for payment of remuneration of Rs. 3,40,000/- (Rupees Three Lakh Forty Thousand Only), HRA (50% of basic salary) and other benefits like PF/Gratuity, LTA as one month basic salary per year and medical expenses on actual basis for self and family to Sh. Vijender Kumar Gupta (DIN: 00036210), Chairman and Whole-time Director of the Company, w.e.f. 1st April, 2019 till his term of appointment i.e. upto 12th August, 2020.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby jointly/severally authorized to do any acts, deeds, matters and things to give effect to this resolution.”

6. **To consider and if thought fit, to pass the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to Section 188 and Section 196, 197 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and based on the recommendation of the Board, consent of the members be and is hereby accorded for payment of remuneration of Rs. 3,10,000/- (Rupees Three Lakh Ten Thousand Only), HRA (50% of basic salary) and other benefits like PF/Gratuity, LTA as one month basic salary per year and medical expenses on actual basis for self and family to Sh. Vivek Gupta (DIN: 00035916), Managing Director of the Company, w.e.f. 1st April, 2019 till his term of appointment i.e. upto 31st July, 2020.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby jointly/ severally authorized to do any acts, deeds, matters and things to give effect to this resolution.”

7. **To consider and if thought fit, to pass the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to Section 188 and Section 196, 197 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and based on the recommendation of the Board, consent of the members be and is hereby accorded to increase the remuneration of Sh. Surender Singh Bhandari (DIN: 02521713), Whole Time Director of the Company to Rs. 50,000/- (Rupees Fifty Thousand Only), HRA (50% of basic salary), Conveyance of Rs. 3082 and PF (12% of basic salary) and other benefits and allowance of Rs. 1,500/- (Rupees One Thousand and Five Hundred Only) w.e.f. 1st April, 2019 till his term of appointment i.e. upto 9th August, 2021.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby

jointly/severally authorized to do any acts, deeds, matters and things to give effect to this resolution.”

8. To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Board, consent of the members be and is hereby accorded for re-appointment of Sh. Vijender Kumar Gupta (DIN: 00036210) as a Chairman and Whole-time Director of the Company for a period of five years w.e.f. 13th August, 2020 i.e. after expiry of his present term, on the terms and conditions as set-out in the explanatory statement annexed thereto.

RESOLVED FURTHER THAT the terms and conditions of re-appointment and remuneration may be revised, enhanced, altered and varied from time to time, by the Board on the recommendation of Nomination and Remuneration Committee, as it may, in its discretion deem fit, so as not to exceed the limits specified in section 197 read with Schedule V to the Act and SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby jointly/severally authorized to do any acts, deeds, matters and things to give effect to this resolution.”

9. To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Board, consent of the members be and is hereby accorded for re-appointment of Sh. Vivek Gupta (DIN: 00035916) as a Managing Director and Chief Executive Officer of the Company for a period of five years w.e.f. 1st August, 2020, i.e. after expiry of his present term, on the terms and conditions as set-out in the explanatory statement annexed thereto.

RESOLVED FURTHER THAT the terms and conditions of re-appointment and remuneration may be revised, enhanced, altered and varied from time to time, by the Board on the recommendation of Nomination and Remuneration Committee, as it may, in its discretion deem fit, so as not to exceed the limits specified in section 197 read with Schedule V to the Act and SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby jointly/severally authorized to do any acts, deeds, matters and things to give effect to this resolution.”

10. To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Board, consent of the members be and is hereby accorded for re-appointment of Sh. Achintya Karati (DIN : 00024412), being eligible, as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 54th Annual General Meeting and up to the conclusion of 59th Annual General Meeting of the Company.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution.”

11. To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Board, consent of the members be and is hereby accorded for re-appointment of Sh. Mahesh Prasad Mehrotra (DIN: 00016768), being eligible, as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 54th Annual General Meeting and up to the conclusion of 59th Annual General Meeting of the Company.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution.”

12. To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Board, consent of the members be and is hereby accorded for re-appointment of Sh. Vijay Kumar Goel (DIN: 00075317), being eligible, as an Independent Director of

the Company for a second term of five (5) consecutive years with effect from 54th Annual General Meeting and up to the conclusion of 59th Annual General Meeting of the Company."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution."

13. To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Board, consent of the members be and is hereby accorded for re-appointment of Sh. Bharat Bhushan Chadha (DIN: 00298713), being eligible, as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 54th Annual General Meeting and up to the conclusion of 59th Annual General Meeting of the Company."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution."

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

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

**Place : New Delhi
Date : 14th August, 2019**

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 requirement to place the matter relating to ratification of appointment of Statutory Auditors by the members at every Annual General Meeting has been done away with vide amendment in section 139 of the Companies Act, 2013 which was notified by Ministry of Corporate Affairs on 7th May, 2018. Accordingly, no resolution is proposed for ratification of appointment of M/s Bansal & Co. LLP, Chartered Accountants, New Delhi (Firm Reg. No. 001113N) Statutory Auditors, who were appointed in the 53rd AGM held on 29th September, 2018
4. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2019 to 30th September, 2019 (both days inclusive).
5. The notice is being dispatched/mailed to all the members, whose names appear on the register of members on 23rd August, 2019.
6. Relevant documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the registered office, from 9.00 a.m. to 11.00 a.m. except on holidays, up to the date of this AGM and shall also be available at the venue of the AGM.
7. 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 e-mail, Saving Bank Account details to their respective Depository Participants.
 - ii) Bring their attendance slip (annexed to the notice) 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.
8. 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
9. 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. Members are also requested to note that pursuant to the provisions of section 124 of the Act and IEPF rules, the company is obliged to transfer all share on which dividend has not been paid or claimed for seven consecutive year or more to IEPF demat account. It may please be noted that once unclaimed / un-encashed

dividend/shares are transferred to Investor Education & Protection Fund" as above, no claims shall lie in respect of such amount by the shareholder.

10. SEBI and Ministry of Corporate Affairs (MCA) is promoting electronic communication as a contribution to greener environment. Accordingly, as a part of green initiative soft copy of the Annual Report 2018-19 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.

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 only. The Shareholders holding shares in physical mode, are requested to register their e-mail id with RTA of the Company i.e. M/s Beetal Financial & Computer Services (P) Ltd.

The Notice of 54th AGM and the Annual Report 2018-19 will also be available on the Company's website www.deltoncables.com for download by the members.

11. Members are entitled to nominate a person to whom his/her shares in the Company shall vest in the event of his/her demise, by filling up Form SH-13. The duly filled in and signed Nomination Form SH-13 should be sent to the Registrar and Share Transfer Agents, M/s Beetal Financial & Computer Services (P) Ltd. at the above-mentioned address.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Registrar and Share Transfer Agents or to the Company at its registered office.
13. 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 Friday, 27th September, 2019 (10.00 AM) and ends on Sunday, 29th September, 2019 (05.00 PM). During this period, shareholders of the company, holding shares as on the cut-off date of 23rd September, 2019 (Monday) are entitled to cast their vote electronically and at the AGM. The e-voting portal will be blocked by CDSL for voting thereafter.
14. 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.
15. M/s Sidharth Sharma and Associates, Practicing Company Secretaries (Membership No. 30367) has been appointed as the Scrutinizer.
16. The Scrutinizer will not later than 30th September, 2019, 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.

17. 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.
18. 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.
19. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from December 5, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.

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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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).
--	--

- (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) Now, select the "Electronic Voting Sequence Number (EVSN) for "DELTON CABLES LIMITED" from the drop down menu and click on "SUBMIT"
- (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.
- (iv) 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 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.
- (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. 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, 2019 (Monday) may follow the same instructions as mentioned above for e-Voting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102
OF THE COMPANIES ACT, 2013 ANNEXED TO THE
NOTICE****ITEM No. 3**

Sh. Vijender Kumar Gupta was appointed as Chairman and Whole-time Director of the Company at 50th AGM for a period of five years and pursuant to the provisions of the Companies Act, 2013 his remuneration was fixed for three years effective from 13th August, 2015 to 12th August, 2018.

However, the remuneration was paid to Sh. Vijender Kumar Gupta for the time period 13th August, 2018 to 31st March, 2019 after expiry of the period approved by the shareholders.

Therefore, based on the recommendation of Audit Committee and Nomination and Remuneration Committee, the Board of Directors in its meeting held on 30.05.2019 approved the waiver of recovery of gross remuneration of Rs. 28,08,380 (Rupees Twenty Eight Lakhs Eight Thousand Three Hundred and Eighty Only) paid to Sh. Vijender Kumar Gupta for the time period 13th August, 2018 to 31st March, 2019, subject to the approval of members.

That pursuant to the provisions of Section 197 (10) of the Companies Act, 2013, the waiver of recovery of remuneration requires the approval of shareholders by Special Resolution. Therefore, the Board recommends the special resolution set out under item no. 3 of the notice for approval by the shareholders.

None of Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Sh. Vijender Kumar Gupta, Sh. Vivek Gupta and Smt. Shalini Gupta in the special resolution set out under item no. 3 of the notice.

ITEM No. 4

Sh. Vivek Gupta was appointed as Managing Director and Chief Executive Officer of the Company at 50th AGM for a period of five years and pursuant to the provisions of the Companies Act, 2013 his remuneration was fixed for three years effective from 1st August, 2015 to 31st July, 2018.

However, the remuneration was paid to Sh. Vivek Gupta for the time period 1st August, 2018 to 31st March, 2019 after expiry of the period approved by the shareholders.

Therefore, based on the recommendation of Audit Committee and Nomination and Remuneration Committee, the Board of Directors in its meeting held on 30.05.2019 approved the waiver of recovery of gross remuneration of Rs. 24,53,960 (Rupees Twenty Four Lakhs Fifty Three Thousand Nine Hundred and Sixty Only) paid to Sh. Vivek Gupta for the time period 1st August, 2018 to 31st March, 2019, subject to the approval of members.

That pursuant to the provisions of Section 197 (10) of the Companies Act, 2013, the waiver of recovery of remuneration requires the approval of shareholders by Special Resolution. Therefore, the Board recommends the special resolution set out under item no. 3 of the notice for approval by the shareholders.

None of Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Sh. Vijender Kumar Gupta, Sh. Vivek Gupta and Smt. Shalini Gupta in the special resolution set out under item no. 4 of the notice.

ITEM NO. 5

Sh. Vijender Kumar Gupta was appointed as Chairman and Whole-time Director of the Company at 50th AGM held on 30th September, 2015 for a period of five years and pursuant to the provisions of the Companies Act, 2013 and his remuneration was fixed for three years effective from 13th August, 2015 to 12th August, 2018 @ Rs. 2,00,000 p.m. along with other perquisites, allowance and other benefits.

Subsequently, based on the recommendation of Audit Committee and Nomination and Remuneration Committee, the Board of Directors in its meeting held on 30.05.2019 approved the remuneration of Sh. Vijender Kumar Gupta, subject to the approval of shareholders, for his remaining term of appointment w.e.f. 1st April, 2019 to 12th August, 2020 as per the details set out below:

Basic Remuneration	Rs. 3,40,000/-
HRA	Rs. 1,70,000/-

PF/ Gratuity as per law;

LTA as one month basic salary per year; and

Medical expenses on actual basis for self and family

Therefore, the the Board recommends the special resolution set out under item no. 5 of the notice for approval by the shareholders.

None of Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Sh. Vijender Kumar Gupta, Sh. Vivek Gupta and Smt. Shalini Gupta in the special resolution set out under item no. 5 of the notice.

ITEM NO. 6

Sh. Vivek Gupta was appointed as Managing Director and Chief Executive Officer of the Company at 50th AGM held on 30th September, 2015 for a period of five years and pursuant to the provisions of the Companies Act, 2013 his remuneration was fixed for three years effective from 1st August, 2015 to 31st July, 2018 @ Rs. 1,50,000 p.m. along with other perquisites, allowance and other benefits.

Subsequently, based on the recommendation of Audit Committee and Nomination and Remuneration Committee, the Board of Directors in its meeting held on 30.05.2019 approved the remuneration of Sh. Vivek Gupta, subject to the approval of shareholders, for his remaining term of appointment w.e.f 1st April, 2019 to 31st July, 2020 as per the details set out below:

Basic Remuneration	Rs. 3,10,000/-
HRA	Rs. 1,55,000/-

PF/ Gratuity as per law;

LTA as one month basic salary per year; and

Medical expenses on actual basis for self and family

Therefore, the the Board recommends the special resolution set out under item no. 6 of the notice for approval by the shareholders.

None of Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Sh. Vijender Kumar Gupta, Sh. Vivek Gupta and Smt. Shalini Gupta in the special resolution set out under item no. 6 of the notice.

ITEM NO. 7

Sh. Surender Singh Bhandari was re-appointed as Whole-time Director effective from 10 August, 2018 for a period of three years and his remuneration was fixed at Rs. 28924/- p.m. along with other perquisites, allowance and other benefits.

Subsequently, based on the recommendation of Audit Committee and Nomination and Remuneration Committee, the Board of Directors in its meeting held on 30.05.2019 approved the remuneration of Sh. Surender Singh Bhandari, subject to the approval of shareholders, for his remaining term of appointment w.e.f 1st April, 2019 to 9th August, 2021 as per the details set out below:

Basic Remuneration	Rs. 50,000/-
HRA	Rs. 25,000/-
PF	Rs. 6,000/-
Conveyance	Rs. 3,082/-
other benefits and allowance	Rs. 1,500/-

The Board recommends the special resolution set out under item no. 7 of the notice for approval by the shareholders.

None of Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Sh. Surender Singh Bhandari in the special resolution set out under item no.7 of the notice.

ITEM NO. 8

Sh. Vijender Kumar Gupta was appointed as Chairman and Whole Time Director of the Company by the shareholders/members at 50th AGM held on 30th September, 2015 for a period of five years effective from 13th August, 2015 to 12th August, 2020 and therefore pursuant to the provisions of Section 196 of the Companies Act, 2013, it is proposed to appoint him for a further period of 5 years after expiry of his present tenure.

The Board of Directors in its meeting held on 14th August, 2019, subject to the approval of shareholders, re-appointed Sh. Vijender Kumar Gupta as Chairman and Whole-time Director of the Company for a further period of five (5) years with effect from 13th August, 2020 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board which are stated below

1. Basic Salary: Rs. 3,40,000/- p.m.

2. Perquisites, Allowance and other Benefits: In addition to the basic salary, Sh. Vijender Kumar Gupta, will also be entitled to various perquisites, allowances and benefits such as House Rent allowance (50% of basic salary i.e. Rs. 1,70,000), PF/ Gratuity as per law, LTA as one month basic salary per year and Medical expenses on actual basis for self and family as may be approved by Board from time to time.

Sh. Vijender Kumar Gupta is more than 70 years of age and accordingly, Company is required to obtain shareholder's approval by way of special resolution for his appointment. Sh. Vijender Kumar Gupta has been associated with the Company with more than 50 years and has a very rich experience in cable industry and keeping in view of his knowledge, experience, qualification and contribution made to the company it is beneficial to the interest of the Company that Sh. Vijender Kumar Gupta to be continuously associated with the Company.

Therefore, the the Board recommends the special resolution set out under item no. 8 of the notice for approval by the shareholders.

None of Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Sh. Vijender Kumar Gupta, Sh. Vivek Gupta and Smt. Shalini Gupta in the special resolution set out under item no. 8 of the notice.

ITEM NO. 9

Sh. Vivek Gupta was appointed as Managing Director and Chief Executive Officer of the Company by the shareholders/members at 50th AGM held on 30th September, 2015 for a period of five years effective from 1st August, 2015 to 31st July, 2020 and therefore pursuant to the provisions of Section 196 of the Companies Act, 2013, it is proposed to appoint him for a further period of 5 years after expiry of his present tenure.

The Board of Directors in its meeting held on 14th August, 2019, subject to the approval of shareholders, re-appointed Sh. Vivek Gupta as Managing Director and Chief Executive Officer of the Company for a further period of five (5) years with effect from 1st August, 2020 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board which are stated below

1. Basic Salary: Rs. 3,10,000/- p.m.

2. Perquisites, Allowance and other Benefits: In addition to the basic salary, Sh. Vijender Kumar Gupta, will also be entitled to various perquisites, allowances and benefits such as House Rent allowance (50% of basic salary i.e. Rs. 1,55,000), PF/ Gratuity as per law, LTA as one month basic salary per year and Medical expenses on actual basis for self and family as may be approved by Board from time to time.

It is proposed to seek shareholder's approval for re-appointment of and remuneration payable to Sh. Vivek Gupta as Managing Director and Chief Executive Officer of the Company in terms of applicable provisions of the Companies Act, 2013.

Therefore, the the Board recommends the special resolution set out under item no. 9 of the notice for approval by the shareholders.

None of Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Sh. Vijender Kumar Gupta, Sh. Vivek Gupta and Smt. Shalini Gupta in the special resolution set out under item no. 9 of the notice.

ITEM NO. 10

Sh. Achintya Karati was appointed as an Independent Director of the Company by the shareholders/members at 49th AGM held on 30th September, 2014 for a period of five years i.e. upto the conclusion of 54th Annual General Meeting of the Company and therefore pursuant to the provisions of Section 149 (10) of the Companies Act, 2013, it is proposed to appoint him for a second consecutive term of 5 years i.e. upto the conclusion of 59th Annual General Meeting.

The Board of Directors in its meeting held on 14th August, 2019, subject to approval of Shareholders, re-appoints Sh. Achintya Karati (DIN: 00024412) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years i.e. up to the conclusion of 59th Annual