

# ***Delton Cables Limited***

**AN ISO 9001 : 2008 COMPANY**



***Delton***  
**We Connect . We Protect**

**Annual Report**  
**2022-23**

## **BRANCH OFFICE**

### **KOLKATA**

Shantiniketan, 6th Floor, Flat No. 1,  
8 Camac Street, Kolkata – 700017  
Phone: 033-22824153  
E-mail: [dclkol@deltoncables.com](mailto:dclkol@deltoncables.com)

## **WORKS**

### **FARIDABAD**

17/4, Main Mathura Road,  
Faridabad, Haryana - 121002  
Phone: 0129-4523000  
E-mail: [dclfbd@deltoncables.com](mailto:dclfbd@deltoncables.com)

## BOARD OF DIRECTORS

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

MR. VIVEK GUPTA  
(Managing Director & CEO)

MRS. SHALINI GUPTA  
MR. VIJAY KUMAR GOEL  
MR. MAHESH PRASAD MEHROTRA (Resigned on June 14, 2022)  
MR. ACHINTYA KARATI  
MR. ATUL AGGARWAL  
MR. SHASHI KUMAR SHARMA  
MR. ABHISHEK PODDAR (Appointed on September 02, 2022)

## CHIEF FINANCIAL OFFICER

MR. ARUN KAMRA (Resigned on February, 28, 2023)  
MRS. SANGEETA TONDON (Appointed on July, 13, 2023)

## COMPANY SECRETARY

MR. 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	1
Directors' Report	15
Management Discussion and Analysis Report	28
Corporate Governance Report	31
Independent Auditor's Report	45
Balance Sheet	54
Statement of Profit and Loss Account	55
Statement of Cash Flow	56
Notes to Account	58

## REGISTERED & HEAD OFFICE

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

## **NOTICE**

**NOTICE** is hereby given that the 58<sup>th</sup> Annual General Meeting of the Members of Delton Cables Limited (CIN : L31300DL1964PLC004255) will be held on Saturday, the 30<sup>th</sup> September, 2023 at 11.00 A.M, through Video Conferencing (VC)/other audio-visual mode (OAVM) to transact the following business(s):

### **ORDINARY BUSINESS:**

#### **1. Adoption of Audited Standalone Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.

#### **2. Re-appointment of a Director**

To appoint a Director in the place of Mr. Vijender Kumar Gupta (DIN: 00036210), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

### **SPECIAL BUSINESS:**

#### **3. To consider and approve the re-appointment of Mr. Vijender Kumar Gupta (DIN: 00036210) Chairman and Whole Time Director of the Company**

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

**“RESOLVED THAT** subject to the approval of members of the Company to resolution no. 2 of this notice of Annual General Meeting of the Company for appointment of Mr. Vijender Kumar Gupta, (DIN 00036210), as a Chairman and Whole Time Director of the Company, liable to retire by rotation, and pursuant to recommendation of the Nomination and Remuneration Committee and Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members be and is hereby accorded to continue the appointment of Mr. Vijender Kumar Gupta (DIN 00036210), aged around 83 Years, as a Whole Time Director of the Company, (whose office of director is liable to retire by rotation and whose continuation in office, requires approval of shareholders by way of special resolution), to hold office for his remaining term of office with effect from 13<sup>th</sup> August, 2023 upto the period till he retires by rotation or ceases to be director of the company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

#### **4. To Approve and revise the remuneration of Mr. Vijender Kumar Gupta (DIN:00036210), Chairman and Whole Time Director of the Company**

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

**“RESOLVED THAT** in partial modification of the Special Resolution passed at the Annual General Meeting of the Company held on 30<sup>th</sup> September, 2019 and pursuant to the provisions of Section 196, 197, 198, 200 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) 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 revise the remuneration payable to Mr. Vijender Kumar Gupta, (DIN:00036210) as a Chairman and Whole Time Director w.e.f. 13<sup>th</sup> August, 2023 for his remaining tenure, as set out in the explanatory statement annexed to this notice with liberty to the Board of Directors to alter, amend, vary and modify the terms and conditions of the said remuneration as it deems fit in such manner as may be mutually agreed upon by and between the Board of Directors and Mr. Vijender Kumar Gupta subject to the same not exceeding the limits specified under the explanatory statement to this notice during his remaining tenure i.e. upto 12<sup>th</sup> August, 2025.

**“RESOLVED FURTHER THAT** Board of Directors and / or Company Secretary of the Company be and is hereby severally authorized to do any acts, deeds, matters and things to give effect to this resolution including the filing of requisite information, forms and any other documents etc. with the Registrar of Companies and other concerned authority.”

#### **5. To Approve and revise the remuneration of Mr. Vivek Gupta (DIN:00035916), Managing Director & CEO of the Company**

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

**“RESOLVED THAT** in partial modification of the Special Resolution passed at the Annual General Meeting of the Company held on 30<sup>th</sup> September, 2019 and pursuant to the provisions of Section 196, 197, 198, 200 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel)

Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) 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 revise the remuneration payable to Mr. Vivek Gupta, (DIN:00035916) as Managing Director & CEO w.e.f. 1st August, 2023 for his remaining tenure, as set out in the explanatory statement annexed to this notice with liberty to the Board of Directors to alter, amend, vary and modify the terms and conditions of the said remuneration as it deems fit in such manner as may be mutually agreed upon by and between the Board of Directors and Mr. Vivek Gupta subject to the same not exceeding the limits specified under the explanatory statement to this notice during his remaining tenure i.e. upto 31st July, 2025.

**“RESOLVED FURTHER THAT** Board of Directors and / or Company Secretary of the Company be and is hereby severally authorized to do any acts, deeds, matters and things to give effect to this resolution including the filing of requisite information, forms and any other documents etc. with the Registrar of Companies and other concerned authority.”

**6. To approve the request received from persons belonging to Promoter/Promoter Group for reclassification of their status from “Promoter & Promoter Group” category to “Public” category.**

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

**“RESOVLED THAT** pursuant to the provisions of Regulation 31 A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable provisions, if any, and subject to other necessary approvals of Stock Exchange and other appropriate Statutory Authorities, as may be necessary, the consent of the members be and is hereby accorded to re-classify the following Promoters/ Promoter Group (collectively referred to as ‘Outgoing Promoters’) from “Promoters / Promoter Group” category to “Public” category.”

S. No.	Name of outgoing promoters	No. of shares	% of shareholding
1	Chitra Chaudhry	15210	0.18
2	Rahul Chaudhary	17360	0.20
3	Shuchi Chaudhry	3150	0.04
4	Maya Karati	300	0.00
5	Shushil Prakash Chaudhry	16650	0.19

**“RESOLVED FURTHER THAT** in supersession of any resolutions / agreements / contracts / arrangements etc. special rights of the Outgoing Promoters, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, shall stand withdrawn/terminated and be null and void, with immediate effect.”

**“RESOLVED FURTHER THAT** the above Promoters had undertaken that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 post reclassification from “Promoter/ Promoter Group” to “Public”.

**“RESOLVED FURTHER THAT** on approval of the Stock Exchange upon application for reclassification of the aforementioned Promoters, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.”

**“RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange, seeking approvals from the stock exchange and other concerned authorities and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolution.”

**7. Ratification of Remuneration of Cost Auditors**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended from time to time, the remuneration of Rs. 80,000/-

(Rupees Eighty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s J. Chandra & Associates, Cost Accountants (FRN: 000384), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year 2023-24 be and is hereby ratified.”

“**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 including the filing of requisite information, forms and any other documents etc. with the Registrar of Companies and other concerned authority.”

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

**Sd/-**

**(Vikas Rawat)**

**Company Secretary**

**Place : New Delhi**

**Date : 11<sup>th</sup> August, 2023**

**NOTES:**

1. The Ministry of Corporate Affairs ('MCA'), inter-alia, vide its General Circular No's. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular No's. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

In compliance with the applicable provisions of the Companies Act, 2013, SEBI (LODR) Regulations and MCA Circulars, the 58th AGM of the Company is being held through VC/OAVM and the proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at Delton House, 4801, Bharat Ram Road, 24, Darya Ganj, New Delhi - 110002.

2. In terms of sections 101 and 136 of the Act, read with the rules made there under, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with the MCA Circular dated May 05, 2022 and Securities and Exchange Board of

India ("SEBI") Circular dated May 13, 2022, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email address is registered with the Company/ Registrar and Transfer Agent/Depository Participants/Depositories. Members may note that the Notice of the 58th AGM and Annual Report for FY 2022-23 will also be available on the Company's website at i.e. [www.deltoncables.com](http://www.deltoncables.com) and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com).

3. The explanatory statement pursuant to section 102(1) of the Companies act, 2013 ('the Act') relating to the special businesses to be transacted at the AGM is annexed hereto. The Board of Directors of the Company at its meeting held on 11th August, 2023 considered that the special businesses under Item No. 3, 4, 5, 6 and 7 being considered unavoidable, be transacted at the 58<sup>th</sup> AGM of the Company.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/ jpg format) of its board or governing body's resolution/ authorisation, etc., authorising their representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the Company at [cs@deltoncables.com](mailto:cs@deltoncables.com).
6. The facility of joining the AGM through VC/OAVM will be opened 20 minutes before and will be open upto 20 minutes after the scheduled start time of the AGM and will be available for 1,000 members on a first- come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors, etc.
7. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant (DPs), where shares are held in demat mode.
8. The Register of Members and Share Transfer Books of the



Company will remain closed from 25<sup>th</sup> September, 2023 to 30<sup>th</sup> September, 2023 (both days inclusive).

9. Central Depository Securities (India) Limited ("CDSL") will be providing facility for voting through remote e-voting and participation in the AGM through VC/OAVM and e-voting during the AGM. E-voting will commence on Wednesday, 27<sup>th</sup> September, 2023 (10.00 AM) and ends on Friday, 29<sup>th</sup> September, 2023 (05.00 PM). During this period, shareholders of the company, holding shares as on the cut-off date of 23<sup>rd</sup> September, 2023 (Saturday) are entitled to cast their vote electronically and during the AGM. The e-voting portal will be blocked by CDSL for voting thereafter.
10. Any person, who acquires shares of the Company and becomes Member of the Company after e-mailing of Notice by the Company and holding physical/demat shares as on the cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.
11. Attendance of the Members attending the AGM through VC/OVAM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
12. Statutory Registers as maintain under Companies Act 2013 will be available electronically for inspection by the member on the website of the Company at [www.deltoncables.com](http://www.deltoncables.com) during the time of AGM, basis the request being send on [cs@deltoncables.com](mailto:cs@deltoncables.com).
13. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
14. The notice is being emailed/dispatched to all the members whose names appear on the register of members on 01<sup>st</sup> September, 2023
15. Members are requested to address all correspondence including dividend matters, to the Registrar and Share Transfer Agent i.e. **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
16. 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 years 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. However, any shareholder may claim the shares or apply for unclaimed dividend as the case may be from the Investor Education and Protection Fund Authority by submitting online application in Form IEPF-5 available on the website at [www.iepf.gov.in](http://www.iepf.gov.in) along with prescribed documents and fee specified by the Authority.
17. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form No. ISR-1 and other forms, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
18. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing no's. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSDRTA MB/P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities.  
  
The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, such folios shall be frozen by the RTA.  
  
However, the security holders of such frozen folios shall be eligible:
  - To lodge any grievance or avail any service, only after furnishing the complete documents/details as mentioned above;
  - To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

The forms for updation of PAN, KYC, Bank details and

Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI Circular are available on our website at <https://www.deltoncables.com/investors/notice-for-shareholder/>. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company has completed the process of sending letters to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs. Further, Members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of their folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

19. 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 during the AGM.
20. Mr. Vaibhav Sharma, Proprietor of M/s Vaibhav Sharma and Associates, Practicing Company Secretaries (COP No. 10831) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting through electronic system during the AGM in a fair and transparent manner.
21. The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-votes cast during the AGM and will make, not later than 48 hours from the conclusion of AGM, a Consolidated Scrutinizer's report of total e- votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.
22. The results declared along with the Scrutinizer's report will be placed on the company's website at [www.deltoncables.com](http://www.deltoncables.com) and on the website of CDSL at [www.evotingindia.co.in](http://www.evotingindia.co.in) within 2 working days of passing of the resolutions at the AGM of the company and communicated to the Stock Exchange i.e. BSE Limited.
23. SEBI vide its notification dated 8 June 2018 read with SEBI notification dated 30 November 2018, has stipulated that w.e.f. 1 April 2019, transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. However, SEBI vide circular dated 7 September 2020 had fixed 31 March 2021 as the cut-off date for re-lodgment for any pending physical transfers and that such transferred

shares shall be issued only in demat mode. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail numerous benefits of dematerialisation, which include transferability, easy liquidity, trading, savings in stamp duty and elimination of any possibility of loss of documents.

24. The relevant details in respect of directors seeking re-appointment at this 58<sup>th</sup> AGM under item no. 2 of this notice is provided as Annexure to this notice as required under Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
25. Members who need technical assistance before or during the AGM can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Rakesh Dalvi (022-23058542) Manager, (CDSL).

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

1. As per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide its Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 20/2021 dated June 08, 2021, Circular No. 10/2021 dated June 23, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05 2022 and Circular No. 10/2022 and 11/2022 dated December 28, 2022 (collectively referred as "MCA Circulars") and Securities and Exchange Board of India (SEBI) vide its Circular No.'s SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/ 79 dated May 12, 2020, Circular no. SEBI/ HO/ CFD/ CMD 2/ CIR/ P/ 2021/ 11 dated January 15, 2021, Circular no. SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2022/ 62 dated May 13, 2022 and Circular no. SEBI/ HO/ CFD/ PoD-2/P/ CIR/ 2023/ 4 dated January 5, 2023 (collectively referred as "SEBI Circulars"). The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and relevant MCA Circulars and SEBI Circulars the Company is providing facility of remote e-voting to its Members in



respect of the business to be transacted at the AGM For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 20 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circulars No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circulars No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.deltoncables.com](http://www.deltoncables.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with relevant MCA Circulars and SEBI Circulars.

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Wednesday, 27<sup>th</sup> September, 2023 (10.00 AM) and ends on Friday, 29<sup>th</sup> September, 2023 (05.00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23<sup>rd</sup> September, 2023 (Saturday) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/ NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
--	---