

Delton Cables Limited

AN ISO 9001 : 2015 COMPANY



Delton
We Connect . We Protect

Annual Report
2024-25

BRANCH OFFICE

KOLKATA

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

WORKS

FARIDABAD

17/4, Main Mathura Road,
Faridabad, Haryana - 121002
Phone No.: 0129-4523000
E-mail: dcl@deltoncables.com

BAGHOLA, PALWAL

Khasra Mustatil No. 7,
Keela No. 1/2, 2/1, 2/2, 9/1, 9/2, 9/3, 9/4
Tatarpur Devli Road, Baghola Palwal,
Haryana
Phone No.: 9610132922
E-mail: dcl@deltoncables.com

TATARPUR, BAGHOLA, PALWAL

Khasra no. 8//6/1, 6/2 & 5, 26//25/2/2, 25/3,
25/4 & 29//5
Tatarpur Devli Road, Tatarpur, Baghola
Palwal, Haryana
Phone No.: 8377956175
E-mail: dcl@deltoncables.com

BOARD OF DIRECTORS

MR. VIJENDRA KUMAR GUPTA

MR. VIVEK GUPTA

MRS. SHALINI GUPTA

MR. ATUL AGGARWAL

MR. ABHISHEK PODDAR

MR. AMIT RAMANI

MR. GAGAN SINHA

MR. ANKIT ARORA

CHIEF FINANCIAL OFFICER

MR. RAMESHWAR JAISWAL

COMPANY SECRETARY

MR. JITENDER KUMAR

BANKERS

CANARA BANK

INDIAN BANK

AUDITORS

BANSAL & CO. LLP

Chartered Accountants

Block A, Maharani Bagh, New Friends Colony,

New Delhi-110065

CONTENTS	
Particulars	Page No.
Notice	1
Directors' Report	24
Management Discussion and Analysis Report	38
Corporate Governance Report	41
Independent Auditor's Report	58
Balance Sheet	68
Statement of Profit and Loss Account	69
Statement of Cash Flow	70
Notes to Account	73

REGISTERED OFFICE

Delton House, 4801, Bharat Ram Road, 24, Darya Ganj, New Delhi- 110 002

Phones: 011-45795859 Email: dcl@deltoncables.com

Website: www.deltoncables.com

NOTICE

NOTICE is hereby given that the 60th Annual General Meeting (“**AGM**”) of the Members of Delton Cables Limited (“**the Company**”) will be held on Friday, September 26, 2025 at 11:00 A.M. through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statement of the Company for the financial year ended March 31, 2025, and the reports of Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To declare a final dividend of Rs. 2/- (Rupees Two Only) per equity share of Rs. 10 each for the financial year ended March 31, 2025 and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** a final dividend at the rate of Rs. 2/- (Rupees Two Only) per equity share i.e. 20% on the face value of Rs. 10/- (Rupees Ten Only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2025, and the same be paid out of the profits of the Company.”

3. To appoint a Director in place of Mr. Vivek Gupta (DIN: 00035916), who retires by rotation and being eligible, offers himself for reappointment and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Vivek Gupta (DIN: 00035916), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

4. To ratify the remuneration of Cost Auditors for the financial year 2025-26 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. MM & Associates, Cost Auditors (Firm Registration No. 000454), appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2026, being Rs. 4,50,000/- (Rupees Four Lakh Fifty Thousand Only) plus applicable tax and reimbursement of out of pocket expenses that may be incurred by them in connection with the aforesaid audit, be and is hereby ratified.

RESOLVED FURTHER THAT the 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.”

5. To appoint a Secretarial Auditor for the term of five consecutive years and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), Ms. Malavika Bansal, Practicing Company Secretary, having a valid Peer review Certificate (Peer Review Certificate No. 5419/2024 issued by Institute of Company Secretaries of India), be and is hereby appointed as the Secretarial Auditors of the Company for a period of 5 consecutive years commencing from FY 2025-26 till FY 2029-30 to conduct a Secretarial Audit of the Company, on such remuneration as decided by the Board of Directors (including its committees thereof) of the Company.

RESOLVED FURTHER THAT the Board of Directors and/ or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things and execute all such documents as may be required to give effect to this resolution.”

6. To approve the re-appointment of Mr. Atul Aggarwal (DIN: 00125825) as a Non-Executive Independent Director of the Company and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, (**“the act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Atul Aggarwal (DIN: 00125825), who being eligible for re-appointment for his second term and submitted a declaration that he meets the criteria for independence as provided under the Act and the Listing Regulations, and in respect of whom the Company has received a notice in writing, under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Non-Executive Independent Director, to hold office for a term of 5 (five) consecutive years with effect from August 14, 2025 up to August 13, 2030 or up to the conclusion of the AGM to be held in the calendar year 2030, whichever is earlier.

RESOLVED FURTHER THAT the Board of Directors and/ or Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To approve the re-appointment of Mr. Vijendra Kumar Gupta (DIN:00036210) as Chairman and Whole-Time Director of the Company and to fix the remuneration and in this regard, to consider and, if thought fit, to pass with or without modification(s), 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 and the applicable provisions of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and Articles of Association, the consent of the Members be and is hereby accorded for re-appointment of Mr. Vijendra Kumar Gupta (DIN: 00036210) as the Chairman and Whole-time Director of the Company for a period of five years with effect from August 13, 2025, liable to retire by rotation, upon such terms and conditions including remuneration as set out in the Statement pursuant to Section 102 of the Companies Act, 2013, annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) shall, in

accordance with the statutory limits / approvals as may be applicable, be at full liberty to modify / amend the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit.

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

8. To approve the re-appointment of Mr. Vivek Gupta (DIN: 00035916) as Managing Director & CEO of the Company and to fix the remuneration and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT 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 and the applicable provisions of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and Articles of Association, the consent of the Members be and is hereby accorded for re-appointment of Mr. Vivek Gupta (DIN: 00035916) as a Managing Director and Chief Executive Officer (CEO) of the Company for a period of five years with effect from August 1, 2025, liable to retire by rotation, upon such terms and conditions including remuneration as set out in the Statement pursuant to Section 102 of the Companies Act, 2013, annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) shall, in accordance with the statutory limits / approvals as may be applicable, be at full liberty to modify / amend the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit.

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

9. To approve the appointment of Mr. Ankit Arora (DIN:10529555) as Director and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Ankit Arora (DIN: 10529555) who was

appointed by the Board of Directors as an Additional Director of the Company with effect from August 6, 2025 in terms of Section 161 of the Act and the Articles of Association of the Company and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

10. To approve the appointment of Mr. Ankit Arora (DIN:10529555) as a Whole-Time Director of the Company and to fix the remuneration and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and Articles of Association, the consent of the Members be and is hereby accorded for the appointment of Mr. Ankit Arora (DIN: 10529555) as the Whole-time Director of the Company for a period of five years with effect from August 6, 2025, liable to retire by rotation, upon such terms and conditions including remuneration as set out in the Statement pursuant to Section 102 of the Companies Act, 2013, annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) shall, in accordance with the statutory limits / approvals as may be applicable, be at full liberty to modify / amend the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit.

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

11. To approve the increase in the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013 and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the special resolution passed by the Members of the Company at the Annual General Meeting of the Company held on September 30, 2014 and pursuant to the provisions of section 180(1)(c) of

the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other applicable provisions if any, and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to borrow any sum(s) of money, from time to time, including by way of issuance of debentures/ bonds (including FCCBs), at their discretion from bank(s), financial institution(s), any other lending institution(s) or any other person(s) on such security and on such terms and conditions as may be considered suitable by the Board of Directors up to a limit not exceeding an aggregate of Rs. 500 Cr. (Rupees Five Hundred Crores only), notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed, at any time, the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including any Committee(s) of the Board) be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company."

12. To authorize for the Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings under Section 180 (1)(a) of the Companies Act, 2013 and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the special resolution passed by the Members of the Company at the Annual General Meeting of the Company held on September 30, 2014 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other applicable provisions if any, and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s)

thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to sale/ lease/hypothecate/mortgage/pledge/dispose and/or create charge on all or any immovable and movable properties of the Company both present and future or on the whole or substantially the whole of the undertaking(s) of the Company in favour of the Banks/ Financial Institutions/ Companies and trustees for the holders of Debentures/ Bonds/ other instruments and/or any issue of Non-Convertible Debentures and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/or Bonds (including FCCBs), and/or any other Non-Convertible and/or other Partly/Fully Convertible instruments/securities or for securing any loans of the Company or any other Group Companies or obtaining any other facility, together with interest, costs, charges, expenses and any other monies payable by the Company within the overall borrowing powers delegated to the Board of Directors (including any Committee(s) of the Board) from time to time pursuant to Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including any Committee(s) of the Board) be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/ papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company."

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

**Sd/-
Jitender Kumar
Company Secretary
ACS- 30349**

Place : Faridabad

Date : August 5, 2025

NOTES:

1. The Ministry of Corporate Affairs ("MCA"), inter-alia, vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, Circular Nos. 10/2022 dated December 28, 2022, Circular Nos. 9/2023 dated 25 September 2023 and Circular Nos. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") and The Securities and Exchange Board of India ("SEBI"), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 ("SEBI Circulars") and other applicable circulars issued in this regard, has permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In accordance with MCA Circulars, provisions of the Companies Act 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC/ OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The explanatory statement pursuant to Section 102 of the Act, setting out the material facts concerning the Special Business to be transacted at the AGM, is annexed hereto and forms part of the Notice.
3. Pursuant to requirements of Listing Regulations and the applicable Secretarial Standards, the information required to be provided in case of director(s) retiring by rotation/seeking appointment/ re-appointment, is set out at the **Annexure I** to this Notice.
4. 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 this AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 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.
5. Since the AGM will be held through VC/ OAVM, the Route Map of the venue of the meeting is not annexed hereto.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, Notice of the AGM along with the Annual Report 2024-25 is being sent through electronic mode to those Members whose email addresses are registered with the RTA/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website www.deltoncables.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com. Further, the letters are being sent to the Members, whose email addresses are not registered, containing the link of Annual Report of FY 2024-25 along with completion of KYC requirements.
7. In order to enable the Company to comply with MCA Circulars and to participate in the green initiative in Corporate Governance, Members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) ('DPs') and in

respect of shares held in physical form by sending duly filled and signed form ISR-1 available on Company's Website at www.deltoncables.com to the Registrar and Share Transfer Agent ('RTA') of the Company – Beetal Financial & Computer Services (P) Limited at Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi – 110 062

8. For receiving all communication (including Annual Report) from the Company electronically:

- a) Members holding shares in physical mode and who have not registered/ updated their email address with the Company are requested to register/ update the same in accordance with the procedure mentioned in point no. 7 above.
- b) Members holding shares in dematerialised mode are requested to register/ update their email address with their respective DPs.

9. The Institutional/ Corporate members intending to attend the AGM through authorised representatives are requested to send to CDSL/ Scrutiniser a certified true copy of the Board Resolution (PDF/ JPG format) authorising their representative to attend the AGM through VC/ OAVM and vote on their behalf, by an email through its registered email address to oficespranjan@gmail.com with a copy to helpdesk.evoting@cdslindia.com alternatively, you can also upload the Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on 'Upload Board Resolution/ Authority Letter' tab displayed under 'E- Voting' tab in your login.

10. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for 1000 Members on first come first served basis. However, this number does not include the large Shareholders i.e. 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.

11. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 19, 2025 to Friday, September 26, 2025 (both days inclusive).

12. The Board recommended the Final Dividend @ 20 % per share i.e. Rs. 2/- per equity share, subject to the approval of the Members at the AGM.

The dividend proposed shall be paid within 30 days from the date of declaration. The dividend after deduction of tax at source, if declared at the AGM, would be paid/ dispatched to those persons or their mandates:

(a) whose names appear as Beneficial Owner as at the end of business hours on Friday, September 19, 2025 in the list of beneficial owners furnished by National Securities Depositories Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') in respect of the shares held in electronic mode; and

(b) whose names appear as Members in the Register of Members of the Company/ RTA on or before Friday, September 19, 2025

Effective from April 1, 2020, dividend income is taxable in the hands of shareholders. Hence the Company is required to deduct tax at source ('TDS') from the amount of dividend paid to shareholders at the prescribed rates. The communication on TDS on dividend distribution is set out at **Annexure II** to this Notice.

13. The Company has fixed Friday, September 19, 2025 as the 'Record Date' for determining eligibility for payment of dividend, if declared at the AGM.

14. The Securities and Exchange Board of India ('SEBI') has made it mandatory for all companies to use the bank account details of investors furnished by the Depositories/ available with the RTA for payment of dividend through National Electronic Clearing Services ('NECS') to the investors, wherever NECS and bank details are available. In the absence of NECS facilities, the Company will print the bank account details, if available, on the payment instrument for the distribution of dividend. The Company will not entertain any direct request from members holding shares in electronic mode for deletion/ change in such bank account details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic mode. Members who wish to change such bank account details are therefore requested to advise their DP(s) about such change, with complete details of bank account. In case the shares are held in physical form, please submit Form ISR-1 available on our website www.deltoncables.com to Beetal Financial & Computer Services (P) Limited at Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi – 110062

15. a) 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 their PAN to their DP(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.

b) In compliance of SEBI Circular dated June 10, 2024, read with SEBI Master Circular for RTA dated May 07, 2024, the security holders holding securities in physical

form are hereby advised to update/ register their PAN, Contact Details (i.e. postal address with PIN and mobile no.), Bank Account Details and Specimen Signatures.

Further, any grievances/ services request shall be entertained by RTA/ Company only after furnishing PAN and KYC Details. Further, any payment including dividends, interest (if any) in respect of folios, where PAN or KYC details are not updated, shall be made only through electronic mode.

- c) Online Dispute Resolution (ODR) Portal is introduced by SEBI vide its Master Circular SEBI/ HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, which is in addition to the existing SCORES 2.0 portal which can be utilised by the investors and the Company for dispute resolution. Please note that the investors are advised to initiate dispute resolution through the ODR portal only if the Company does not resolve the issue itself or it is not resolved through SCORES 2.0 portal.
16. To enable compliance with TDS requirement on Dividend, Members are requested to complete and/ or update their Residential Status, PAN, Category as per the Income Tax Act, 1961 with their DP(s) or in case shares are held in physical form, with the RTA by submitting form ISR-1 as mentioned in point no. 7 above.
17. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”), as the Authorised Agency for providing remote e-voting facility/ e-voting/ voting during the meeting facility for casting the votes by the Members using an electronic voting system. E-voting will be commence on Tuesday, September 23, 2025 (10.00 AM) and ends on Thursday, September 25, 2025 (05.00 PM). During this period, Members of the Company, holding shares as on the cut-off date i.e. Friday, September 19, 2025 are entitled to cast their vote electronically and at the AGM. The Remote e-Voting Module shall be disabled by CDSL for voting thereafter from their e-Voting module.
18. 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.
19. Members attending the AGM through VC/ OAVM shall be counted for the purpose of quorum under Section 103 of the Companies Act, 2013.
20. Statutory Registers as maintained under the Act, will be available for inspection electronically by the Members of the Company during the AGM.
21. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

22. The notice is being emailed/dispatched to all the Members whose names appear on the register of members on August 29, 2025.

23. (a) Due dates of transferring unclaimed and/ or unpaid dividend declared by the Company to Investor Education and Protection Fund (“IEPF”) Authority:

Financial Year ended	Type of Dividend	Date of declaration of Dividend	Last date for claiming unpaid/ unclaimed dividend
March 31, 2024	Final	September 25, 2024	October 24, 2031

Members who have not encashed the dividend warrants so far in respect of the aforesaid period, are requested to make their claim well in advance of the above due dates. Members are requested to check the details of unclaimed dividend amount, if any, on the Company's website www.deltoncables.com.

- (b) The Company has transferred the unpaid or unclaimed dividends declared upto March 31, 2012, from time to time, to the IEPF established by the Central Government.
- (c) Members may note that shares as well as unclaimed dividends transferred to IEPF can be claimed back. Concerned members/ investors are advised to visit the website of www.iepf.gov.in or contact RTA for lodging claim for refund of shares and/ or dividend from the IEPF.
24. Section 72 of the Act and Rule 19 of the Companies (Share Capital & Debenture) Rules, 2014 has extended the nomination facility to individual shareholders holding shares in physical form. Shareholders are requested to avail the above facility by submitting prescribed Nomination Form SH-13 to the Company/ RTA. This form is also available on the Company's website at www.deltoncables.com
25. Member(s) of the Company who are holding shares in physical form and have multiple accounts in identical name(s) or are holding more than one share certificate in the same name under different ledger folio(s) are requested to apply for consolidation of such folio(s).
26. SEBI has decided that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form.
27. Members holding shares in electronic form are requested to intimate all changes pertaining to their details, ECS mandates, email addresses, nominations, power of attorney, change of address/ name etc. to their DPs. Any changes

effected by the DPs will be automatically reflected in the record maintained by the Depositories.

28. Please send all correspondence including requests for transfer/ transmission of shares, change of address & dividend etc. to Beetal Financial & Computer Services (P) Limited at Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi – 110 062.
29. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or RTA or the concerned DP(s), as the case may be, immediately of: -
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of the NRE Account with a bank in India, if not furnished earlier.
30. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company/RTA of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified.
31. Mr. S.P. Ranjan, Proprietor of M/s SPR & Co., Practicing Company Secretaries (COP No. 18319) 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.
32. 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 two working days 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.
33. 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 two working days of passing of the resolutions at the AGM of the company and communicated to the Stock Exchange i.e. BSE Limited.
34. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI Listing Regulations, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company is pleased to provide its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 60th AGM by electronic means and the business may be transacted through e-Voting Services ('Remote e-Voting').

The Members who have cast their votes by Remote e-Voting prior to the AGM may also participate in the AGM through VC/ OAVM via link provided in their login ids but shall not be entitled to cast their vote again.

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 Tuesday, September 23, 2025 (10.00 AM) and ends on Thursday, September 25, 2025 (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 Friday, September 19, 2025 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 AGM, would not be entitled to vote at the AGM.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Listing Regulations, 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 CDSL Depository	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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/ Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

Individual Shareholders holding securities in demat mode with NSDL Depository	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: https://eservices.nsdl.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--	---

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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 & voting during the meeting.
--	--

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

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

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

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

(ix) Click on the EVSN for the relevant Delton Cables Limited on which you choose to vote.

(x) 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.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@deltoncables.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@deltoncables.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@deltoncables.com. These queries will be replied by the Company suitably by Email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXED TO THE NOTICE
ITEM NO. 4

The Board of Directors of the Company, based on recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. MM & Associates (FRN: 000454), as Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

In terms of the provisions of the Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026 as set out in item no. 4 of the Notice.

None of the other Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise in the ordinary resolution set out under item no. 4 of the Notice.

Basis the rationale and justification provided above the Board recommends the Ordinary Resolution as set out at item no. 4 of the Notice for approval of Members.

ITEM NO. 5

In terms of the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, a listed entity shall appoint or reappoint Secretarial Auditor with the approval of its Members in its Annual General Meeting. Accordingly, in terms of the aforesaid requirement and subject to the approval of the Members, the Board of Directors of the Company upon the recommendation of the Audit Committee approved the appointment of Ms. Malavika Bansal, Practicing Company Secretary, having a valid Peer review Certificate (Peer Review Certificate No. 5419/2024 issued by Institute of Company Secretaries of India), as Secretarial Auditors of the Company for a period of 5 consecutive years commencing from FY 2025-26 till FY 2029-30, at a remuneration of Rs. 1,30,000/- (Rupees One Lakh Thirty Thousand Only) plus applicable tax and reimbursement of out of pocket expenses that may be incurred by them in connection with the aforesaid secretarial audit for the FY 2025- 26. The remuneration for the subsequent financial years during the tenure of their appointment, shall be decided by Board of Directors (including its committees thereof) of the Company.

Ms. Malavika Bansal is a reputed Peer Reviewed Firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India (ICSI). With a commitment to excellence and integrity, the firm provides specialized professional services in the areas of Secretarial Audit, Corporate Restructuring and Compliance & Assurance Services.

The proposed fee is based on the knowledge, expertise, industry experience and the time and efforts required to be put in by the Secretarial Auditors.

The Company has received consent and eligibility letter from the proposed auditor to act as the Secretarial Auditors of the Company, in accordance with the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

None of the other Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise in the ordinary resolution set out under item no. 5 of the Notice.

Basis the rationale and justification provided above the Board recommends the Ordinary Resolution as set out at item no. 5 of the Notice for approval of Members.

ITEM NO. 6

Mr. Atul Agarwal (DIN: 00125825) was appointed as a Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years up to August 13, 2025.

Nomination and Remuneration Committee ("**NRC**"), on the basis of the report of performance evaluation, has recommended the

re-appointment of Mr. Atul Aggarwal with effect from August 14, 2025 as an Independent Director, for a second term of 5 (five) years.

NRC has considered his diverse skills, leadership capabilities, vast experience, his contribution towards the growth of the Company and other requisite parameters. In view of the above, NRC and Board are of the view that the continued association of Mr. Atul Aggarwal as an Independent Director, on the Board of the Company, would be of immense benefits to the Company.

Based on the recommendation of NRC, the Board pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 (**"the Act"**) and the Articles of Association of the Company, has recommended the re-appointment of Mr. Atul Aggarwal as a Non-Executive Independent Director, not liable to retire by rotation, on the Board of the Company, to hold office for his second term of 5 (Five) consecutive years, with effect from August 14, 2025 to August 13, 2030 or up to the conclusion of the AGM to be held in the calendar year 2030, whichever is earlier.

Mr. Atul Aggarwal is not disqualified from being appointed as director in terms of Section 164 of the Act and have given his consent to act as director. The Company has also received declarations from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**)

In the opinion of the Board, Mr. Atul Aggarwal fulfill the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

The details of Mr. Aggarwal, pursuant to the Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standards - 2 are provided in **Annexure-I** to the Notice.

The Company has received requisite notice in writing from a Member proposing his re- appointment. Copy of draft re-appointment letter setting out the terms and conditions of the re-appointment is available electronically for inspection by the Members.

Mr. Atul Agarwal along with his relative(s) is interested in the resolution set out at Item No. 6 of the notice with regard to his re-appointment.

In terms of Regulation 17 of Listing Regulations, listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of the above, approval of the Members is sought for re-appointment of Mr. Aggarwal as the Independent Director of the Company.

None of the other Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Mr. Atul Aggarwal in the special resolution set out under item no. 6 of the Notice.

Basis the rationale and justification provided above the Board recommends the Special Resolution as set out at item no. 6 of the Notice for approval of Members.

ITEM NO. 7

Mr. Vijendra Kumar Gupta was appointed as Chairman and Whole Time Director of the Company by the Members of the Company at its 54th AGM held on September 30, 2019 for a period of five years effective from August 13, 2020. Accordingly, he has completed his term on August 12, 2025.

The Board of Directors at its meeting held on May 30, 2025, based on the recommendation of Nomination and Remuneration Committee (**"NRC"**) and subject to approval of the Members of the Company, approved the re-appointment of Mr. Vijendra Kumar Gupta (DIN: 00036210), attained the age of 85 years, as Chairman & Whole-time Director of the Company, for a period of 5 years with effect from August 13, 2025, liable to retire by rotation, at a remuneration as mentioned below for a period of three years with effect from August 13, 2025, even in the event of inadequacy or absence of profits notwithstanding the fact that it may exceed the limits prescribed under Section 196 and 197 of the Companies Act, 2013 read with Schedule V and other applicable provisions.

- **Basic Salary:** 8,50,000 p.m. (Rupees Eight Lakhs Fifty Thousand Only) with a fixed increment of 15% per annum on cumulative basis;
- **HRA:** 50% of basic salary;
- **Commission:** 1% of the Net Profit of the Company in a particular financial year as computed in the manner referred to in section 198 of the Companies Act, 2013.
- **Perquisites and allowances:**

Contribution to Superannuation Fund in accordance with the rules of the Company. Gratuity as per the applicable laws, Leave Encashment as per Company Policy, Bonus as one month basic salary per year and medical expenses on actual basis for self and family of Mr. Vijendra Kumar Gupta.

Mr. Vijendra Kumar Gupta is the Promoter of the Company and having vast experience of more than 6 decades in the Cable Industry. He has been a firm believer in technology since starting of his career. Having worked in different areas of Strategy & Planning, Sales & Marketing, Governance, Operations etc., He provides guidance to the Board ensures effective governance practices and provides macro industry insights. Under his leadership, the Company has experienced significant growth over the past years.

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”), listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of the above, approval of the Members is sought for re-appointment of Mr. Gupta as the Chairman & Whole Time Director of the Company. The Company has received the requisite consents, declarations, etc. from Mr. Gupta in relation to his re-appointment.

The details of Mr. Gupta, pursuant to the Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standards - 2 are provided in **Annexure-I** and the General information as required under Section II of Part II of Schedule V of the Companies Act, 2013, are provided in **Annexure-III** to the Notice.

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

Basis the rationale and justification provided above the Board recommends the Special Resolution as set out at item no. 7 of the Notice for approval of Members.

ITEM NO. 8

Mr. Vivek Gupta was appointed as Managing Director & CEO of the Company by the Members of the Company at its 54th AGM held on September 30, 2019 for a period of five years effective from August 1, 2020. Accordingly, he has completed his term on July 31, 2025.

The Board of Directors at its meeting held on May 30, 2025, based on the recommendation of Nomination and Remuneration Committee (“**NRC**”) and subject to approval of the Members of the Company, approved the re-appointment of Mr. Vivek Gupta (DIN: 00035916), as Managing Director & CEO of the Company, for a period of 5 years with effect from August 1, 2025, liable to retire by rotation, at a remuneration as mentioned below for a period of three years with effect from August 1, 2025, even in the event of inadequacy or absence of profits notwithstanding the fact that it may exceed the limits prescribed under Section 196 and 197 of the Companies Act, 2013 read with Schedule V and other applicable provisions.

- **Basic Salary:** Rs. 8,00,000 p.m. (Rupees Eight Lakhs Only) with a fixed increment of 15% per annum on cumulative basis;
- **HRA:** 50% of basic salary;
- **Commission:** 1% of the Net Profit of the Company in a particular financial year as computed in the manner referred to in section 198 of the Companies Act, 2013.

• **Perquisites and allowances:**

Contribution to Provident Fund and Superannuation Fund in accordance with the rules of the Company. Gratuity as per the applicable laws, Leave Encashment as per Company Policy, Bonus as one month basic salary per year and medical expenses on actual basis for self and family of Mr. Vivek Gupta.

Mr. Vivek Gupta strategic approach has enabled him to effectively lead the Company and direct the planning and execution of critical capex projects. He has an exemplary leadership skills. He has a proven track record of leading teams with integrity and fostering a collaborative work environment and leads the Company transformation by setting strategic direction and driving key growth initiatives. As a dynamic leader, he has extensive experience in business strategy, marketing, operations and taken initiatives that have major business impact which includes sustainability, diversity, business policies, sales and customer development, marketing, corporate governance, brand equity and talent development. His hard work and pioneering ideas have played a major role in the Company’s success. His contribution to the Company is exceptional and unsurpassed.

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”), listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of the above, approval of the Members is sought for re-appointment of Mr. Gupta as the Managing Director & CEO of the Company. The Company has received the requisite consents, declarations, etc. from Mr. Gupta in relation to his re-appointment.

The details of Mr. Gupta, pursuant to the Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standards - 2 are provided in **Annexure-I** and the general information as required under Section II of Part II of Schedule V of the Companies Act, 2013, are provided in **Annexure-III** to the Notice.

None of the other Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Mr. Vivek Gupta, Mr. Vijendra Kumar Gupta and Mrs. Shalini Gupta in the Special Resolution set out under item no. 8 of the Notice.

Basis the rationale and justification provided above the Board recommends the Special Resolution as set out at item no. 8 of the Notice for approval of Members.

ITEM NO. 9 & 10

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“**the Act**”) and Articles of Association of the Company, the Board of Directors at its meeting held on August 5, 2025,

based on the recommendation of Nomination and Remuneration Committee ("**NRC**"), has appointed Mr. Ankit Arora (DIN: 10529555) as an Additional Director of the Company with effect from August 6, 2025 to hold office till the date of Annual General Meeting.

Mr. Arora, has completed his BBA from JIMS, Delhi. He is having a rich experience in the field of Marketing & Operations and associated with the Company for more than 15 years. He brings his experience and problem-solving skills to the forefront during customers' discussions. He is known for his ability to quickly understand the customers' needs and offer innovative solutions. He is always willing to go the extra mile to ensure customer satisfaction.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Arora for the office of Director of the Company. Mr. Arora has conveyed his consent to act as a Director of the Company and he also confirmed that he is not disqualified from being appointed as such in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority. The Company has also received other necessary disclosures from Mr. Arora.

Accordingly, it is proposed to appoint Mr. Arora as a Director of the Company liable to retire by rotation. Mr. Arora satisfies all the conditions set out in Part-1 of Schedule V to the Act as also the conditions set out under Section 196(3) of the Act for being eligible for this appointment.

The Board of Directors, at the same meeting, as per the recommendations of the NRC and given the knowledge, background, experience and past performance of Mr. Arora, approved the appointment of Mr. Ankit Arora (DIN: 10529555), as Whole-Time Director of the Company, for a period of 5 years with effect from August 6, 2025, liable to retire by rotation, at a remuneration as mentioned below for a period of three years with effect from August 6, 2025, even in the event of inadequacy or absence of profits notwithstanding the fact that it may exceed the limits prescribed under Section 196 and 197 of the Companies Act, 2013 read with Schedule V and other applicable provisions.

- Gross Remuneration of Rs 30 Lakhs per annum (Rupees Thirty Lakhs Only) with a increment upto a ceiling limit of 20% on cumulative basis.
- Other terms and conditions as covered by the service rules and regulations including conduct, discipline and administrative orders and such other rules or orders of the Company and that may come in force from time to time as are applicable to other employees of the Company.

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**"), listed entity shall ensure that approval of Members

for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of the above, approval of the Members is sought for appointment of Mr. Arora as the Whole-Time Director of the Company.

The details of Mr. Arora, pursuant to the regulation 36 of the Listing Regulations, 2015 read with the provisions of the Secretarial Standards - 2 are provided in **Annexure-I** and the general information as required under Section II of Part II of Schedule V of the Act, are provided in **Annexure-III** to the Notice.

None of the other Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Mr. Ankit Arora in the respective resolutions set out under item no. 9 & 10 of the Notice.

Basis the rationale and justification provided above the Board recommends the Ordinary & Special Resolutions as set out at item no. 9 & 10 of the Notice, respectively, for approval of Members.

ITEM NO. 11

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, ("**the Act**") the Board of Directors of the Company cannot, except with the permission of the Members in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Taking into consideration the growth in the business operations, the Company has embarked on a growth plan to enhance its capacity. This is largely on account of operational performance and the company being able to maintain enough liquidity and bring excellence in its operations apart from meeting all its financial obligations to Financial Institutions and its vendors.

In order to pursue opportunities that add value, it is crucial for the Company to have access to specific funding options within a specified timeframe. This will enable the company to pursue, finance, and successfully complete transactions in the best interest of its stakeholders. Therefore, it is essential to obtain board and shareholder approval for increasing the borrowings limits from Rs. 150 Crores to Rs. 500 Crores under section 180(1)(c) of the Act.

It would be in the interest of the Company to enhance the borrowing limits for the Board and authorise the Board of Directors (including its committees thereof) to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves and securities premium but that shall not to exceed Rs. 500 Crores (Rupees Five Hundred Crores Only).

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the

movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors (including its committees thereof) and of the Company, from time to time, in consultation with the lender(s).

None of the other Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise in the Special Resolution set out under item no. 11 of the Notice.

Basis the rationale and justification provided above the Board recommends the Special Resolution as set out at item no. 11 of the Notice, for approval of Members.

ITEM NO. 12

The Members of the Company had at their Annual General Meeting held on September 30, 2014 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 empowered the Board by way of special resolution to sale/lease/hypothecate/mortgage/pledge/dispose and/or create charge on all or any immovable and movable properties of the Company both present and future or on the whole or substantially the whole of the undertaking(s) of the Company, within the overall ceiling prescribed by the members of the Company in terms of Section 180 (1)(c) of the Companies Act, 2013.

As the borrowing limit of Section 180 (1)(c) is sought to be enhanced, it is proposed to seek a fresh consent of the members in terms of Section 180(1)(a) of the Companies Act, 2013 to sale/lease/hypothecate/mortgage/pledge/dispose and/or create charge on all or any immovable and movable properties of the Company both present and future or on the whole or substantially the whole of the undertaking(s) of the Company as and when necessary to secure the borrowings from time to time, within the overall ceiling approved by the Members of the Company, in terms of Section 180(1) (c) of the Companies Act, 2013.

None of the other Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise in the Special Resolution set out under item no. 12 of the Notice.

Basis the rationale and justification provided above the Board recommends the Special Resolution as set out at item no. 12 of the Notice, for approval of Members.

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

**Sd/-
Jitender Kumar
Company Secretary
ACS- 30349**

**Place : Faridabad
Date : August 5, 2025**

ANNEXURE-I TO THE NOTICE

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standards on General Meetings (SS 2) issued by the Institute of Company Secretaries of India

Particulars	Mr. Atul Aggarwal	Mr. Vijendra Kumar Gupta	Mr. Vivek Gupta	Mr. Ankit Arora
DIN	00125825	00036210	00035916	10529555
Date of Birth	March 26, 1964	February 4, 1940	July 30, 1968	January 11, 1987
Age (in years)	61	85	57	38
Date of First Appointment	August 14, 2020	February 26, 1967	August 1, 1990	August 6, 2025
Qualification(s) and Experience/ Expertise in specific functional areas along with the skills and capabilities	MBA from University of Chapel Hill, USA, and a Bachelor of Commerce from Delhi University & has more than 30 years of experience in Business Strategy, Finance & Marketing.	Expertise in setting up and business management & having a very rich experience of more than 6 decades.	Graduation from Delhi University & having rich experience of more than 30 years in the Cable Industry.	BBA from JIMS, Delhi & having more than 15 years of experience in Marketing & Operations.
Number of Equity Shares held including shareholding as a beneficial owner	NIL	13,05,780 equity shares	2,93,328 equity shares	NIL
Directorship in Listed Companies	1. Sterling Tools Limited 2. Ester Industries Limited	Saneh Industrial Investments Limited	Saneh Industrial Investments Limited	NIL
Membership/Chairmanship of committees of other Board	Sterling Tools Limited: 1. Audit Committee -Member 2. Stakeholder Relationship Committee -Member 3. Risk Management Committee -Member Ester Industries Limited: 1. Audit Committee -Member 2. Nomination & Remuneration Committee -Member	NIL	NIL	NIL
Name of the listed entities in which director(s) has resigned from the past three years.	NA	NA	Globus Spirits Limited	NA
Name of the Committees of listed entity in which director(s) has resigned from the past three years.	NA	NA	Globus Spirits Limited: 1. Audit Committee -Member 2. Nomination & Remuneration Committee -Member 3. Stakeholder Relationship Committee -Member 4. Corporate Social Responsibility Committee -Member	NA

Particulars	Mr. Atul Aggarwal	Mr. Vijendra Kumar Gupta	Mr. Vivek Gupta	Mr. Ankit Arora
Last drawn remuneration details along with remuneration sought to be paid	The non- executive director(s) will be entitled to receive sitting fee as approved by the Board. Details of last remuneration is mentioned in the Annual Report for the Financial Year 2024-25.	Remuneration details of Mr. Vijendra Kumar Gupta(as recommended by NRC and approved by Board of Directors) is provided in Item No. 7 of this Notice. Details of last remuneration are mentioned in the Annual Report for the financial year 2024-25.	Remuneration details of Mr. Vivek Gupta (as recommended by NRC and approved by Board of Directors) is provided in Item No. 8 of this Notice. Details of last remuneration are mentioned in the Annual Report for the financial year 2024-25.	Remuneration details of Mr. Ankit Arora (as recommended by NRC and approved by Board of Directors) is provided in Item No. 10 of this Notice. NA
No. of Board Meetings attended during the FY 2024-25	4/4	4/4	4/4	Not Applicable
Relationship with other Directors inter se and KMP	There is no inter-se relationship between Mr. Aggarwal and other directors or Key Managerial Personnel (KMP) of the Company.	Mr. Vijendra Kumar Gupta is the father of Mr. Vivek Gupta and father-in-law of Mrs. Shalini Gupta.	Mr. Vivek Gupta is the son of Mr. Vijendra Kumar Gupta and spouse of Mrs. Shalini Gupta.	There is no inter-se relationship between Mr. Arora and other directors or Key Managerial Personnel (KMP) of the Company.
Terms & Conditions of Appointment & Reappointment	The Directors have been appointed in terms of the provisions of the Act and are responsible to undertake the roles and responsibilities prescribed under the provisions of the Act and other laws for the time being in force. In addition, they are also responsible to undertake the roles and responsibilities assigned by the Board from time to time.			

COMMUNICATION ON TAX DEDUCTION AT SOURCE ('TDS') ON DIVIDEND DISTRIBUTION

Please take note of the below TDS provisions and information/document(s) requirement for each shareholder:

Section 1: For all Members – Details that should be completed and /or updated, as applicable: -

All Members are requested to ensure that the below details are completed and/ or updated, as applicable, in their respective Demat Account(s) maintained with the Depository Participant(s); or in case of shares held in physical form, with the Registrar & Transfer Agent ('RTA') of the Company. Please note that these details as available on Book Closure Date in the Register of Members/ Register of Beneficial Ownership will be relied upon by the Company, for the purpose of complying with the applicable TDS provisions:

- I. Valid Permanent Account Number ('PAN').
- II. Residential status as per the Income Tax Act, 1961 ('IT Act') i.e. Resident or Non-Resident for FY 2025-26
- III. Category of the Member:
 - i. Mutual Fund
 - ii. Insurance Company
 - iii. Alternate Investment Fund ('AIF') Category I and II
 - iv. AIF Category III
 - v. Government (Central/ State Government)
 - vi. Foreign Portfolio Investor ('FPI')/ Foreign Institutional Investor ('FII'): Foreign Company
 - vii. FPI/ FII: Others (being Individual, Firm, Trust, Artificial Juridical Person ('AJP'), etc.)
 - viii. Individual
 - ix. Hindu Undivided Family ('HUF')
 - x. Firm
 - xi. Limited Liability Partnership ('LLP')
 - xii. Association of Persons ('AOP'), Body of Individuals ('BOI') or Artificial Juridical Person ('AJP')
 - xiii. Trust
 - xiv. Domestic Company
 - xv. Foreign Company.
- IV Email Address
- V Address

Section 2: TDS provisions and documents required, as applicable for relevant category of Members**I. For Resident Members:**

- i. Mutual Funds: No TDS is required to be deducted as per Section 196(iv) of the IT Act subject to specified conditions. Self-attested copy of valid SEBI registration certificate needs to be submitted.
- ii. Insurance companies: No TDS is required to be deducted as per Section 194 of the IT Act subject to specified conditions. Self- attested copy of valid IRDA registration certificate needs to be submitted.
- iii. Category I and II Alternative Investment Fund: No TDS is required to be deducted as per Section 197A (1F) of the IT Act subject to specified conditions. Self-attested copy of valid SEBI registration certificate needs to be submitted.
- iv. Recognised Provident funds: No TDS is required to be deducted as per Circular No.18/2017 subject to specified conditions. Self- attested copy of a valid order from Commissioner under Rule 3 of Part A of Fourth Schedule to the IT Act, or Self-attested valid documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the provident fund being established under a scheme framed under the Employees' Provident Funds Act, 1952 needs to be submitted.
- v. Approved Superannuation fund: No TDS is required to be deducted as per Circular No.18/2017 subject to specified conditions. Self-attested copy of valid approval granted by Commissioner under Rule 2 of Part B of Fourth Schedule to the IT Act needs to be submitted.
- vi. Approved Gratuity Fund: No TDS is required to be deducted as per Circular No.18/2017 subject to specified conditions. Self- attested copy of valid approval granted by Commissioner under Rule 2 of Part C of Fourth Schedule to the IT Act needs to be submitted.
- vii. National Pension Scheme: No TDS is required to be deducted as per Section 197A (1E) of the IT Act.
- viii. Government (Central/ State): No TDS is required to be deducted as per Section 196(i) of the IT Act.
- ix. Business Trust: No TDS is required to be deducted as per Section 194 of the IT Act. Self attested copy of valid SEBI registration certificate needs to be submitted.
- x. Any other entity entitled to exemption from TDS: Valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order etc.) in support of the entity being entitled to exemption from TDS needs to be submitted.

xi. Other resident Members:

- a) TDS is required to be deducted at the rate of 10% under u/s 194 of the IT Act.
- b) No TDS is required to be deducted, if aggregate dividend distributed or likely to be distributed during the financial year to individual shareholder does not exceed Rs.10,000.
- c) TDS is required to be deducted at the rate of 20% u/s 206AA of the IT Act, if valid PAN of the shareholder is not available.
- d) TDS is required to be deducted at the rate prescribed in the lower tax withholding certificate issued u/s 197 of the Act, if such valid certificate is provided.
- e) No TDS is required to be deducted on furnishing of valid Form 15G (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) or Form 15H (for individual above the age of 60 years with no tax liability on total income). (Format of Form 15G and Form 15H are available on website of Income Tax i.e. <https://incometaxindia.gov.in/forms/incometax%0rules/10312000000007845.pdf> & <https://incometaxindia.gov.in/forms/incometax%20rules/103120000000007846.pdf> respectively)

Please note that Declaration under Form No. 15G or 15H shall not be valid if it does not contain the PAN of the declarant. In such cases TDS shall be deducted at the rate of 20% u/s 206AA (2) of the IT Act.

II. For Non-resident Members:

i. FPI and FII:

a) TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess).

Shareholder may be entitled to avail lower TDS rate as per Double Tax Avoidance Treaty ('DTAA') between India and the country of tax residence of the shareholder, on furnishing the below specified documents: -

1. Self-attested copy of valid PAN;
2. Self-attested copy of valid Tax Residency Certificate ('TRC') obtained from the tax authorities of the country of which the shareholder is a resident;
3. Form 10F filed electronically on income tax e-portal.
4. Self-declaration on letter head of having no Permanent Establishment in India, Beneficial ownership of shares and eligibility to claim

treaty benefits (as per **Appendix-1** to this Communication).

- b) In case the dividend is payable to 'Specified Fund' (Category – III Alternate Investment Fund) referred to in [Clause(c) of Explanation to Section 10(4D)], TDS rate would be 10% (plus applicable surcharge and cess). The reduced rate of TDS would be subject to the availability of requisite documents demonstrating that the person is covered under the aforesaid category of 'Specified Fund'.

ii. Any entity entitled to exemption from TDS:

Valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order, etc. by Indian tax authorities) in support of the entity being entitled to exemption from TDS needs to be submitted.

iii. Other non-resident Members:

- a) TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess).
- b) Shareholder may be entitled to avail lower TDS rate as per Double Tax Avoidance Treaty (DTAA) between India and the country of tax residence of the shareholder, on furnishing the below specified documents: -

- 1) Self-attested copy of PAN;
- 2) Self-attested copy of valid Tax Residency Certificate ('TRC') obtained from the tax authorities of the country of which the shareholder is a resident;
- 3) Form 10F filed electronically on income tax e-portal.
- 4) Self-declaration on letter head of having no Permanent Establishment in India,

Beneficial ownership of shares and eligibility to claim treaty benefits (as per **Appendix-1** to this communication).

- c) TDS is required to be deducted at the rate prescribed in valid lower tax withholding certificate issued u/s 197 of the IT Act, if such valid certificate is provided.

Details and/ or documents as mentioned above in Section 1 and Section 2, as applicable to the Member, need to be sent, duly completed and signed, through registered email address of the Member with PAN being mentioned in the subject of the email to reach secretarial@deltoncables.com by September 19, 2025. Please note that no communication in this regard, shall be accepted post September 19, 2025.

Section 3: Other general information for the Members: -

- I. For all self-attested documents, Members must mention on the document '**certified true copy of the original**'. For all documents being sent/ accepted by email, the Member undertakes to send the original document(s) on the request by the Company.
- II. In case, the dividend income is assessable to tax in the hands of a person other than the registered Member as on the Book Closure Date, the registered Member is required to furnish a declaration containing the name, address, and PAN of the person to whom TDS credit is to be given and reasons for giving credit to such person by September 19, 2025.
- III. TDS deduction certificate will be sent to the Members' registered email address in due course.

Application of TDS rate is subject to necessary due diligence and verification by the Company of the shareholder details as available in register of Members

on the Book Closure Date, documents, information available in public domain, etc. In case of ambiguous, incomplete or conflicting information, or the valid information/ documents not being provided, the Company will arrange to deduct tax at the maximum applicable rate.

- IV. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/ to be provided by the Member(s), such Member(s) will be responsible to indemnify the Company and also, provide the Company with all information/ documents and cooperation in any appellate proceedings.

Note:

Above communication on TDS sets out the provisions of law in a summarized manner only and does not purport to be a complete analysis or listing of all potential tax consequences. Shareholders should consult with their own tax advisors for the tax provisions applicable to their particular circumstances.

(Refer Section 2(II)(i)(a)(4)/ 2(II)(iii)(b)(4) of Communication on TDS on Dividend Distribution)

FORMAT FOR DECLARATION FOR CLAIMING BENEFITS UNDER DTAA

Delton Cables Limited

17/4, Main Mathura Road,
Sector-16A, Faridabad, Haryana – 121002
Email: secretarial@deltoncables.com

Subject: Declaration for eligibility to claim benefit under Double Taxation Agreement between Government of India and Government of (mention country of tax residency) ('DTAA'), as modified by Multilateral Instrument ('MLI'), if applicable.

With reference to above, I/We wish to declare as below:

1. I / We, (Full name of the shareholder), having permanent account number (PAN) under the Indian Income Tax Act, (mention PAN), and holding (mention number of shares held) number of shares of the Company under Demat Account Number/ Folio Number.....as on the Book Closure Date from 2025 to 2025 (both days inclusive), am / are a tax resident of (country name) in terms of Article 4 of the DTAA as modified by MLI (if applicable) and do not qualify as a 'resident' of India under Section 6 of the Indian Income Tax Act, 1961 ('the IT Act'). A copy of the valid tax residency certificate for..... (period), which is valid as on the Book Closure Date, is attached herewith.
2. I/ We am/ are eligible to be governed by the provisions of the DTAA as modified by MLI (if applicable), in respect of the dividend income and meet all the necessary conditions to claim treaty rate including, but not limited to, satisfaction of the 'Principal Purpose Test' provided in such MLI.
3. I/ We am/ are the legal and beneficial owner of the dividend income to be received from the Company.
4. I/ We do/ will not have a Permanent Establishment ('PE') in India, during April 01, 2025 to March 31, 2026, in terms of Article 5 of the DTAA as modified by MLI (if applicable) or a fixed base in India and the amounts paid/ payable to us, in any case, are not attributable to the PE or fixed base, if any, which may have got constituted otherwise.
5. I/ We do not have a Business Connection in India according to the provision of Section 9(1)(i) of the IT Act and the amounts paid/ payable to us, in any case, are not attributable to business operations, if any, carried out in India.
6. I/ We hereby confirm that we do/ will not have a place of effective management, during the period April 01, 2025 to March 31, 2026, in India and none of the key management and commercial decisions for the conduct of business in substance are/ will be made in India.

I/ We hereby certify that the declarations made above are true and bonafide. In case in future, any of the declarations made above undergo a change, we undertake to promptly intimate you in writing of the said event. You may consider the above representations as subsisting unless intimated otherwise.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by me, I/ We will be responsible to pay and indemnify such income tax demand (including interest, penalty, etc.) and provide the Company with all information/ documents that may be necessary and co-operate in any proceedings before any income tax/ appellate authority.

For Mention the name of the payee

(Authorised Signatory)

Name of the person signing:-

Designation of the person signing:-

Contact Number:-

Contact Address:-

Email:-

Date:-

Place:-

1. General Information

S. No.	Particulars	Information									
1.	Nature of industry	Manufacturing									
2.	Date or expected date of commencement of commercial production	In the year 1964									
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in prospectus	NA									
4.	Financial performance based on given indicators	<table> <tr> <th>Particulars</th><th>FY 2024-25</th><th>FY 2023-24</th></tr> <tr> <td>Revenue</td><td>70,926</td><td>40,086</td></tr> <tr> <td>Net Profit</td><td>1,466</td><td>2,051</td></tr> </table>	Particulars	FY 2024-25	FY 2023-24	Revenue	70,926	40,086	Net Profit	1,466	2,051
Particulars	FY 2024-25	FY 2023-24									
Revenue	70,926	40,086									
Net Profit	1,466	2,051									
5.	Foreign investments or collaborators, if any	NA									

2. Information about the appointee:

S. No.	Particulars	Information		
1.	Name of the Director	Mr. Vijendra Kumar Gupta	Mr. Vivek Gupta	Mr. Ankit Arora
2.	Background Details	Expertise in setting up and business management & having a very rich experience of more than 6 decades.	Graduation from Delhi University & having rich experience of more than 30 years in the Cable Industry.	BBA from JIMS, Delhi & having more than 15 years of experience in Marketing & Operations.
3.	Past Remuneration	Details of last remuneration are mentioned in the Annual Report for the financial year 2024-25.	Details of last remuneration are mentioned in the Annual Report for the financial year 2024-25.	NA
4.	Recognition or award	NA	NA	NA
5.	Job profile and his suitability	He has been part of organization since the inception of the Company and played pivotal role for the organization and has led successful growth of the business.	He has an exemplary leadership skills and as a dynamic leader, he had played a major role in the Company's success. Considering his knowledge and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Vivek Gupta should be available to the Company.	He is having more than 15 years of experience in Marketing & Operations.
6.	Remuneration proposed	Remuneration details of Mr. Vijendra Kumar Gupta (as recommended by NRC and approved by Board of Directors) is provided in Item No. 7 of this Notice.	Remuneration details of Mr. Vivek Gupta (as recommended by NRC and approved by Board of Directors) is provided in Item No. 8 of this Notice.	Remuneration details of Mr. Ankit Arora (as recommended by NRC and approved by Board of Directors) is provided in Item No. 10 of this Notice.

S. No.	Particulars	Information		
7.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Remuneration being given is at par with industry level and size of the Company.		
8.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Vijendra Kumar Gupta is the father of Mr. Vivek Gupta and father-in-law of Mrs. Shalini Gupta.	Mr. Vivek Gupta is the son of Mr. Vijendra Kumar Gupta and spouse of Mrs. Shalini Gupta.	There is no inter-se relationship between Mr. Arora and other directors or Key Managerial Personnel (KMP) of the Company.

3. Other Information

S. No.	Particulars	Information
1.	Reason for loss or inadequate profits	The Company has the profit for the financial year ended on March 31, 2025. The Managerial Remuneration paid/to be paid is in excess of the limits as provided under Section 197 of the Companies Act, 2013.
2.	Steps taken or proposed to be taken for improvement	The Company continues to perform in line with expectation and is expected to continue to improve its performance and profitability.
3.	Expected increase in productivity and profits in measurable terms	The Company has done well and has also drawn up an elaborate Business Plan and action plans to exploit existing and emerging opportunities.

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

**Sd/-
Jitender Kumar
Company Secretary
ACS- 30349**

**Place : Faridabad
Date : August 5, 2025**

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting this Annual Report of Delton Cables Limited ("the Company") along with the Company's Audited Financial Statement for the financial year ended on March 31, 2025.

FINANCIAL RESULTS

(Rs. in Lakhs)

Particulars	2024-25	2023-24
Revenue from operation	70,926.41	40,085.97
Other Income	165.54	243.53
Total Income	71,092.05	40,329.50
Total Expenditure	69,257.36	39,150.51
Profit / (Loss) Before Exceptional Item and Tax	1,834.69	1,178.99
Add : Exceptional Item	1,026.85	598.43
Profit/ (Loss) Before Tax	2,861.54	1,777.42
Less :Income Tax	208.62	311.60
Add :Deferred Tax	584.93	0.03
Less :Adjustment of taxes for earlier years	16.99	0.14
Net Profit / (Loss)	2,051.00	1465.65

PERFORMANCE REVIEW

During the year under review, the Company achieved Revenue from operations of Rs. 70,926.41 lakhs as compared to Rs. 40,085.97 lakhs in the previous financial year. Further, the Company has earned net profit of Rs. 2,051.00 lakhs in the current financial year as against Rs. 1465.65 lakhs in the previous financial year.

TRANSFER TO RESERVES

During the year under review, no amount was transferred to general reserves by the Company.

DIVIDEND

Your Directors are pleased to recommend a final dividend of Rs. 2.00 (20%) per equity share of Rs. 10 each, which if approved at the Annual General Meeting ("AGM"), the above dividend will be paid to all those Equity Shareholders whose names shall appear in the Register of Members as on record date i.e. Friday, September 19, 2025.

SHARE CAPITAL

The paid-up Equity Share Capital as on March 31, 2025 was Rs. 8,64,00,000/-. During the year under review, the Company has not altered its share capital.

DEPOSITS

During the year under review, your Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 ("the Act") and the Companies (Acceptance of Deposits) Rules, 2014.

CHANGE IN THE NATURE OF BUSINESS

During the year under review, there has been no change in the nature of business of the Company.

MATERIAL CHANGES AND COMMITMENTS

There are no material changes affecting the financial position of the Company subsequent to the closure of Financial Year 2024-25 till the date of this report.

AUDITORS**1. Statutory Auditors:**

Pursuant to the provisions of Section 139 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) the Members of the Company at their 57th AGM, approved the re- appointment of M/s. Bansal & Co, LLP, Chartered Accountants, New Delhi (Firm Reg. No. 001113N), as the Statutory Auditors of the Company from the conclusion of 57th AGM till the conclusion of 62nd AGM of the Company.

The Audit report issued by M/s. Bansal & Co, LLP, on the Company's financial statements for the financial year ended on March 31, 2025 is forming part of the Annual Report. There has been no qualification, reservation or adverse remark in their Report.

2. Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of Directors of the Company had appointed Ms. Malavika Bansal, Practicing Company Secretary (COP: 9159) as the Secretarial Auditor to conduct the Secretarial Audit of the Company for the Financial Year ended on March 31, 2025. The Secretarial Audit Report is annexed as **Annexure-A**. There are no qualifications, reservations or adverse remarks made by Secretarial Auditors in their Report.

Further, pursuant to SEBI Circular dated December 12, 2024 read with Regulation 24A of the Listing Regulations and applicable provisions of the Act and Rules made thereunder, the Board of Directors, upon the recommendation of the Audit Committee, have approved and recommended the

appointment of Ms. Malavika Bansal, Company Secretaries (COP: 9159), having a Peer Review Certificate (5419/2024 valid upto February 28, 2029) as Secretarial Auditors of the Company for a period of 5 years beginning from Financial Year 2025-26, for approval of the Members at ensuing AGM of the Company.

3. Cost Auditors:

The Company is maintaining cost records as prescribed under the provisions of Section 148(1) of the Act. The Board appointed M/s. MM & Associates (FRN: 000454), as Cost Auditors for FY 2024-25 and they have been re-appointed as Cost Auditors of the Company for FY 2025-26. Approval of the Members is being sought for ratification of their remuneration at the ensuing AGM.

REPORTING OF FRAUDS BY AUDITORS

There were no instances of fraud reported by the Auditors.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/ TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS U/S 186 OF THE COMPANIES ACT, 2013

During the financial year 2024-25 your Company has not made any loan, guarantee and investment u/s 186 of the Act.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the financial year all Related Party Transactions were on an arm's length basis and were in compliance with the applicable provisions of the Act and Listing Regulations.

There were no transactions during the year which would require to be reported in Form AOC.2.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Act and Articles of Association of the Company, Mr. Vivek Gupta (DIN: 00035916), Director of the Company, retire by rotation at the ensuing AGM and being eligible, offer himself for re-appointment. The Members at the AGM held on September 25, 2024, had appointed Mr. Amit Ramani (DIN: 00549918) and Mr. Gagan Sinha (DIN: 00298362) as Independent Directors of the Company for a term for 5 years.

Further, the tenures of Mr. Atul Aggarwal (DIN: 00125825), Independent Director is going to end on August 13, 2025 i.e. completing his first term, Mr. Vijendra Kumar Gupta (DIN: 00036210), Chairman & Whole-Time Director is going to end

on August 12, 2025 and Mr. Vivek Gupta (DIN:00035916), Managing Director & CEO is going to end on August 1, 2025 and. The Board of Directors, on recommendation of Nomination, and Remuneration Committee ("NRC"), in their meeting held on May 30, 2025 had recommended the re-appointment of Mr. Atul Aggarwal, Mr. Vijendra Kumar Gupta and Mr. Vivek Gupta, for a period of 5 years subject to the approval of Members of the Company at the ensuing AGM.

Mr. Vikas Rawat, Company Secretary & Compliance Officer of the Company has resigned w.e.f. September 25, 2024, due to some personal reasons and in his place Mr. Jitender Kumar has been appointed as a Company Secretary & Compliance Officer of the Company w.e.f. December 2, 2024.

Mrs. Sangeeta Tondon, Chief Financial Officer of the Company some personal reasons. w.e.f. May 30, 2025 and in her place Mr. Rameshwar Jaiswal has been appointed as a Chief Financial Officer of the Company w.e.f. May 31, 2025.

Further, Mr. Shashi Kumar Sharma, Whole-Time Director of the Company has resigned w.e.f. August 5, 2025. The Board of Directors, on recommendation of NRC, in their meeting held on August 5, 2025 has appointed Mr. Ankit Arora (DIN: 10529555), as an Additional Director of the Company with effect from August 6, 2025 to hold office till the date of AGM and at the same meeting, Mr. Ankit Arora was appointed as Whole-Time Director of the Company, for a period of 5 years with effect from August 6, 2025, liable to retire by rotation, subject to the approval of the Members at the ensuing AGM.

The Company has received declarations from all Independent Directors of the Company that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under Regulations 16 and 25 of Listing Regulations and there has been no change in the circumstances affecting their status as independent directors of the Company. In the opinion of the Board, the Independent Directors of the Company are the persons of integrity, expertise and fulfil the conditions as per the applicable laws and are independent of the management of the Company.

Annual performance evaluation of the Board, its committees, individual directors (including independent directors) and Chairman of the Company pursuant to the provisions of the Act and the Corporate Governance requirements under Listing Regulations have been carried out in accordance with the Policy. The process, and result of performance evaluation given in Corporate Governance Report, was followed by the Board for evaluation of its own performance and its committees and individual directors including independent directors and Chairman of the Company.

The brief resumes, rationales and justifications wherever applicable and other details relating to the director who are proposed to be appointed/ re-appointed, as required to be

disclosed as per the provisions of the Listing Regulations/ Secretarial Standard are given in the Annexure to the Notice of the 60th AGM.

VIGIL MECHANISM

In terms of provisions of Section 177 of the Act and Regulation 22 of the Listing Regulations, 2015, the Company has in place a Whistle Blower Policy, details of which are provided in Corporate Governance Report. The Whistle Blower Policy is available on the website of the Company at www.deltoncables.com.

REMUNERATION POLICY

The Company follows a policy on remuneration of Directors, Key Managerial Personnel and Senior Management Employees. Pursuant to the Section 178 of the Act read with the applicable rules made thereunder and Listing Regulations, the policy has been formulated by the Nomination and Remuneration Committee and approved by the Board. The Policy is given in the **Annexure-B**.

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The information required under Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure-C** and forms part of this Report.

CREDIT RATING

During the financial year 2024-25, the credit rating of the Company was assigned by Infomerics Valuation and Rating Pvt. Ltd (Credit Rating Agency) as IVR BBB/ Stable (IVR Triple B with Stable outlook) for long term bank facilities and IVR A3+ (IVR A Three Plus) for short term bank facilities.

ANNUAL RETURN

The Annual Return for FY 2024-25 is available on the website of the Company at www.deltoncables.com.

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

As required under Section 134(3)(m) of the Act 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-D**.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

During the year under review your Company had no Subsidiaries, Joint Venture or Associates.

INTERNAL CONTROL SYSTEM

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of fraud, error reporting mechanisms, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures. The Company has in place adequate internal financial controls including with reference to financial statement and for ensuring the orderly & efficient conduct of its business.

During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

CORPORATE GOVERNANCE REPORT

The Company upholds the highest standards of Corporate Governance as a critical component of its business philosophy. We believe that strong governance is essential not only for enhancing shareholder value but also for maintaining the trust of customers, employees, regulators, and society at large. Our governance practices are driven by a commitment to ethical conduct, compliance with laws, and a transparent decision-making process.

Pursuant to Regulation 34(3) of the Listing Regulations, Corporate Governance Report along with a Certificate regarding compliance of conditions of Corporate Governance from Company Secretary in Practice are enclosed as **Annexure-G** and forms an integral part of this Report.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) read with Schedule V (C) of Listing Regulations, is enclosed as **Annexure-F** and forms an integral part of this Report.

PREVENTION OF SEXUAL HARASSMENT

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made thereunder, the Company has formed an Internal Complaints Committee and adopted a policy on Prevention of Sexual Harassment at workplace.

The Company is committed to providing and promoting a safe and healthy work environment for all its employees.

- a. Number of complaints of sexual harassment received in the year – 0
- b. Number of complaints disposed off during the year – 0
- c. Number of cases pending for more than ninety days – 0

COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT, 1961

The Company is fully committed to upholding the rights and welfare of its employees in accordance with the applicable laws. In line with this commitment, the Company ensures strict compliance with the provisions of the Maternity Benefit Act, 1961, as amended from time to time.

MEETINGS OF THE BOARD

Four meetings of the Board of Directors were held during the year. For further details, please refer Report on Corporate Governance enclosed as Annexure-G to this Report.

AUDIT COMMITTEE

For constitution and other details of the Audit Committee, please refer Report on Corporate Governance enclosed as Annexure-G to this Report.

All the recommendations made by the Audit Committee were accepted by the Board.

CSR COMMITTEE

For constitution and other details of the CSR Committee, please refer Report on Corporate Governance enclosed as Annexure-G to this Report.

COMPLIANCE WITH THE SECRETARIAL STANDARDS

During the year under review, the Company has complied with all applicable provisions of Secretarial Standards.

COMPLIANCE BY LARGE CORPORATE

Your Company does not fall under the category of large corporate, as defined by SEBI vide its circular no. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 read with updated circular dated April 13, 2022 and Circular No. SEBI/HO/DDHS/DDHS-RACPODI/P/CIR/2023/172 dated October 19, 2023, as such no disclosure is required in this regard.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The key philosophy of all CSR initiatives of the Company is to make CSR a key business process for sustainable development of the society. The initiatives aim at enhancing welfare measures of the society based on the immediate and long term social and environmental consequence of its activities. The Company intends to undertake other need based initiatives in compliance with Schedule VII of the Act.

The CSR Policy of the Company is available on the website of the Company at www.deltoncables.com.

For constitution and other details of the CSR Committee, please refer Report on Corporate Governance enclosed as Annexure-G to this Report. The Annual Report on CSR activities, which include the salient features of the CSR Policy and change therein, if any, is enclosed as **Annexure-E** and forms an integral part of this Report.

RISK MANAGEMENT

The Board of Directors of the Company have designed Risk Management Policy and guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses and define a structured approach to manage uncertainty and to make use of these in their decision-making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, your Directors, to the best of their knowledge and ability, hereby confirm that:

- (a) in the preparation of the annual accounts for the financial year ended March 31, 2025, 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 March 31, 2025 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 for the financial year ended March 31, 2025 on a going concern basis;
- (e) the directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and are operating effectively; and
- (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.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

During the year, no application has been made and no proceeding is pending against the company under the Insolvency and Bankruptcy Code, 2016 as at the end of financial year.

IN CASE THE SECURITIES ARE SUSPENDED FROM TRADING, THE DIRECTOR'S REPORT SHALL INCLUDE THE REASON THEREOF

Not Applicable

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

There is no instance of one-time settlement with any bank or financial institutions.

HUMAN RESOURCES

Our employees are our most important assets. The Company's industrial relations continued to be harmonious during the period under review.

REGISTRAR AND SHARE TRANSFER AGENT (RTA)

The share transfer and related activities are being carried out by M/s. Beetal Financial & Computer Services (P) Limited, Registrar and Share Transfer Agent from the following address:

Beetal Financial & Computer Services (P) Limited

Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre,

Near Dada Harsukhdas Mandir, New Delhi – 110 062

ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation for unstinted commitment and significant contribution of all employees of the Company.

The Directors are grateful to all valuable stakeholders of the Company viz. Customers, Dealers, Vendors, Banks, Financial Institutions Government Authorities and other Business Associates for their excellent support rendered during the year.

The Board also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued shareholders.

For & on behalf of the Board of Directors

**Place : Faridabad
Dated: August 5, 2025**

**Sd/-
Vijendra Kumar Gupta
Chairman
DIN: 00036210**

FORM NO. MR- 3**SECRETARIAL AUDIT REPORT**

(For the Financial Year ended March 31, 2025)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Delton Cables Limited
CIN: L31300DL1964PLC004255

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

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

Auditor's responsibility

My responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on the audit. I have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards require that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

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 from April 01, 2024 to March 31, 2025 ("the audit period") 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. The Companies Act, 2013 ('the Act') and the rules made thereunder;
- 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 by the Depositories with regard to dematerialization of securities and reconciliation of records of dematerialized securities with all securities issued by the Company;

- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment. (No Foreign Direct Investment inflow was observed during the audit period. Further, there was no transaction of Overseas Direct Investment and External Commercial Borrowings during the period under review;
- 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **[Not Applicable on the Company during the audit period];**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **[Not Applicable on the Company during the audit period];**
 - (e) 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. **[Not Applicable on the Company during the audit period];**
 - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **[Not Applicable on the Company during the audit period];**
 - (g) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **[Not Applicable on the Company during the audit period];** and
 - (h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **[Not Applicable on the Company during the audit period]**

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

1. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder ("Listing Regulations"); and

2. Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India.

I have also examined compliance with the below mentioned industry specific laws on a **limited review basis**:

- a) Employees Provident Funds and (Miscellaneous Provisions) Act, 1952;
- b) Employees State Insurance Act, 1948;
- c) Minimum Wages Act, 1948;
- d) Payment of Bonus Act, 1965;
- e) The Air (Prevention and Control) Act, 1981;
- f) Water (Prevention and Control of Pollution) Act, 1974;
- g) Water (Prevention and Control of Pollution) Cess Act, 1977;
- h) Factories Act, 1948;
- i) Industrial Disputes Act, 1947;
- j) Industrial Employment (Standing Orders) Act, 1946;
- k) The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013;
- l) Contract Labour (Regulation and Abolition) Act, 1970;
- m) Apprentices Act, 1961 read with Apprentice Rules, 1992;
- n) Legal Metrology Act, 2009

For the compliances of above-mentioned applicable Environmental Laws, Labour Laws & other General Laws, my examination and reporting is based on the records, information and explanations provided by the officers and management of the Company and to the best of my judgment and understanding of the applicability of the different enactments upon the Company, in my opinion there are systems and processes existing in the Company to monitor and ensure compliance with applicable Environmental Laws, Labour Laws & other General Laws, rules, regulations and guidelines.

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Circulars, Notification etc. mentioned thereunder.

I further report that:

- a) The Board of Directors of the Company is constituted with Non-Executive Directors, which includes Woman Director 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 and Listing Regulations;
- b) Adequate notice(s) were given to all Directors to schedule the Board/Committee Meetings, agenda and detailed notes on agenda thereto, were sent at least seven days in advance and with requisite compliances for holding of a Board/Committee Meeting at a shorter notice in case of urgency, 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.

Majority decision is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes;

- c) As per the records, the Company has filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies, SEBI and other authorities; and
- d) The company has duly complied with the provisions of Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading Regulations), 2015 with respect to maintenance of Structural Digital Database.

I further report that, based on the information provided and the representation made by the Company and also on the review of compliance reports / certificates taken on record by the Board of Directors of the Company, in my opinion, 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.

I further report that during the audit period, the Company has following specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above:

- a. Appointment of Mr. Amit Ramani (DIN:00549918) as an Additional Director (Non-Executive Independent Director) of the company with effect from 09th August, 2024
- b. Appointment of Mr. Gagan Sinha (DIN:00298362) as an Additional Director (Non-Executive Independent Director) of the company with effect from 09th August, 2024
- c. Declaration of final dividend at the rate of Rs.1.50 per equity shares of Rs.10 each.
- d. Resignation of Mr. Vikas Rawat as Company Secretary & Compliance Officer of the Company with effect from 25th September, 2024.
- e. Appointment of Mr. Jitender Kumar as Company Secretary & Compliance Officer of the Company with effect from 02nd December, 2024

Disclaimer:

This report is to be read with 'Annexure' attached herewith and forms an integral part of this report.

Malavika Bansal
Practicing Company Secretary
FCS: 8231
COP No.: 9159
Peer Review No.: 5419/2024
UDIN: F008231G000873722

Place: New Delhi
Date: July 28, 2025

To,
The Members,
Delton Cables Limited
CIN: L31300DL1964PLC004255
Regd. Office: Delton House 4801, Bharat Ram Road 24,
Darya Ganj, New Delhi-110002

Our Secretarial Audit Report of even date, for the financial year ended on March 31, 2025 is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit carried as per applicable auditing standards.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. I believe that the process and practices I followed provide a reasonable basis for my opinion.
3. I have relied upon the records and documents made available to me by the Company through electronic means, including on-site inspection of hard copies of secretarial records required to be maintained as per the Companies Act, 2013 and the management explanations/ clarifications given to me from time to time in the process of Audit.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance with the provisions of all applicable laws and regulations, and to ensure that the systems are adequate and operating effectively is the responsibility of management.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Malavika Bansal
Practicing Company Secretary
FCS: 8231
COP No.: 9159
PR No.: 5419/2024
UDIN: F008231G000873722
Place: New Delhi
Date: July 28, 2025

NOMINATION AND REMUNERATION POLICY**1. Preamble**

This Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"). This Policy was approved by the Board of Directors of the Company.

2. Definitions

- a) "Board":- means Board of Directors of the Company as constituted from time to time under the Companies Act, 2013.
- b) "Director":- means Directors of the Company.
- c) "Committee":- Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time under the Companies Act, 2013.
- d) "Company":- means Delton Cables Limited.
- e) "Independent Director":- As defined in Listing Regulations and/ or under the Companies Act, 2013 and relevant rules thereto.
- f) "Key Managerial Personnel":- shall bear the meaning ascribed to it in sub-section 51 of Section 2 of the Companies Act, 2013.
- g) "Senior Management Personnel":- shall mean officers/ personnel of the listed entity who are members of its core management team excluding board of directors and shall include the functional heads, company secretary and chief financial officer and such employees as may be deemed to be part of the core management team of the Company by the Board of Directors.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and/ or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, shall have the meaning respectively assigned to them therein.

3. Key Principles

The following principles guide the design of remuneration under this Policy:

- (i) Attract, retain and motivate the right talent, including the directors, Key Managerial Personnel, Senior Management Personnel and employees, required to meet the goals of the Company.
- (ii) Remuneration to the Directors, Key Managerial Personnel, and Senior Management Personnel is aligned with the short term and long term goals and performance of the Company.
- (iii) Promote the culture of meritocracy, performance and accountability. Give appropriate weightage to individual and overall Company's performance.
- (iv) Reflect market trends and practices, competitive positions to attract the required talent.

4. Appointment Criteria And Qualifications

- (i) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, Key Managerial Personnel, or at Senior Management Personnel level and recommend to the Board his/ her appointment.
- (ii) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

5. Remuneration To Managing Director(S) / Whole Time Director(S) And Key Managerial Personnel

- (i) The Board, on the recommendation of the Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits permissible under the law.
- (ii) The Board, on the recommendation of the Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company. The remuneration of Executive Directors and Key Managerial Personnel will include the following components:
 - a) Basic Pay
 - b) Commission / Variable Component / Bonus
 - c) Perquisites and Allowances
 - d) Retirement Benefits

6. Remuneration to Non-Executive and Independent Directors

- (i) The Board on the recommendation of the Committee shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits permissible under the law.
- (ii) The Non- Executive and Independent Directors would be paid remuneration by way of sitting fees for attending meetings of Board or Committee thereof and profit related commission as may be recommended by the Committee and as permissible under the law.

7. Remuneration to Senior Management Personnel

All remuneration, in whatever form, payable to Senior Management Personnel of the Company should be recommended by the Committee to the Board for its approval.

8. Remuneration to Other Employees

Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

9. Evaluation

The Committee shall carry out evaluation of performance of every Director of the Company.

10. Amendments

The Committee may recommend amendments to this Policy from time to time as it deems appropriate.

(A) 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(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- (i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year

S. No.	Director Name	Ratio
1	Mr. Vijendra Kumar Gupta	20.29
2	Mr. Vivek Gupta	18.46
3	Mr. Shashi Kumar Sharma	4.30

No remuneration was paid to any Non-Executive Directors of the Company. They were paid only sitting fees for attending meetings of the Board/Committees of directors. Therefore, the said ratio of remuneration of each Non-Executive Director to median remuneration of the employees of the company is not applicable.

- (ii) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer & Company Secretary in the financial year:

S. No.	Director Name	Designation	% increase in remuneration in the financial year
1	Mr. Vijendra Kumar Gupta	Chairman and Whole Time Director	16.38%
2	Mr. Vivek Gupta	Managing Director & CEO	16.20%
3	Mr. Shashi Kumar Sharma#	Whole Time Director	21.73%
4	Mrs. Sangeeta Tandon**	Chief Financial Officer	1.53%
5	Mr. Jitender Kumar*	Company Secretary	NA

* Appointed during the FY 2024-25, thus percentage increased/ decreased in his remuneration for FY 2024-25 is not applicable.

** Resigned with effect from May 30, 2025.

Resigned with effect from August 5, 2025.

No remuneration was paid to any Non-Executive Directors of the Company. They were paid only sitting fee for attending meetings of the Board/Committees of directors. Therefore, the said ratio of remuneration of each Non-Executive Director to median remuneration of the employees of the company is not applicable.

- (iii) During the financial year 2024-25, the percentage increase/(decrease) in the median employee remuneration as compared to previous year was approximately 13.62%
- (iv) **Number of permanent employees on the roll of company : 267**
- (v) Average increase/(decrease) in remuneration of employees other than Managerial Personnel is 24.18% and the average annual percentile increase in managerial remuneration is 13.95% during the year under review.
- (vi) It is affirmed that the remuneration is as per the remuneration policy of the Company.

For & on behalf of the Board of Directors

Place : Faridabad
Dated: August 5, 2025

Sd/-
Vijendra Kumar Gupta
Chairman
DIN: 00036210

A. Conservation of Energy

- a) **Steps taken or impact on conservation of energy are as under:-** The Company has constantly been emphasizing an optimization of energy consumption in every possible area in its units. The following, energy conservation initiatives have been taken during the year under review:
- Installation of motion sensors in washrooms and meeting rooms for lighting.
 - At most of the places, the old AC's are Replaced/Installed with the new technology Energy Saver AC's, which saved electricity consumption.
- b) **Steps undertaken by the Company for utilizing alternate source of energy:** The Company is exploring potential of using alternate source of energy which may be considered for implementation in future.
- c) **Capital investment on energy conservation equipments:** Rs. 14 Lakhs

B. Technology Absorption

- a) **the efforts made towards technology absorption:** Efforts for Development and Innovation for further improvements and product up-grading are going on.
- b) **The benefits derived like product improvement, cost reduction, product development or import substitution, etc.:** Quality improvement, cost reduction, product development and better consumer satisfaction.
- c) **in case of imported technology (imported during the last three years reckoned from the beginning of the financial year):** No technology was imported during the last three years.
- d) **the expenditure incurred on Research and Development:** Nil

C. Foreign exchange earnings and Outgo-

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

Particulars	Amounts (Rs. in Lakhs)
Foreign exchange earnings	69.44
Foreign Exchange outgo	329.89

For & on behalf of the Board of Directors

Place : Faridabad
Dated: August 5, 2025

Sd/-
Vijendra Kumar Gupta
Chairman
DIN: 00036210

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ("CSR") ACTIVITIES

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline on CSR Policy of the Company:

The Board of Directors has adopted a CSR policy to enable the Company to carry-out CSR activities in one or more than one activity mentioned in the Schedule VII to the Companies Act, 2013. The CSR initiatives of the Company are mainly focused in education, healthcare, environment, relief, disaster management etc. as permitted by the law. Details of the CSR policy of the Company are available on the website of the Company at www.deltoncables.com.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Gagan Sinha	Chairman	1	1
2	Mr. Vijendra Kumar Gupta	Member	1	1
3	Mr. Vivek Gupta	Member	1	1

- Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company: www.deltoncables.com
- Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): **N.A.**
- Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: **N.A.**
- Average net profit of the company as per section 135(5): **Rs. 838 Lakhs**
- Two percent of average net profit of the company as per section 135(5): **Rs. 16.76 Lakhs**
 - Surplus arising out of the CSR projects or programs or activities of the previous financial years: **Nil**
 - Amount required to be set off for the financial year, if any: **Nil**
 - Total CSR obligation for the financial year (7a+7b-7c): **Rs. 16.76 Lakhs**
- CSR amount spent or unspent for the financial year:

Total Amount Spent for the financial year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount (in Rs.)	Date of transfer	Name of the Fund	Amount	Date of transfer
21.34 Lakhs	-	-	N.A.	N.A.	N.A.

- Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
Not Applicable												

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project (in Rs.)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.	Eradicating hunger	Clause (i)	No	Uttar Pradesh	Mathura	3,00,000	No	Hare Krishna Movement Vrindavan	CSR00007223
2.	Setting up old age homes, day care centers and such other facilities for senior citizens	Clause (iii)	Yes	Haryana	Faridabad	2,00,000	No	The Earth Saviour Foundation	CSR00002026
3.	Maintenance of Park and Providing other medical services	Clause (iv)	Yes	Haryana	Faridabad	16,34,000	Yes	-	-
	Total					21,34,000			

(d) Amount spent in Administrative Overheads: **Nil**

(e) Amount spent on Impact Assessment, if applicable: **Nil**

(f) Total amount spent for the financial year (8b+8c+8d+8e): **Rs. 21.34 Lakh**

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the Company as per section 135(5)	16.76 Lakhs
(ii)	Total amount spent for the financial year	21.34 Lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	4.58 Lakhs
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding financial year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting financial year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (in Rs.)
				Name of the Fund	Amount (in Rs)	Date of transfer	
Not Applicable							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting financial year (in Rs)	Cumulative amount spent at the end of reporting financial year (in Rs.)	Status of the project - Completed / Ongoing
Not Applicable								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year **(asset-wise details)**

(a) Date of creation or acquisition of the capital asset(s): **N.A.**

(b) Amount of CSR spent for creation or acquisition of capital asset: **N.A.**

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: **N.A.**

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): **N.A.**

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5): **N.A.**

Sd/-
Vijendra Kumar Gupta
Member of the Committee

Sd/-
Vivek Gupta
Member of the Committee

Place: Faridabad

Date : May 30, 2025

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Delton Cables Limited ("Delton" or "the Company"), founded in 1948, the Company has pioneered the development of India's electrical industry. Our commitment to quality has been the most integral aspect of Delton's ethos for over 75 years. Our customers' trust in us, further stems from over 50 years of being a publically traded Company. Our approval based and certifications further attached to our consistent performance.

The Company is manufacturing a wide range of wires, cables and switchgears. These products cater to a broad spectrum of applications across telecommunication, transportation, water treatment plant, cement & steel, energy, premise infrastructure, power & mining, online gas, railways, sewage treatment plant, aerospace, defence and various other industrial sectors. Delton's diverse customer base includes government and private distribution companies (discoms), EPC contractors, industrial clients, and international customers. The Company operates three manufacturing units situated in Faridabad and Palwal.

GLOBAL ECONOMY

According to the IMF World Economic Outlook (Apr 2025), global growth remained quiet through 2024 and is expected to weaken further in 2025. Economic growth globally is projected to slow from an estimated 3.3% in 2024 to 2.8% in 2025.

The Asia-Pacific region, excluding China, witnessed mixed economic performance. While countries such as India, Vietnam and Indonesia experienced robust growth driven by domestic demand and infrastructure investment, other economies faced growth slowdowns due to external trade dependencies and commodity price volatility. The global economy is projected to grow at a stable but modest pace of 2.8-3.3% in 2025, slightly below the pre-pandemic average of 3.2%. The U.S. is expected to remain a key growth driver, though trade policies and tariffs could introduce inflationary pressures.

Overall, risks to the global outlook remain skewed to the downside, with escalating trade restrictions and prolonged policy uncertainty emerging as key concerns.

INDIAN ECONOMY

India's economy exhibited robust resilience in FY 2024-25, achieving a real GDP growth of 6.5%, retaining its position as the world's fastest growing major economy and remains firmly on track to become the fourth-largest economy.

Inflationary pressures have eased considerably, with Consumer Price Index (CPI) inflation falling to 3.16% in April 2025-the lowest level since July 2019. This decline is primarily driven by a sharp reduction in food prices, especially an 11% year-on-year drop in vegetable prices. In response, the Reserve Bank of India (RBI) has cut the policy repo rate by a total of 50 basis points in

2025, lowering it to 6.00% as of April 9, 2025.

India's manufacturing sector is a key driver of the nation's economic growth and ranks among its fastest-growing industries. As per Colliers India, the sector is projected to reach a valuation of USD 1 trillion by 2025–26, fueled by strong investment momentum and rising foreign direct investment, which has climbed to USD 29.79 billion.

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian wires and cables industry stood out as one of the top-performing sectors in FY 2024–25, continuing its robust growth momentum seen over the past three years.

In the first half of FY 2024–25, government capital expenditure experienced a temporary slowdown due to the general elections. However, project rollouts and fund disbursements picked up in the second half of the year. Despite this brief pause, the cables segment sustained strong growth, supported by the execution of ongoing projects. Key ministries like Railways and Road Transport & Highways continued to demonstrate near-full budget utilisation, in line with trends from previous years. Additionally, the Union Budget for FY 2025–26 increased infrastructure allocations by 17%, including grant-in-aid for the creation of capital assets by state governments-highlighting the ongoing emphasis on infrastructure development.

The global wire and cable market is projected to grow from USD 240.98 billion in 2025 to USD 314.96 billion by 2030, driven by rising electricity demand, renewable energy adoption, and the push for energy-efficient buildings. In India, the wires and cables sector, which forms about 39% of the electrical industry, is expected to grow at a CAGR of 11%–13% to reach ₹1.2 lakh crore by FY 2028–29. Growth is supported by infrastructure development, housing demand, digital expansion, and rising exports, which nearly doubled from FY 2019–20 to FY 2023–24. Key drivers include renewable energy targets, 5G rollout, data center growth, and government initiatives such as SWAMIH Fund 2 and increased infrastructure allocations.

Key growth drivers for the Indian power industry:**1. Rising Electricity Demand**

- India's per capita electricity consumption reached 1,395kWh in FY 2023–24, compared to 6,635kWh in China (2023).
- Growth driven by higher disposable incomes, increase in nuclear families, and expansion of the housing sector.
- Economic development and urbanization are significantly boosting power consumption.

2. Industrialization & Urban Expansion

- Rapid growth in manufacturing and infrastructure development is increasing the need for reliable and extensive power cable networks.
- Urban and industrial projects (residential, commercial, transport) require enhanced power distribution systems.

3. Government Initiatives

- Programs like the Revamped Distribution Sector Scheme (RDSS) are focused on upgrading power grids and improving rural electrification.
- These initiatives are directly increasing the demand for new power lines and cable systems.

4. Emerging Sector Requirements

- Rise in EV charging stations, railway electrification, metro and high-speed rail projects, and data centers is creating a need for specialized and standard-compliant power cables.

5. Renewable Energy Integration

- India's goal of 500 GW non-fossil fuel capacity by 2030 demands extensive cable infrastructure.
- Specialized cables are required for solar, wind and hybrid energy projects and for transmitting electricity from remote generation areas.

OPPORTUNITIES AND THREATS:**OPPORTUNITIES:**

The Indian wires and cables industry is witnessing robust growth, driven by rising infrastructure investments. The Union Budget 2025–26 underscores this focus with a significant allocation of ₹11.21 lakh crore to the infrastructure sector—exceeding last year's ₹11.11 lakh crore. This increased funding supports the 'Make in India' initiative and opens up vast opportunities for domestic manufacturers. Continued emphasis on infrastructure development, particularly in key sectors such as roads, energy, urban development, and railways, is fueling strong demand for high-quality cables and wires. Industry projections indicate that the wire and cable market is expected to grow at a CAGR of 12–14% in the coming years.

THREATS

The Company faces multiple challenges, including a global economic slowdown, elevated inflation levels, and trade disruptions in West Asia, which affect both exports and supply chains. Rising competition from large integrated players and unorganized manufacturers continues to strain profit margins. Volatility in exchange rates and the prices of key raw materials

further impacts profitability, amid intensifying competition in the wires and cables sector. Additionally, any unfavorable changes in government policies particularly related to capital expenditure, import-export duties, or power sector reforms could significantly influence market demand trends.

SEGMENT WISE PERFORMANCE

The company operates in single segment of Wires and Cables. The turnover of the company has increased significantly to Rs. 70,926 lakhs as compared to Rs.40,086 lakhs last year.

OUTLOOK

The Company remains optimistic about the near- to mid-term growth prospects of the Wires & Cables (W&C) industry, driven by favourable economic conditions and strong government focus on manufacturing and infrastructure development. The ongoing upcycle in the real estate sector, coupled with increased public and private investments, is expected to further accelerate demand.

Key growth drivers for the industry include the expansion and modernization of power transmission and distribution networks, railway infrastructure upgrades, rising investments in metro rail projects, smart grid initiatives, and the development of smart cities.

The Company is well-positioned to capitalize on these trends through its diversified product portfolio. In addition to tapping into infrastructure-led demand, the Company aims to drive growth through import substitution and deeper penetration into rural markets. With strong capabilities and a strategic focus, the Company is poised to benefit from the sustained momentum in both domestic and export demand for wires and cables.

RISKS AND CONCERNS

The Company operates in a dynamic and often unpredictable external environment, which exposes it to a range of risks and uncertainties. It functions within a highly competitive industry landscape and is influenced by both positive and negative macroeconomic trends. Key challenges include intense competition from established industry players, difficulties in attracting and retaining skilled talent, and exposure to global economic fluctuations, inflationary pressures, foreign exchange volatility, and geopolitical uncertainties.

In addition to these external factors, evolving regulatory and policy frameworks present further operational complexities. To proactively address these challenges, the Company has implemented a comprehensive Risk Management Policy aimed at the timely identification, evaluation, monitoring, and mitigation of potential risks. Regular performance reviews are conducted in the context of emerging risks, and the management continually develops and updates effective mitigation strategies to safeguard the Company's long-term sustainability and performance.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of fraud, error reporting mechanisms, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures. The Company has in place adequate internal financial controls including with reference to financial statement and for ensuring the orderly & efficient conduct of its business. The Company's internal auditors are entrusted with the ongoing monitoring and assessment of the effectiveness of its internal control systems. Any significant observations or findings are promptly communicated to the management to ensure timely corrective measures are implemented.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review, the Company achieved Revenue from operations of Rs.70,926 Lakhs as compared to Rs. 40,086 Lakhs in the previous financial year. Further, the Company has earned profit after tax and exceptional items of Rs. 2,051 Lakhs in the current financial year as against profit of Rs.1,466 Lakhs in the previous financial year.

HUMAN RESOURCES

The Company's Human Resource (HR) strategy is built on progressive, employee-focused policies aimed at nurturing a skilled, diverse, and motivated workforce. It strives to create a work environment that promotes professionalism, inclusivity, and continuous learning. The Company is committed to upholding ethical standards by actively preventing discrimination, harassment, and all forms of forced or child labour - both within the organization and across its supply chain. The HR culture encourages challenging conventional approaches to enhance competitiveness and agility. Decision-making processes are aligned with employees' professional goals and personal well-being, fostering a supportive environment that promotes a healthy work-life balance.

As of March 31, 2025, the Company had a permanent employee totalling 267.

DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS:

Ratios	2024-25	2023-24	Variation (in %)	Reason for change (where variance is more than 25%)
Debtors Turnover	5.42	5.33	1.72	-
Inventory Turnover	4.35	3.37	29.04	The increase is primarily due to enhanced inventory planning and control mechanism implemented during the year, leading to more efficient stock rotation and reduced average inventory holding periods.
Interest Coverage Ratio (in %)	1.93	2.82	-31.52	The decline in ratio is attributable to an increase in borrowings and associated finance costs during the year, driven by expansion in production capacities and overall growth in business operations.
Current Ratio	1.17	1.26	-7.17	-
Debt Equity Ratio	1.89	1.59	19.17	-
Net Profit Margin (%)	2.9%	3.7%	-27.71%	Variation is attributable to a combination of factors, including changes in input costs, operational expenses, and other business-related expenditures including costs relating to expansion of production capacities during the year.
Return on Net worth (%)	22.57%	20.49%	10.17%	-

CAUTIONARY STATEMENT:

The Management Discussion and Analysis may include forward-looking statements that are subject to inherent risks and uncertainties. Actual outcomes may vary significantly from those anticipated, as various factors could impact the Company's operations. These may include changes in government policies, political and economic developments, industrial relations, and other risks associated with the Company's growth. Additionally, market data and product analyses presented in this report are derived from internal Company reports as well as industry and research publications. While efforts have been made to ensure their accuracy, the Company does not guarantee their completeness or reliability.

CORPORATE GOVERNANCE REPORT

At Delton Cables Limited ("the Company"), Corporate Governance is more than merely a compliance requirement; it is a core enabler of long term value creation. The Company endeavours to conduct its business and strengthen the relationship in a manner that is dignified, distinctive and responsible.

The Company upholds the highest standards of Corporate Governance as a critical component of its business philosophy. We believe that strong governance is essential not only for enhancing shareholder value but also for maintaining the trust of customers, employees, regulators, and society at large. Our governance practices are driven by a commitment to ethical conduct, compliance with laws, and a transparent decision-making process.

The Company has in place well-defined systems and policies for internal control, risk management, and compliance monitoring. Key committees of the Board, such as the Audit Committee, Nomination and Remuneration Committee, and Stakeholders' Relationship Committee, function actively in line with their respective charters and regulatory requirements.

BOARD OF DIRECTORS

The Company has maintained the optimum combination of Executive and Non-Executive Directors. The Board of Directors provides strategic guidance and effective oversight to the Management and ensuring that the Company operates in a responsible and accountable manner.

The Board comprises of qualified professionals with diverse expertise that enables it to discharge its responsibilities and provides effective leadership to the Company. The Board of Directors exercise their fiduciary responsibilities towards all stakeholders by ensuring transparency and independence in the decision making process.

The Composition of Board of Directors as on March 31, 2025, is as follows:

Category	Name of Director
Promoter/Promoter Group	Mr. Vijendra Kumar Gupta (Chairman & Whole-Time Director) Mr. Vivek Gupta (Managing Director & CEO) Mrs. Shalini Gupta (Non-Executive Director)
Independent Non-Executive Directors	Mr. Atul Aggarwal Mr. Abhishek Poddar Mr. Gagan Sinha Mr. Amit Ramani
Executive Director	Mr. Shashi Kumar Sharma (Whole-Time Director)

(A) Directors attendance, directorship and membership etc.

Attendance of Directors at the meeting of Board of Directors and the last Annual General Meeting ('AGM') and number of other Directorship and Chairmanship/ Membership of the Committee of each Director in various Companies and shareholding in the Company:

Name of Director(s)	Director Identification Number (DIN)	Category	Directorship in other listed entity & Category	No. of Board Meetings during the period from April 1, 2024 to March 31, 2025		Whether attended the last AGM held on September 25, 2024	No. of directorships held in Listed Companies as on March 31, 2025#		No. of committee Memberships / Chairpersonship held in Public Companies as on March 31, 2025#	No. of shares held
				Held	Attended		Directorship	Chairmanship		
Mr. Vijendra Kumar Gupta	00036210	EPCWTD	Saneh Industrial Investments Limited, Director	4	4	Y	2	1	1/0	8,07,831
Mr. Vivek Gupta	00035916	EPMD & CEO	Saneh Industrial Investments Limited, Director	4	4	Y	2	-	2/0	2,93,328
Mrs. Shalini Gupta	00035938	NENID	-	4	4	Y	1	-	-	2,78,151

Name of Director(s)	Director Identification Number (DIN)	Category\$	Directorship in other listed entity & Category	No. of Board Meetings during the period from April 1, 2024 to March 31, 2025		Whether attended the last AGM held on September 25, 2024	No. of directorships held in Listed Companies as on March 31, 2025#		No. of committee Memberships / Chairpersonship held in Public Companies as on March 31, 2025#	No. of shares held
				Held	Attended		Directorship	Chairmanship		
Mr. Atul Aggarwal	00125825	NEID	Sterling Tools Limited, Managing Director Ester Industries Limited, Independent Director	4	4	Y	3	-	3/0	-
Mr. Abhishek Poddar	00031175	NEID	-	4	4	N	1	-	1/0	-
Mr. Amit Ramani**	00549918	NEID	Awfis Space Solutions Limited, Managing Director	2	2	Y	2	1	3/0	99
Mr. Gagan Sinha**	00298362	NEID	-	2	2	Y	1	-	4/2	-
Mr. Achintya Karati*	00024412	NEID	-	2	2	N	-	-	-	-
Mr. Vijay Kumar Goel*	00075317	NEID	Dhampur Bio Organics Limited, Chairperson	2	0	N	-	-	-	-
Mr. Shashi Kumar Sharma	08485614	ED	-	4	4	Y	1	-	-	1

*Mr. Achintya Karati and Mr. Vijay Kumar Goel ceased to be Non-Executive Independent Directors of the Company from September 25, 2024, upon completion of their second term.

** Mr. Amit Ramani and Mr. Gagan Sinha were appointed as Non-Executive Independent Directors of the Company w.e.f. August 9, 2024.

\$ EPCWTD- Executive Promoter Chairman & Whole-Time Director, EPMD & CEO- Executive Promoter Managing Director & Chief Executive Officer, NENID- Non-Executive Non-Independent Director, NEID- Non-Executive Independent Director, ED- Executive Director.

As per Regulation 26 of SEBI (LODR) Regulations, 2015 (“**Listing Regulations**”), the Directorship held in Listed Entity includes Delton Cables Limited but excludes Private Limited Companies, Section 8 Companies and Companies incorporated outside India. Further, Membership/ Chairmanships of Audit Committees and Stakeholders Relationship Committees in all Public Limited Companies (including Delton Cables Limited) have been considered.

(B) Number of Meeting of Board of Directors held and dates on which held:

During the Financial Year 2024-25, Four Board Meetings were held on May 15, 2024, August 9, 2024, November 12, 2024, February 11, 2025.

(C) Disclosure of Relationship between Directors inter-se:

Mr. Vijendra Kumar Gupta and father-in-law of Mrs. Shalini Gupta Chairman and Whole-time Director of the Company, is the father of Mr. Vivek Gupta, Managing Director & CEO of the Company.

Mr. Vivek Gupta, Managing Director and CEO of the Company, is the spouse of Mrs. Shalini Gupta, Non-Executive Non-Independent Director of the Company.

(D) Number of Shares and Convertible Instruments held by Non-Executive Directors:-

Mrs. Shalini Gupta holds 2,78,151 equity shares and Mr. Amit Ramani holds 99 Shares of the Company.

(E) Web Link where details of the Familiarisation Programmes imparted to Independent Directors is disclosed:

The Board members are provided with necessary information, documents, reports and internal policies to familiarize them with the Company's procedure and practices. Up-dates on relevant statutory, regulatory changes encompassing important laws/regulations applicable to the Company are duly intimated to all Directors.

Upon appointment, Independent Directors receive a letter of appointment, setting out in details the terms of their appointment, duties, roles and responsibilities.

The details of the familiarization programmers for independent directors are posted on the website of the Company i.e. www.deltoncables.com

(F) Skills/Expertise/Competence of the Board of Directors

The below matrix provides the details of core skills/ expertise/competencies identified by the Board of Directors as required in the context of the Company's businesses and the said skills are available with the Board Members:

Skills/Expertise/Competencies of the Directors					
Name of Directors	Knowledge on Company's Businesses, Policies and major risks, threats and opportunities and knowledge of the industry in which the Company operates	Behavioural Skills, attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company	Business Strategy, Corporate Governance, Administration, Decision Making	Financial and Management Skills	Technical and Professional Skills and Specialized Knowledge in relations to Company's Business.
Mr. Vijendra Kumar Gupta	Yes	Yes	Yes	Yes	Yes
Mr. Vivek Gupta	Yes	Yes	Yes	Yes	Yes
Mrs. Shalini Gupta	Yes	Yes	Yes	Yes	--
Mr. Atul Aggarwal	Yes	Yes	Yes	Yes	Yes
Mr. Abhishek Poddar	Yes	Yes	Yes	Yes	Yes
Mr. Gagan Sinha	Yes	Yes	Yes	Yes	--
Mr. Amit Ramani	Yes	Yes	Yes	Yes	--
Mr. Shashi Kumar Sharma	Yes	Yes	Yes	--	--

(G) Confirmation of the Board

The Board based on the declaration submitted by the Independent Directors of the Company as a part of Annual Disclosures for the Financial Year 2024-25, hereby certifies that all the Independent Directors of the Company fulfils the conditions specified in LODR Regulations, and are independent of the management.

(H) Resignation of Independent Director during Financial Year 2024-25

No Independent Director resigned during the Financial Year 2024-25.

AUDIT COMMITTEE

Pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") and Listing Regulations, the Company has an Audit Committee.

Members of the Committee are considered financially literate and are deemed to have necessary accounting or financial management related expertise in terms of Listing Regulations. The Board reviews the working of the Committee from time to time to bring about greater effectiveness and to ensure compliance with the various requirements as prescribed under laws.

(i) Terms of Reference

The terms of reference of the committee shall inter-alia include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, reappointment, terms of appointment and, if required, the replacement or removal of the auditors and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement forming part of Board's Report in terms of Clause (c) of sub section 3 of Section 134 of the Act.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgement by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing and monitoring the auditor's independence & performance, and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the Company with related parties.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the Company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory & internal auditors, adequacy of the internal control systems.
13. Reviewing the adequacy of internal audit function, if any, including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors of any significant findings and follow up thereon.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. Investigating the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower mechanism.
19. Approving the appointment of Chief Financial Officer (i.e. the Whole-time Finance Head or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

20. Carrying out any other function as may be referred to the Committee by the Company's Board of Directors and/ or other Committees of Directors of the Company from time to time.
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
23. The Committee has systems and procedures in place to ensure that the Audit Committee periodically reviews:
 - a. Management discussion and analysis of financial condition and results of operations;
 - b. Management letters/ letters of internal control weaknesses issued by the statutory auditors;
 - c. Internal audit reports relating to internal control weaknesses, if any;
 - d. Appointment, removal and terms of remuneration of the Chief Internal Auditor, if any;
 - e. Statement of deviations: (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1). (b) annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice in terms of the SEBI Listing Regulations 32(7).

(ii) Composition of Audit Committee

As on March 31, 2025, the Audit Committee comprises of Mr. Gagan Sinha, Chairman, Mr. Amit Ramani, Member and Mr. Vivek Gupta, Member of the Committee.

(iii) Meetings, Quorum and Attendance

During the FY 2024-25, the Committee met four times i.e. on May 15, 2024, August 9, 2024, November 12, 2024 and February 11, 2025 and not more than 120 days elapsed between any two consecutive meetings.

Attendance details of the members are given in the table below:

Name of the Committee Member	Meetings held during the year	Meetings attended during the year
Mr. Gagan Sinha, Chairman**	2	2
Mr. Achintya Karati, Chairman*	2	2
Mr. Amit Ramani, Member**	2	2
Mr. Vivek Gupta, Member	4	4
Mr. Vijay Kumar Goel*	2	2

*Mr. Achintya Karati and Mr. Vijay Kumar Goel ceased to be the Chairman and Member of the Committee w.e.f. August 9, 2024, respectively.

**Mr. Gagan Sinha and Mr. Amit Ramani were appointed as Chairman and Member of the Committee w.e.f. August 9, 2024, respectively.

NOMINATION AND REMUNERATION COMMITTEE

Pursuant to the applicable provisions of the Act and Listing Regulations, the Company has a Nomination & Remuneration Committee.

(i) Terms of Reference:

The terms of reference of the committee shall inter-alia include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
2. Evaluate the balance of skills, knowledge and experience of an Independent Director for appointment on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
 - b. Consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. Consider the time commitments of the candidates.
3. Formulation of criteria for evaluation of Independent Directors and the Board.
 4. Devising a policy on Board diversity.
 5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
 6. Recommend to the board, all remuneration, in whatever form, payable to senior management.
 7. To extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

(ii) Composition of Nomination & Remuneration Committee

As on March 31, 2025, the Nomination & Remuneration Committee comprises of Mr. Gagan Sinha, Chairman, Mr. Atul Aggarwal, Member and Mrs. Shalini Gupta, Member of the Committee.

(iii) Meetings, Quorum and Attendance

During the FY 2024-25, the Committee met two times i.e. on August 9, 2024 and November 12, 2024.

Attendance details of the members are given in the table below:

Name of the Committee Member	Meetings held during the year	Meetings attended during the year
Mr. Gagan Sinha, Chairman**	1	1
Mr. Achintya Karati, Chairman*	1	1
Mr. Atul Aggarwal, Member	2	2
Mr. Vijendra Kumar Gupta*	2	2
Mr. Shalini Gupta, Member**	-	-

*Mr. Achintya Karati and Mr. Vijendra Kumar Gupta ceased to be the Chairman and Member of the Committee w.e.f. August 9, 2024 and November 12, 2024, respectively.

**Mr. Gagan Sinha and Mrs. Shalini Gupta were appointed as Chairman and Member of the Committee w.e.f. August 9, 2024 and November 12, 2024, respectively.

(iv) Performance evaluation of the Board, Directors and its committees

Pursuant to the provisions of the Act, Listing Regulations and the criteria laid down by NRC, the Board has carried out the annual performance evaluation of its own performance, as well as the evaluation of working of its committees respectively. A structured questionnaire considered inputs received from the Directors including Independent Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees.

STAKEHOLDERS RELATIONSHIP COMMITTEE

Pursuant to the applicable provisions of the Act and LODR Regulations, the Company has a Stakeholder Relationship Committee.

(i) Terms of Reference

The terms of reference of the committee shall inter-alia include the following:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.

3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company.
5. Resolving grievances of debentures holders related to creation of charge, payment of interest/ principal, maintenance of security cover and any other covenants.

(ii) Composition of Stakeholder Relationship Committee

As on March 31, 2025, the Stakeholder Relationship Committee comprises of Mr. Gagan Sinha, Chairman, Mr. Vijendra Kumar Gupta, Member and Mr. Vivek Gupta, Member of the Committee.

(iii) Meetings, Quorum and Attendance

During the FY 2024-25, the Committee met on February 11, 2025.

Attendance details of the members are given in the table below:

Name of the Committee Member	Meetings held during the year	Meetings attended during the year
Mr. Gagan Sinha, Chairman**	1	1
Mr. Achintya Karati, Chairman*	-	-
Mr. Vijendra Kumar Gupta, Member	1	1
Mr. Vivek Gupta, Member	1	1

*Mr. Achintya Karati ceased to be the Chairman of the Committee w.e.f. August 9, 2024.

**Mr. Gagan Sinha was appointed as the Chairman of the Committee w.e.f. August 9, 2024.

(iv) Compliance Officer

Mr. Jitender Kumar, Company Secretary and Compliance Officer, acts as the Secretary to the Committee.

(v) Investor Complaints received/resolved/pending

During the FY 2024-25, 8 complaints were received, and all the complaint was duly resolved to the satisfaction of the shareholders and there were no pending complaints as on March 31, 2025.

CORPRATE SOCIAL RESPONSILIITY COMMITTEE

Corporate Social Responsibility Committee has been constituted to review and oversee the Corporate Social Responsibility ('CSR') activities undertaken by the Company.

(i) Terms of Reference

The terms of reference of the committee shall inter-alia include the following:

- 1) To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company in areas or subject, specified in Schedule VII of the Companies Act, 2013;
- 2) To recommend the Annual Action Plan including amount of expenditure to be incurred on the activities referred to in the CSR Policy and review the same;
- 3) To monitor the CSR Policy including CSR projects/ program.

(ii) Composition of Corporate Social Responsibility Committee

As on March 31, 2025, the Corporate Social Responsibility Committee comprises of Mr. Gagan Sinha, Chairman, Mr. Vijendra Kumar Gupta, Member and Mr. Vivek Gupta, Member of the Committee.

(iii) Meetings, Quorum and Attendance

During the FY 2024-25, the Committee met on February 11, 2025.

Attendance details of the members are given in the table below:

Name of the Committee Member	Meetings held during the year	Meetings attended during the year
Mr. Gagan Sinha, Chairman**	1	1
Mr. Achintya Karati, Chairman*	-	-
Mr. Vijendra Kumar Gupta, Member	1	1
Mr. Vivek Gupta, Member	1	1

*Mr. Achintya Karati ceased to be the Chairman of the Committee w.e.f. August 9, 2024.

**Mr. Gagan Sinha was appointed as the Chairman of the Committee w.e.f. August 9, 2024.

Functional Committee(s)

The Board is authorised to constitute one or more functional committee(s) delegating thereto powers and duties with respect to specific purposes for which such committee has been constituted. Meeting of such committee(s) are held, as and when the need arises. Time schedule for holding such functional committee(s) is finalised in consultation with the Committee members.

Procedure of Committee Meetings

The Company's guidelines relating to Board Meetings are applicable to Committee Meetings of Directors. Each Committee has the authority to engage outside experts, advisors and counsels, to the extent it considers appropriate, to assist in its work. Minutes of the proceedings of the Committee Meetings are placed before the next Committee and the subsequent Board Meeting for perusal and noting.

PARTICULARS OF SENIOR MANAGEMENT AND CHANGES THEREIN

As on the date of this Report, the particulars of Senior Management Personnel are as follows:

Ms. Shriya Gupta	Vice President
Ms. Isha Gupta	Vice President
Mr. Rameshwar Jaiswal*	Chief Financial Officer
Mr. Jitender Kumar**	Company Secretary

*Mr. Rameshwar Jaiswal was appointed as the Chief Financial Officer (CFO) of the Company with effect from May 31, 2025.

** Mr. Jitender Kumar was appointed as the Company Secretary of the Company with effect from December 2, 2024.

During the year, Mr. Vikas Rawat has resigned from the post of Company Secretary from the close of business hours of September 25, 2024.

Mrs. Sangeeta Tondon has resigned from the post of CFO from the close of business hours on May 30, 2025.

REMUNERATION OF DIRECTORS

The Company follows a policy on remuneration of Directors, Key Managerial Personnel and Senior Management Employees. In compliance of the provisions of the Act and Listing Regulations, the policy has been formulated by the Nomination and Remuneration Committee and approved by the Board. The said policy forms a part of Directors Report and is also available on the Company's website www.deltoncables.com

The disclosures with respect to remuneration to all directors have been published in annual return i.e. MGT-7, which is available on the website of the Company i.e. www.deltoncables.com

Service Contract and Severance Fees:

Appointment of Chairman & Whole-Time Director, Managing Director & CEO and Executive Director are contractual.

Appointment of Chairman & Whole-Time Director, Managing Director & CEO and Executive Director are terminable as per the Company's Policy. No severance fee is payable to Chairman & Whole-Time Director, Managing Director & CEO and Executive Director.

Stock Option Scheme:

The Company does not have any Stock Option Scheme for any of its Director(s) or Employee(s).

REMUNERATION PAID TO DIRECTORS DURING THE FINANCIAL YEAR 2024-25

During the year, the Company has paid remuneration as mentioned below:

Executive Directors**(Rs. in Lakhs)**

Name of the Director	Salary, Allowances & Perquisites	Retiral Benefits	Sitting Fees	Commission	Stock Options	Total
Mr. Vijendra Kumar Gupta	81.78	-	-	-	-	81.78
Mr. Vivek Gupta	74.41	-	-	-	-	74.41
Mr. Shashi Kumar Sharma	17.35	-	-	-	-	17.35

Non-Executive Directors

Name of the Director	Sitting Fees (Rs.)	Commission	Total (Rs.)
Mrs. Shalini Gupta	1,20,000	-	1,20,000
Mr. Achintya Karati	78,750	-	78,750
Mr. Atul Aggarwal	1,42,500	-	1,42,500
Mr. Abhishek Poddar	1,35,000	-	1,35,000
Mr. Gagan Sinha	1,01,250	-	1,01,250
Mr. Amit Ramani	90,000	-	90,000

The Non-Executive Directors are entitled for sitting fees for attending meetings of the board/committees thereof. Besides sitting fees, no other fees or remuneration was paid to the Non- Executive Directors during the financial year 2024-25.

There were no pecuniary transactions with Non-Executive Directors of the Company except for payment of sitting fee for attending the board/committee meetings.

GENERAL BODY MEETINGS:

The venue, date and time of the Annual General Meetings held during the preceding three years and the Special Resolutions passed thereat were as under:

Year	Location of AGM	Date & Time	Special Resolution
2021-22	Meeting was conducted through video conferencing ("VC"), deemed venue considered as Delton House, 4801, Bharat Ram Road, 24, Daryaganj, New Delhi-110002.	September 30, 2022 10.00 A.M.	Appointment of Mr. Abhishek Poddar as an Independent Director
2022-23	Meeting was conducted through video conferencing ("VC"), deemed venue considered as Delton House, 4801, Bharat Ram Road, 24, Daryaganj, New Delhi-110002.	September 30, 2023 11:00 A.M.	1. To consider and approve the re-appointment of Mr. Vijender Kumar Gupta (DIN: 00036210) Chairman and Whole Time Director of the Company. 2. To Approve and revise the remuneration of Mr. Vijender Kumar Gupta (DIN: 00036210), Chairman and Whole Time Director of the Company. 3. To Approve and revise the remuneration of Mr. Vivek Gupta (DIN:00035916), Managing Director & CEO of the Company.
2023-24	Meeting was conducted through video conferencing ("VC"), deemed venue considered as Delton House, 4801, Bharat Ram Road, 24, Daryaganj, New Delhi-110002	September 25, 2024 10:30 A.M.	1. To Approve and revise the remuneration of Mr. Vijender Kumar Gupta (DIN:00036210), Chairman and Whole Time Director of the Company. 2. To waive recovery of remuneration paid to Mr. Vivek Gupta (DIN: 00035916), Managing Director & CEO during the period August 01, 2023 to July 31, 2024. 3. To Approve and revise the remuneration of Mr. Vivek Gupta (DIN: 00035916), Managing Director & CEO of the Company. 4. Appointment of Mr. Amit Ramani (DIN: 00549918) as an Independent Director of the Company. 5. Appointment of Mr. Gagan Sinha (DIN: 00298362) as an Independent Director of the Company.

POSTAL BALLOT : No resolution was passed through Postal Ballot in last year.

- (i) whether any special resolution passed last year through
postal ballot – details of voting pattern : N.A.
- (ii) person who conducted the postal ballot exercise : N.A.
- (iii) whether any special resolution is proposed to be conducted
through postal ballot : N.A.
- (iv) procedure for postal ballot : N.A.

MEANS OF COMMUNICATION

The quarterly/half yearly financial results are announced within 45 days of close of each quarter. The annual audited financial results are announced within 60 days from the close of the financial year as per the requirements of the Listing Regulations. The aforesaid financial results along with the financial presentation & press release are disclosed to BSE Limited where the Company's securities are listed. The quarterly, half yearly and annual financial results are published in Mint (English) and Haribhoomi (Hindi). The aforesaid disclosures published on BSE are also posted on the Company's website viz. www.deltoncables.com

During the year, there were no presentations made to institutional investors or to the analysts. The Stock Exchange viz. BSE, maintain separate online portals for electronic submission of information. As part of the Listing Regulations Compliances, all the disclosures, results and other communications are filed electronically on these online portals.

GENERAL SHAREHOLDER INFORMATION

(a) Annual General Meeting

Date: September 26, 2025

Time: 11:00 a.m.

Mode: Video Conferencing

Deemed Venue: "Delton House", 4801, Bharat Ram Road, 24, Daryaganj, New Delhi - 110002

(b) Financial Calender

The Financial year is April 1st to March 31st every year and for the FY 2025-26, the financial results are proposed to be declared as per the following tentative schedule:

Item	Tentative Dates
First Quarter Results	First fortnight of August 2025
Second Quarter Results	First fortnight of November 2025
Third Quarter Results	First fortnight of February 2026
Audited Annual Results for the year	Second fortnight of May 2026

(c) Dividend Payment Dates

The Dividend, if declared, shall be paid within 30 days from the date of the Annual General Meeting.

(d) Listing on Stock Exchange

Name and Address of the Stock Exchange	Stock Code
BSE Limited ('BSE') Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	504240

The Company has paid annual listing fees for the FY 2025-26 to Stock Exchange.

(e) Registrar and Share Transfer Agent (RTA)

Beetal Financial & Computer Services (P) Limited

Beetal House, 3rd Floor,

99 Madangir, Behind Local Shopping Centre,

Near Dada Harsukhdas Mandir, New Delhi – 110 062

Telephone: 011-42959000

Fax: 91-11-29961284

Email: beetal@beetalfinancial.com, beetalrta@gmail.com

Website: www.beetalfinancial.com

(f) Share Transfer System

The Company has appointed Beetal Financial & Computer Services (P) Limited ('Beetal') as its Registrar and Share Transfer Agent ('RTA'). The share transfer work in both physical as well as electronic mode has been carried on by Beetal. The Share Transfer Committee of the Company is to consider the Transmission, Duplicate, Name Change requests etc. periodically.

As per Regulation 40 of LODR Regulations, as amended from time to time, shares of the Company can be transferred only in dematerialised form with effect from April 01, 2019.

Further, with effect from January 24, 2022, listed companies shall issue securities only in dematerialised mode while processing any investor service request including transmission, deletion of name of joint holder(s), issuance of duplicate share certificates, exchange/ sub-division/ split/ consolidation and transposition of shares.

SEBI has also mandated furnishing of PAN, contact details, bank account details and nomination by holders of physical securities. Further, the Shareholders holding shares in physical form may kindly note that SEBI, vide its various circulars has mandated that dividend shall be paid only through electronic mode with effect from 1st April, 2024. Hence the Shareholders are requested to update their details with the Company/RTA by submitting ISR Forms which are available on website of the Company at the www.deltoncables.com

(g) Distribution of Shareholding by Size as on March 31, 2025

S. No.	Category (Shares)	Holders	% of Total Holders	Shares	% of Total Shares
1.	1-5000	10119	96.43	6,75,079	7.81
2.	5001-10000	207	1.97	1,44,181	1.67
3.	10001-20000	84	0.80	1,18,830	1.38
4.	20001-30000	24	0.23	59,535	0.69
5.	30001-40000	11	0.10	37,407	0.43
6.	40001-50000	4	0.04	17,586	0.20
7.	50001-100000	16	0.15	1,13,570	1.32
8.	100001 and above	29	0.28	74,73,812	86.50
Total		10,494	100	86,40,000	100

Shareholding Pattern as on March 31, 2025

S. No.	Category	No. of Holders	No. of Shares held	% of shares held	No. of Shares Dematerialized
1.	Promoter & Promoter Group	14	63,10,577	73.04	63,10,577
2.	Institutions				
	Financial Institutions/Banks	4	2,034	0.02	75
3.	Central Govt/ State Govt./ President of India	0	0	0.00	0
4.	Non- Institutions				
	Indian Public	10,219	19,49,495	22.57	17,10,274
	NRI	125	27,098	0.31	27,098
	Body Corporates	44	22,835	0.26	21,616
	Others	87	28,283	0.33	28,283
	Investor Education and Protection Fund	1	2,99,678	3.47	2,99,678
	Total	10,494	86,40,000	100.00	83,97,601

(h) Dematerialization of Securities and Liquidity

The Company's shares are compulsory traded in the Dematerialised form on BSE. As on March 31, 2025, out of 86,40,000 equity shares, 83,97,601 equity shares are in a dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and 2,42,399 equity shares are in physical form.

(i) Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity

There are no GDRs/ADRs or Warrants or any convertible instrument outstanding as on March 31, 2025.

(j) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The details of foreign currency exposure and hedging are disclosed in Notes to Financial Statements.

(k) Plant Locations

The Company has its manufacturing plants at the following locations:

S. No.	Plant
1	17/4, Sector-16A, Main Mathura Road, Faridabad, Haryana – 121002
2	Khasra Mustatil no. 7 Kila no. 1/2, 2/1, 2/2, 9/1/1, 9/2, 9/3, 9/4, 10/1 at Village Bhagola Tehsil & District Palwal, Haryana
3	Khasra no. 8//6/1, 6/2 & 5, 26//25/2/2, 25/3, 25/4 & 29//5 Tatarpur Devli Road, Tatarpur, Baghola Palwal, Haryana

(l) Address for correspondence

The Company Secretary
17/4, Main Mathura Road, Sector-16A,
Faridabad, Haryana-121002
Phone: 0129-4523000
Email – secretarial@deltoncables.com

Address for correspondence with Registrar and Transfer Agent

Beetal Financial & Computer Services (P) Limited
Beetal House, 3rd Floor,
99 Madangir, Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir, New Delhi – 110 062
Telephone: 011-42959000
Fax: 91-11-29961284
Email: beetal@beetalfinancial.com, beetalrta@gmail.com
Website: www.beetalfinancial.com

(m) Credit Rating

During the financial year 2024-25, the credit rating of the Company was assigned by Infomerics Valuation and Rating Pvt. Ltd (Credit Rating Agency) as IVR BBB/ Stable (IVR Triple B with Stable outlook) for long term bank facilities and IVR A3+ (IVR A Three Plus) for short term bank facilities.

DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES:

Information disclosed under clause 5A of paragraph A of Part A of Schedule III of these regulations: Not Applicable

OTHER DISCLOSURES

- (a) There are no material significant related party transactions of the Company, which have potential conflict with the interest of the Company at large. Further, the details of related party transactions entered during the Financial Year are disclosed in Notes to Financial Statements.
- (b) There has been no Instances of non-compliance by the Company on any matter related to capital markets, during the last three years and hence, no penalties or strictures were imposed by Stock Exchange or SEBI or any Statutory Authority.
- (c) In terms of Section 177 of the Act, and Regulation 22 of the LODR Regulations, a Whistle blower Policy is formulated to encourage all employees & Directors of the Company to report any unethical behaviour, actual or suspected fraud or violation of the 'Vigil Mechanism Policy' of the Company and we affirm that, during the year under review, no personnel have been denied access to the Chairman of the Audit Committee. The Whistle Blower Policy including whistle blower mechanism has been

communicated to all concern and posted on the Company's website www.deltoncables.com.

- (d) The Company has complied with all mandatory requirements of LODR Regulations. However, the Company has not adopted the non-mandatory requirements as specified in Part E of Schedule II of LODR Regulations.
- (e) The policy of the Company on "Related Party Transactions" is available on the website of the Company at www.deltoncables.com.
- (f) During the year under review, the Company did not raise any funds through preferential allotment or qualified institutions placements.
- (g) A Certificate from the Practicing Company Secretary, Mr. Vaibhav Sharma, Company Secretary in Practice (Membership No. ACS- 30041, CP No. 10831), confirming that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/ Ministry of Corporate Affairs or any such statutory authority forms integral part of this report.
- (h) There was no occasion of non-acceptance of any recommendation of any committee by the Board of Directors.
- (i) The fee paid to Statutory Auditors for the Financial Year 2024-25 was Rs. 21.13 lakhs including other certification fee plus applicable taxes and out of pocket expenses.

(j) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Particulars	Nos.
Number of Complaints filed during the financial year	NIL
Number of Complaints disposed of during the financial year	NIL
Number of Complaints pending as on end of the financial year	NIL

- (k) The Company has not given any loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount, during the year under review.
- (l) There has been no instance of non-compliance of any requirement of Corporate Governance report as prescribed under Listing Regulations.
- (m) The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the LODR Regulations.
- (n) Disclosure of the extend to which the discretionary requirements as specified in part E of Schedule II have been adopted:**

Reporting of Internal Auditor: The Internal Auditors reports to the Audit Committee from time to time.

Shareholders' rights: Half-yearly financial performance and summary of significant events may be sent to each household of shareholders: The said information is available on Company's website.

- (o) A declaration, in terms of Regulation 26 read with Part D of Schedule V of the LODR Regulations, signed by the CEO forms integral part of this report.
- (p) A Certificate from the Practicing Company Secretary, Mr. Vaibhav Sharma, Company Secretary in Practice (Membership No. ACS- 30041, CP No. 10831), confirming that Company has complied with the conditions of corporate governance as stipulated under Listing Regulations forms integral part of this report.
- (q) In terms of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Compliance Certificate issued by the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) forms integral part of this report.
- (r) Disclosure with respect to Demat Suspense Account/ Unclaimed Suspense Account:** As per Schedule V read with Schedule VI, Regulations 34(3) and 39(4) of the SEBI Listing Regulations, the details in respect of equity shares lying in the suspense/escrow account are as under :-

Particulars	Number of shareholders	Number of equity shares held
Aggregate number of shareholders and outstanding shares in the suspense/ escrow account (maintained with NSDL & CDSL) lying as on April 01, 2024	Nil	Nil
Number of shareholders who approached the Company for transfer of shares from suspense/ escrow account during the year	Nil	Nil
Number of shareholders to whom shares were transferred from suspense/ escrow account during the year	Nil	Nil
Aggregate number of shareholders and the outstanding shares in the suspense/ escrow account (maintained with NSDL & CDSL) lying as on March 31, 2025	1	75

The Voting Right on the shares outstanding in the aforesaid suspense account as on March 31, 2025, if any, shall remain frozen till the rightful owner of such shares claim the shares. There were no unclaimed equity shares issued in physical form.

CEO DECLARATION:

It is hereby certified that:

All Board Members and Senior Management Personnel have affirmed compliance with code of conduct as laid down by the Company during the financial year ended on March 31, 2025.

Place: Faridabad

Date: May 30, 2025

Sd/-
Vivek Gupta
Managing Director & CEO
DIN: 00035916

Certificate By Practicing Company Secretary on Compliance with the Conditions of Corporate Governance as per Schedule V(E) of the SEBI (LODR) Regulations

To,
The Members of
Delton Cables Limited
CIN: L31300DL1964PLC004255
Regd. Office: Delton House, 4801,
Bharat Ram Road, 24, Darya Ganj
New Delhi- 110002

1. We have examined the compliance of the conditions of Corporate Governance by Delton Cables Limited ("the Company") for the Financial Year ended on March 31, 2025, as stipulated under Regulation 17 to 27, clauses (b) to (i) and (t) of Regulation 46(2) and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The compliance of condition of corporate governance is the responsibility of the Management. Our examination was limited to the review of procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us and the representation made by the directors and the management, we certify that the Company has complied with the mandatory conditions of Corporate Governance as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Vaibhav Sharma & Associates

Place: Delhi
Date: July 29, 2025

Sd/-
Vaibhav Sharma
Practicing Company Secretaries
CP No.: 10831
UDIN:A030041G000885126

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Members of
Delton Cables Limited
CIN: L31300DL1964PLC004255
Regd. Office: Delton House, 4801,
Bharat Ram Road, 24, Darya Ganj
New Delhi- 110002

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Delton Cables Limited having CIN: L31300DL1964PLC004255 and having registered office at Delton House, 4801, Bharat Ram Road, 24, Darya Ganj New Delhi- 110002 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company for the financial year ended on March 31, 2025, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No	Name of Director	DIN	Date of appointment in Company
1.	Vijendra Kumar Gupta	00036210	26/02/1967
2.	Vivek Gupta	00035916	01/08/1990
3.	Shalini Gupta	00035938	14/08/2014
4.	Atul Aggarwal	00125825	14/08/2020
5.	Abhishek Poddar	00031175	02/09/2022
6.	Gagan Sinha	00298362	09/08/2024
7.	Amit Ramani	00549918	09/08/2024
8.	Shashi Kumar Sharma	08485614	11/08/2021

Ensuring the eligibility for the appointment /continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Vaibhav Sharma & Associates

Place: Delhi
Date: July 29, 2025

Sd/-
Vaibhav Sharma
Practicing Company Secretaries
CP No.: 10831
UDIN: A030041G000885038

COMPLIANCE CERTIFICATE BY CEO AND CFO

(Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors
Delton Cables Limited

Pursuant to the provisions of Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the financial year 2024-25 and that to the best of our knowledge and belief:
 - (i) these statement does not contain any materially untrue statement or omit any material facts or contains any statements that might be misleading;
 - (ii) these statement together present a true and fair view of the listed entity's affair and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the Company during the financial year 2024-25 which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for the financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and that we have taken all necessary steps to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee
 - (i) significant changes, if any, in internal control over financial reporting during the financial year 2024-25;
 - (ii) significant changes, if any, in the accounting policies during the financial year 2024-25 and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Faridabad
Date : May 30, 2025

Sd/-
Vivek Gupta
Managing Director & CEO

Sd/-
Sangeeta Tandon
CFO

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
Delton Cables Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS Financial Statements of **Delton Cables Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2025, the Statement of Profit and Loss (including statement of other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended, and notes to Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 as Amended (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Emphasis of Matter

We draw attention to the following matters in the Notes to Standalone Financial Statements:

1. Note No. 50 relating to Charges or Satisfaction yet to be registered with ROC beyond the Statutory Period allowed.

Our opinion is not modified in respect of these matters.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the consolidated Ind AS financial statements, standalone Ind AS financial statements and our auditor's report thereon. The Above Reports are expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial

performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes 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 frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone Ind AS financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding

independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of changes in equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Policies) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls with reference to standalone Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to the standalone financial statements.
 - (g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements. (Refer Note 39 to the standalone Ind AS financial statements.
 - (ii) The Company did not have any on long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amount which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - (iv)
 - (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - (v) Dividend has been declared and paid during the year by the Company and are in accordance with section 123 of the Act, as applicable. (Refer Note 15 to the standalone Ind AS financial statements.

- (vi) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the represented that the audit trail features cannot be disabled. Company has preserved the Audit trail as per statutory requirement for records retention.
2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For **BANSAL & CO LLP**

Chartered Accountants

(Firm's Registration No.: 01113N /N500079)

Sd/-

Siddharth Bansal

Partner

(Membership No. 518004)

UDIN: 25518004BMIAZN3411

Place of Signature: New Delhi

Date: May 30, 2025

Annexure “A” to Independent Auditors’ Report of even date on Financial Statement of Delton Cables Limited

Referred to in paragraph 1 (f) under “Report on Other Legal and Regulatory Requirements” section of our report to the members of Delton Cables Limited of even date

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to standalone Ind AS financial statement of **Delton Cables Limited** (“the Company”) as of March 31, 2025 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to these standalone Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by The Institute of Chartered Accountants of India and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial control. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these financial statements and their operating effectiveness.

Our audit of internal financial controls with reference to these standalone Ind AS financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting with reference to financial statements.

Meaning of Internal Financial Controls with reference to these Standalone Ind AS Financial Statements

A Company’s internal financial control over financial reporting with reference to standalone Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles.

A Company’s internal financial control over financial reporting with reference to these financial statements includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls With Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to these financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to these financial statements and such internal financial controls with respect to these financial statements were operating effectively as at 31 March, 2025, based on the internal control with reference to these financial statement criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **BANSAL & CO LLP**

Chartered Accountants

(Firm's Registration No. 01113N /N500079)

Sd/-

Siddharth Bansal

Partner

(Membership No. 518004)

UDIN: 25518004BMIAZN3411

Place of Signature: New Delhi

Date: May 30, 2025

Annexure “B” to Independent Auditors’ Report

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Delton Cables Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- (i) In respect of the Company’s Property, Plant and Equipment and Intangible Assets:
- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all the assets at reasonable intervals which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. The Property, Plant and Equipment have been physically verified by the management at reasonable intervals. In accordance with the program, Property, Plant and Equipment were physically verified during the year by the management and no material discrepancies were noticed.
- (c) According to the information and explanations given to us and on the basis on our examination of the records of the Company, the title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including right of-use assets) and intangible assets during the year.
- (e) According to the information and explanations given to us and on the basis on our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder;
- (ii) (a) According to the information and explanations given to us and on the basis on our examination of the records of the Company, the management has conducted physical verification of inventory (Raw Materials and components, Stores, spares and tools, Finished Goods and Stock in trade) at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable, and procedures and coverage as followed by the management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in aggregate for each class of inventory mentioned above.
- (b) According to the information and explanations given to us and on the basis on our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate from banks and financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company subject to discrepancies as follows which is also disclosed in Note No.48 to the financial statements.

Quarter	Name of Bank	Particulars of Securities Provided	Amount as per books of accounts*	Amount reported in the quarterly statement*	Amount of difference	% of difference	Reasons for discrepancies
Quarter ended June 30, 2024	Bank Consortium consisting of Canara Bank (Lead Bank), Punjab National Bank and Federal Bank	Secured by pari passu charge under consortium arrangement by way of first charge on whole of movable properties, excluding such movable which has been permitted by the banks and including inventories & book debts of the company & equitable mortgage created on the properties at 17/4, Mathura Road, Faridabad & personal guarantee of the directors.	8,983.80	8,854.35	129.45	1.46%	As informed by the Management, the discrepancy is on the account of the details being submitted on the basis of the provisional books /financial statements. Adjustments pertaining to cutoffs, LC discounting etc are done only on finalization of books of accounts/ financial statements.
Quarter ended September 30, 2024			9,912.12	9,478.16	433.96	4.58%	
Quarter ended December 31, 2024			10,332.35	10,764.98	(432.63)	-4.02%	
Quarter ended March 31, 2025			12,170.84	11,868.99	301.85	2.54%	

*Calculated as trade debtors + Inventories net off trade creditors, LC discounting and raw material financing against Bank Guarantees.

- (iii) According to the information and explanations given to us and on the basis on our examination of the records, the Company, during the year has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to [companies, firms, Limited Liability Partnerships or any other parties]. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.
- (iv) According to the information and explanations given to us and on the basis on our examination of the records, the Company, there are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (a) The company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues of provident fund, employees' state insurance and cess, which have not been deposited on account of any dispute. The particulars of other statutory dues referred to in subclause (a) as at March 31, 2025 which have not been deposited on account of a dispute, are as follows:

Nature of the statute	Nature of Dues	Amount (in Lakhs)	Period to which the amount pertains	Forum where dispute is pending
Income Tax Act, 1961	Income Tax and Interest	125.73	FY 2016-17	Commissioner of income tax (Appeals)

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful Defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion, and according to the information and explanations given to us, the term loans taken during the year have been applied for the purposes for which they were obtained.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not have any subsidiary, associate, or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.
- (f) The Company does not have any subsidiary, associate, or joint venture. Accordingly, the requirement to report on Clause 3(ix)(f) of the Order is not applicable to the Company.

- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company has not conducted non-banking financial or housing financial activities during the year. Hence, reporting under clause 3(xvi) (b) of the Order is not applicable to the company.
- (c) The Company is not a core investment company (CIC). Therefore, Provisions of the clause 3(xvi)(c) of the order is not applicable to the company.
- (d) In our Opinion, there is no CIC within the Group, as defined in the regulations made by the Reserve Bank of India. Hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in notes to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) (a) There are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act.
- (b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act.
- (xxi) The Company does not have any subsidiary / associate or joint venture and accordingly requirement to report on Clause 3(xxi) of the Order is not applicable to the Company.

For **Bansal & Co LLP**

Chartered Accountants

(Firm's Registration No. 01113N /N500079)

Sd/-

Siddharth Bansal

Partner

(Membership No.518004)

UDIN: 25518004BMIAZN3411

Place of Signature: New Delhi

Date: May 30, 2025

Balance Sheet as at 31 March 2025

(Rupees in lakhs, except for share data and if otherwise stated)

Particulars	Note	As at 31 March 2025	As at 31 March 2024
I. ASSETS			
Non-current assets			
a. Property, plant and equipment	3	3,769.51	1,758.22
b. Intangible assets	4	16.20	3.25
c. Right-of-use assets	36	1,242.69	-
d. Financial assets			
(i) Investments	5	4.86	-
(ii) Other financial assets	6	350.81	188.74
e. Deferred tax assets (net)	7	900.44	1,485.37
f. Other non-current assets	8	60.39	24.91
Total non-current assets		6,344.90	3,460.48
Current assets			
a. Inventories	9	17,034.35	11,569.93
b. Financial assets			
(i) Trade receivables	10	16,067.97	9,575.60
(ii) Cash and cash equivalents	11	19.84	140.75
(iii) Bank balances other than (ii) above	12	1,230.14	707.09
(iv) Other financial assets	6	5.36	-
c. Other current assets	13	2,108.01	1,267.75
Total current assets		36,465.67	23,261.12
TOTAL ASSETS		42,810.57	26,721.60
II. EQUITY AND LIABILITIES			
Equity			
a. Equity share capital	14	864.00	864.00
b. Other equity	15	8,181.20	6,268.91
Total equity		9,045.20	7,132.91
LIABILITIES			
Non-current liabilities			
a. Financial liabilities			
(i) Borrowings	16	1,243.58	951.18
(ii) Other financial liabilities			
Lease liability	36	1,196.73	-
b. Provisions	17	147.26	131.57
Total non-current liabilities		2,587.57	1,082.74
Current liabilities			
a. Financial liabilities			
(i) Borrowings	16	15,895.56	10,361.86
(ii) Lease liabilities	36	86.74	-
(iii) Trade payables	19		
-Total outstanding dues of micro enterprises and small enterprises		1,871.50	1,467.67
-Total outstanding dues of creditors other than micro enterprises and small enterprises		12,212.56	6,235.98
(iv) Other financial liabilities	20	35.83	30.44
b. Provisions	17	180.63	149.29
c. Other current liabilities	18	851.22	213.15
d. Current Tax Liabilities (Net)	21	43.76	47.56
Total current liabilities		31,177.80	18,505.94
TOTAL EQUITY AND LIABILITIES		42,810.57	26,721.60

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For Bansal & Co LLP

Chartered Accountants

ICAI Firm Registration No.: 001113N/N500079

For and on behalf of the Board of Directors

Delton Cables Limited

Sd/-
Siddharth Bansal
Partner
Membership No. 518004

Place : New Delhi
Date : May 30, 2025

Sd/-
(V.K. Gupta)
Chairman
DIN No: 00036210

Sd/-
(Sangeeta Tondon)
Chief Financial Officer

Sd/-
(Vivek Gupta)
Managing Director
DIN No: 00035916

Sd/-
(Jitender Kumar)
Company Secretary
Membership Number: 30349

Statement of Profit and Loss for the year ended 31 March 2025

(Rupees in lakhs, except for share data and if otherwise stated)

Particulars	Note	For the year ended 31 March 2025	For the year ended 31 March 2024
Income			
Revenue from operations	22	70,926.41	40,085.97
Other income	23	165.64	243.53
Total income (I)		71,092.05	40,329.50
Expenses			
Cost of raw materials consumed	24	57,917.21	33,048.34
Purchases of stock in trade	25	3,641.22	2,076.00
Changes in inventories of finished goods, work-in-progress and stock in trade	26	(4,219.68)	(3,229.78)
Employee benefits expense	27	3,866.76	2,341.02
Finance costs	28	2,623.84	1,781.83
Depreciation and amortisation expense	29	381.93	156.22
Other expenses	30	5,046.08	2,976.87
Total expenses (II)		69,257.36	39,150.49
Profit/(Loss) before exceptional items and tax (I - II = III)		1,834.69	1,179.01
Exceptional items (IV)	31	1,026.85	598.41
Profit before tax (III-IV=V)		2,861.54	1,777.42
Tax expense: (VI)			
- Current tax		208.62	311.60
- Deferred tax	7	584.93	0.03
- Income tax adjustment for earlier years		16.99	0.14
Total tax expense		810.54	311.77
Profit for the year (V-VI= VII)		2,051.00	1,465.65
Other comprehensive income / (expense) (VIII)			
Items that will not be reclassified to profit and loss			
Remeasurement of defined benefit liability		(12.17)	(5.55)
Income tax relating to items that will not be reclassified to profit and loss			
Income tax relating to remeasurements of defined benefit liability		3.06	1.40
Total other comprehensive income / loss for the year (VIII)		(9.11)	(4.15)
Total comprehensive income/ (expense) for the year (VII + VIII = IX)		2,041.89	1,461.50
Earnings per equity share			
1. Basic		23.74	16.96
2. Diluted		23.74	16.96

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For Bansal & Co LLP

Chartered Accountants

ICAI Firm Registration No.: 001113N/N500079

For and on behalf of the Board of Directors

Delton Cables Limited

Sd/-**Siddharth Bansal**

Partner

Membership No. 518004

Place : New Delhi

Date : May 30, 2025

Sd/-**(V.K. Gupta)**

Chairman

DIN No: 00036210

Sd/-**(Sangeeta Tondon)**

Chief Financial Officer

Sd/-**(Vivek Gupta)**

Managing Director

DIN No: 00035916

Sd/-**(Jitender Kumar)**

Company Secretary

Membership Number: 30349

Statement of cash flows for the year ended March 31, 2025

(Rupees in lakhs, except for share data and if otherwise stated)

Particulars	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024
A. Cash flow from Operating activities			
Profit before tax		2,861.54	1,777.41
Adjustments for:			
Depreciation and amortisation expenses	29	381.93	156.22
Loss/(Profit) on disposal of property, plant and equipment	30	3.83	(0.02)
Impairment of Investment	30	-	0.19
Expected Credit Loss on Trade Receivables	30	32.99	17.13
Bad debts/ advances written off	30	62.01	31.17
Balances write off (Net)	31	0.19	80.77
Loss in Fire accident	31	33.43	-
Inventory Write down	31	-	1,001.65
Litigation settlements	31	(30.87)	-
Gain on fair valuation of financial assets	23	(13.15)	(19.80)
Interest income classified as investing cash flows	23	(71.16)	(41.01)
Enhanced compensation received	31	(1,029.41)	(1,821.43)
Finance costs	28	2,518.35	1,781.83
Interest charges on Lease Liability	28	105.49	-
Interest income on Security Deposit	23	(1.68)	-
Changes in operating assets and liabilities			
Decrease/(increase) in trade receivables	10	(6,587.37)	(4,478.31)
(Decrease)/increase in trade payables	19	6,380.42	3,207.27
Decrease/(Increase) in other financial assets	6	(143.42)	(62.38)
(Increase) / decrease in other non - current assets	8	(35.48)	(2.06)
(Increase) / decrease in inventories	9	(5,497.85)	(3,506.73)
(Increase) / decrease in other current assets	13	(827.15)	(242.35)
Increase / (decrease) in provisions	17	37.93	(301.90)
Increase / (decrease) in other financial liabilities	20	8.30	6.08
Increase / (decrease) in other current liabilities	18	638.07	(48.10)
Cash generated from operations		(1,173.06)	(2,464.36)
Income tax paid		(229.41)	(262.02)
Net cash inflow/ (outflow) from operating activities (A)		(1,402.47)	(2,726.38)
B. Cash flows from Investing activities			
Payment for acquisition of property, plant and equipment	3	(2,274.24)	(848.20)
Receipt of enhanced compensation on Dharuhera land	31	1,029.41	1,821.43
Payment for acquisition of intangible assets	4	(17.68)	(1.91)
Proceeds from sale of property, plant and equipment	3	6.01	0.12
(Investment In Mutual Fund) / Redemption of fixed Deposits	5 / 12	(5.00)	30.67
Interest income	23	35.63	41.01
Net cash inflow/ (outflow) from investing activities (B)		(1,225.87)	1,043.13

Particulars	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024
C. Cash flows from Financing activities			
Dividend Paid	15	(126.69)	-
Proceeds/(Repayment) of long term borrowings	16	292.40	(351.06)
Proceeds/(Repayment) of short term borrowings	16	5,533.70	4,126.63
Interest and other borrowing costs paid	28	(2,518.35)	(1,781.83)
Payment of Lease Liability	36	(160.94)	-
Net cash inflow/ (outflow) from financing activities (C)		3,020.12	1,993.74
Net increase / (decrease) in cash and cash equivalents (A+B+C)		391.78	310.49
Cash and cash equivalents at the beginning of the financial year		839.08	528.59
Cash and cash equivalents at the end of the financial year		1,230.86	839.08
Reconciliation of cash and cash equivalents as per the cash flow statement			
Cash and cash equivalents as per above comprise of the following:			
Cash on hand		17.11	14.39
Balances with banks		2.74	61.85
Deposits with maturity of less than three months		-	64.51
Deposits with banks with maturity period of more than twelve months		21.00	10.53
Bank deposits with remaining maturity of more than three month but upto twelve months		1,190.02	687.80
Cash and cash equivalents		1,230.86	839.08

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For Bansal & Co LLP

Chartered Accountants

ICAI Firm Registration No.: 001113N/N500079

For and on behalf of the Board of Directors

Delton Cables Limited

Sd/-

Siddharth Bansal

Partner

Membership No. 518004

Place : New Delhi

Date : May 30, 2025

Sd/-

(V.K. Gupta)

Chairman

DIN No: 00036210

Sd/-

(Sangeeta Tondon)

Chief Financial Officer

Sd/-

(Vivek Gupta)

Managing Director

DIN No: 00035916

Sd/-

(Jitender Kumar)

Company Secretary

Membership Number: 30349

Statement of changes in equity for the year ended 31 March 2025

(Rupees in lakhs, except for share data and if otherwise stated)

A Equity share capital

Particulars	Note	Amount
Balance as at 31 March 2023	14	86.40
Changes in share capital during the F.Y. 2023-24		-
Balance as at 31 March 2024		86.40
Changes in share capital during the F.Y. 2024-25		-
Balance as at 31 March 2025		86.40

B Other equity

Particulars	Note	Reserves and surplus				Total
		Capital reserve	Securities premium	Retained earnings	General reserve	
Balance as at 31 March 2024	15	12.70	33.18	6,158.50	64.53	6,268.91
Profit for the year		-	-	2,051.00	-	2,051.00
Other comprehensive income /(loss) for the year		-	-	(9.11)	-	(9.11)
Dividend Paid during the year		-	-	(129.60)	-	(129.60)
Total comprehensive income /(loss) for the year		-	-	1,912.30	-	1,912.30
Balance as at 31 March 2025	15	12.70	33.18	8,070.80	64.53	8,181.21
Balance as at 31 March 2023		12.70	33.18	4,697.00	64.53	4,807.41
Profit for the year		-	-	1,465.65	-	1,465.65
Other comprehensive income /(loss) for the year		-	-	(4.15)	-	(4.15)
Total comprehensive income /(loss) for the year		-	-	1,461.50	-	1,461.50
Balance as at 31 March 2024		12.70	33.18	6,158.50	64.53	6,268.91

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For Bansal & Co LLP

Chartered Accountants

ICAI Firm Registration No.: 001113N/N500079

For and on behalf of the Board of Directors

Delton Cables Limited

Sd/-**Siddharth Bansal**

Partner

Membership No. 518004

Place : New Delhi

Date : May 30, 2025

Sd/-**(V.K. Gupta)**

Chairman

DIN No: 00036210

Sd/-**(Sangeeta Tondon)**

Chief Financial Officer

Sd/-**(Vivek Gupta)**

Managing Director

DIN No: 00035916

Sd/-**(Jitender Kumar)**

Company Secretary

Membership Number: 30349

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

1 Company Information / Overview

Delton Cables Limited is a Public Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956 with CIN: L31300DL1964PLC004255. In India its shares are listed on Bombay Stock Exchange. The company is engaged in manufacturing and supplying of wires, cables and switchgears and ancillary activities including trading. Delton is a prime supplier to the Power, Telecommunication, Railways, Steel and Mining sectors in India and in the International market also. The Company has its main manufacturing unit at Faridabad with additional facility at Palwal commissioned during the year which focus on Smart Metering sectors.

2.a Basis of preparation**(i) Statement of compliance**

These Standalone financial statements ("financial statements") have been prepared to comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

The financial statements were authorised for issue by the Board of Directors of the Company on 30th May 2025.

(ii) Basis of measurement

These financial statements have been prepared in accordance with Indian Accounting Standards (IndAS) on accrual and going concern basis and the historical cost convention except for certain financial assets, financial liabilities and certain other items which have been measured at fair value as required under the relevant IndAS, the provisions of the Companies Act, 2013 (Act) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI), IndAs as prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

(iii) Critical accounting estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Information about significant areas of estimation/uncertainty and judgements in applying accounting policies that have the most significant effect on the financial statements are as follows:

- measurement of defined benefit obligations: key actuarial assumptions.
- judgement required to ascertain lease classification.
- measurement of useful life and residual values of property, plant and equipment.
- fair value measurement of financial instruments.
- judgement required to determine probability of recognition of deferred tax assets.
- impairment of trade receivables
- other estimate items determined

There are no assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

2.b Material accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

(i) Current - non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting period; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting period; or
- the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of operations and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle being a period of 12 months for the purpose of classification of assets and liabilities as current and non-current.

(ii) Foreign currency transactions and translations**Functional and presentation currency**

The management has determined the currency of the primary economic environment in which the Company operates i.e., functional currency, to be Indian Rupees (Rs.). The financial statements are presented in Indian Rupees, which is the Company's functional and presentation currency. All amounts have been rounded to the nearest lakhs upto two decimal places, unless otherwise stated.

Transactions and Balances

Monetary and non-monetary transactions in foreign currencies are initially recorded in the functional currency of the Company at the exchange rates at the date of the transactions or at an average rate if the average rate approximates the actual rate at the date of the transaction.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

Monetary foreign currency assets and liabilities remaining unsettled on reporting date are translated at the rates of exchange prevailing on reporting date. Gains/(losses) arising on account of realisation/settlement of foreign exchange transactions and on translation of monetary foreign currency assets and liabilities are recognised in the Statement of Profit and Loss.

(iii) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to/ by the Company.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

The Company measures financial instruments, such as, investments, at fair value at each reporting date. Also, fair value of financial instruments measured at amortised cost is disclosed in Notes.

(iv) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets**Recognition and initial measurement**

All financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets are initially measured at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

Classification and subsequent measurement**Classification**

- Financial assets at amortised cost
- Financial assets at fair value through other comprehensive income (FVTOCI)
- Financial assets at fair value through profit or loss (FVTPL)

A financial asset being 'debt instrument' is measured at the amortised cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

A financial asset being 'debt instrument' is measured at the FVTOCI if both of the following criteria are met:

- The asset is held within the business model, whose objective is achieved both by collecting contractual cash flows and selling the financial assets, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

A financial asset being equity instrument is measured at FVTPL.

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL.

Subsequent measurement**Financial assets at amortised cost**

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses, if any. Interest income and impairment are recognised in the Statement of Profit and Loss.

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest income, are recognised in the Statement of Profit and Loss.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. Any gain or loss on derecognition is recognised in the Statement of Profit and Loss.

Impairment of financial assets (other than at fair value)

The Company makes allowance for doubtful trade receivable and contract assets using simplified approach, significant judgement is used to estimate doubtful accounts as prescribed in IND AS 109. In estimating doubtful accounts historical and anticipated customer performance are considered. Changes in the economy, industry, or specific customer conditions may require adjustments to the allowance for doubtful accounts recorded in financial statements. This is done on the basis of company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the counterparty does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Financial liabilities**Recognition and initial measurement**

All financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial liabilities are initially measured at fair value minus, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are attributable to the liability.

Classification and subsequent measurement

Financial liabilities are classified as measured at amortised cost or FVTPL.

A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the Statement of Profit and Loss.

Financial liabilities other than classified as FVTPL, are subsequently measured at amortised cost using the effective interest method. Interest expense are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in the Statement of Profit and Loss.

Derecognition

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

(vi) Share capital**Equity share capital**

Issuance of ordinary shares are recognised as equity share capital in equity. Incremental costs directly attributable to the issuance of new equity shares are recognized as a deduction from equity, net of any tax effects.

(vii) Cash and cash equivalents

Cash and cash equivalents comprises of cash at banks and on hand, cheques on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

(viii) Property, plant and equipment**Recognition and measurement**

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, if any.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

The cost of an item of property, plant and equipment comprises: (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; (b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate component of property, plant and equipment.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of property, plant and equipment (calculated as the difference between the net disposal proceeds and the carrying amount of property, plant and equipment) is included in the Statement of Profit and Loss when property, plant and equipment is derecognised. The carrying amount of any component accounted as a separate component is derecognised, when replaced or when the property, plant and equipment to which the component relates gets derecognised.

Subsequent costs

Subsequent costs are included in the asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to Statement of Profit and Loss at the time of incurrence.

Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values and is charged to Statement of Profit and Loss. Depreciation on property, plant and equipment, is provided on straight-line method at the rates and in the manner provided in Schedule II of the Companies Act, 2013.

Depreciation has been charged based on the following useful lives:

Asset Head	Useful life in years
Factory Buildings	10-30
Leasehold Improvement	10
Plant and Machinery	15
Furniture & fixtures	10
Office Equipment	5-6
Vehicles	8-10
Computer & other IT Assets	3

The useful lives have been determined based on internal evaluation done by management and are in line with the estimated useful lives, to the extent prescribed by the Schedule II of the Companies Act, 2013, in order to reflect the technological obsolescence and actual usage of the asset. The residual values are not more than 5% of the original cost of the asset.

Depreciation is calculated on a pro-rata basis for assets purchased/sold during the year.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed by management at each reporting date and adjusted prospectively, as appropriate.

Capital work-in-progress

Cost of property, plant and equipment not ready for use as at the reporting date are disclosed as capital work-in-progress.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

(ix) Investment Property

Property that is held for Long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as Investment Property. Investment Property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repair and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

Investment Properties are depreciated using the straight line method over their estimated useful lives. The useful life has been determined based on technical evaluation performed by the management's expert.

(x) Intangible Assets**Recognition and measurement**

Other intangible assets that are acquired are recognised only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and the cost of assets can be measured reliably. The other intangible assets are recorded at cost of acquisition including incidental costs related to acquisition and installation and are carried at cost less accumulated amortisation and impairment losses, if any.

Gain or losses arising from derecognition of an other intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the other intangible asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Particulars	Useful life in years
Goodwill	10
Computer Software	4

Subsequent costs

Subsequent costs is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure on other intangible assets is recognised in the Statement of Profit and Loss, as incurred.

Amortisation

Amortisation is calculated to write off the cost of other intangible assets over their estimated useful lives of 3 years using the straight-line method. Amortisation is calculated on a pro-rata basis for assets purchased/ disposed during the year.

Amortisation method, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.

Intangible assets under development

Cost of intangible assets under development as at the reporting date are disclosed as intangible assets under development.

(xi) Leases**i. As a lessee**

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct cost incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-to-use asset or the end of the lease term. The estimated useful life of right-of-use asset is determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments from a change in an index or rate. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in the profit and loss if the carrying amount of the right-of-use asset has been reduced to zero. The Company presents right-of-use asset that do not meet the definition of investment property as a separate line item and lease liabilities in "other financial liabilities" in the Balance Sheet. The Company has elected not to recognize right-of-use asset and lease liabilities for short term leases that have a lease term of 12 months or less, leases of low value assets and leases with no written agreement. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

ii. As a lessor

When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all the risk and rewards incidental to the ownership of the underlying asset. If this is the case, then the lease is a finance lease, if not, then it is an operating lease. As part of the assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset. If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 "Revenue from contract with customers" to allocate the consideration in the contract. The Company recognizes lease payments received under operating lease as income on a straight line basis over the lease term as part of "Other Income".

(xii) Inventories

Raw Materials, Components, Loose Tools, Stores and Spares are valued at the lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a moving weighted average basis.

Work-in-progress and finished goods are valued at the lower of cost and net realisable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on a moving weighted average basis.

Stock-in-trade are valued at the lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a moving weighted average basis.

(xiii) Impairment - non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recoverable amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units (CGUs).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

(xiv) Employee benefits**Short-term employee benefits**

Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled.

Post-employment benefit plans**Defined contribution plans**

The Company pays provident fund contributions to the appropriate government authorities. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefits expense when they are due.

Defined benefit plans

Defined benefit plans of the Company comprise gratuity.

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment, of an amount based on the respective employee's salary and the tenure of employment. Vesting occurs upon completion of five years of service. The gratuity plan of the Company is unfunded.

The liability recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated by actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost and other costs are included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in "other equity" in the Statement of Changes in Equity and in the Balance Sheet

Changes in the present value of the defined benefit obligation resulting from settlement or curtailments are recognised immediately in Statement of Profit and Loss as past service cost.

Other long-term employee benefits**i. Compensated absences**

Accumulated leave which is expected to be utilised within the next 12 months is treated as a short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

Accordingly, benefits under compensated expenses are accounted as other long-term employee benefits. The Company's net obligation in respect of compensated absences is the amount of benefit to be settled in future, that employees have earned in return for their service in the current and previous years. The benefit is discounted to determine its present value. The obligation is measured on the basis of an actuarial valuation using the projected unit credit method. Remeasurements are recognised in Statement of Profit and Loss in the period in which they arise.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

ii. Others

The Company's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of benefit to be settled in future, that employees have earned in return for their service in the current and previous years. The benefit is discounted to determine its present value. The obligation is measured on the basis of an actuarial valuation using the projected unit credit method. Remeasurements are recognised in Statement of Profit and Loss in the period in which they arise.

(xv) Provisions and contingent liabilities and assets**Provisions**

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities and assets

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

Contingent assets are possible assets that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

(xvi) Revenue recognition

The Company earns revenue primarily from selling of Cables and switchgear items

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. The Company recognizes revenue on satisfaction of the performance obligation by transferring the promised goods and services mentioned in the contracts with the customers.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

The Company recognizes revenue for a performance obligation satisfied at point in time after satisfaction of the performance obligation. In case where the outcome of a performance obligation cannot be reasonably measured but the Company expects to recover the costs incurred in satisfying the performance obligation, the revenue is being recognized only to the extent of the costs incurred until such time that it can reasonably measure the outcome of the performance obligation.

The Company disaggregates revenue from contracts with customers by nature of goods and service.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled revenue (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognised when there is billing in excess of revenues.

Interest income on financial assets (including deposits with banks) is recognised using the effective interest rate method.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

Export Benefits

Export entitlements are recognised in the statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

(xvii) Expenditure

Expenses are accounted for on the accrual basis and provisions are made for all known losses and liabilities.

(xviii) Borrowing costs

Borrowing costs attributable to the acquisition or construction of a qualifying asset are capitalised as part of the cost of the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred. Borrowing cost includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(xix) Income tax

Income tax expense comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any relating to income taxes. It is measured using tax rates enacted at the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets unrecognised or recognised, are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised. Significant management judgement is required to determine the probability of deferred tax asset.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and deferred tax liabilities are offset only if there is a legally enforceable right to offset current tax liabilities and assets levied by the same tax authorities.

(xx) Earnings per share

The Company presents basic and diluted earnings per share (EPS) data for its equity shares.

Basic EPS is calculated by dividing the profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

Diluted EPS is determined by adjusting profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding, for the effects of all dilutive potential equity shares, which comprise convertible preference shares and share options granted to employees.

(xxi) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

(xxii) Recent Indian Accounting Standards (Ind AS)

There are no recent accounting pronouncements / Standards / Amendments which are yet to be effective as on March 31, 2025.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

3. Property, plant and equipment
Reconciliation of carrying amount

Particulars	Freehold Land	Building	Plant and machinery	Furniture and fixtures	Office equipment	Right to use Asset	Vehicles	Computers and Other IT Assets	Total
Gross carrying amount as at April 1, 2023	7.83	377.21	-	1,410.65	44.30	64.74	401.10	60.26	2,366.08
Additions during the year	-	75.07	-	631.83	7.36	47.51	77.61	8.83	848.20
Disposals during the year	-	-	-	-	-	(0.12)	-	-	(0.12)
Adjustment	-	-	-	-	-	-	-	-	-
Gross carrying value as at 31 March 2024	7.83	452.28	-	2,042.48	51.66	112.12	478.70	69.08	3,214.16
Additions during the year	-	259.98	36.51	1,795.23	12.79	58.61	104.00	13.76	2,280.88
Disposals during the year	-	(35.41)	-	(44.78)	(0.89)	(1.16)	(10.44)	-	(92.67)
Adjustment	-	-	-	17.86	-	-	(17.86)	-	-
Gross carrying value as at 31 March 2025	7.83	676.85	36.51	3,810.79	63.56	169.58	554.40	82.84	5,402.37
Accumulated depreciation									
Accumulated depreciation as at April 1, 2023	-	170.33	-	853.16	21.74	34.74	177.13	43.29	1,300.40
Depreciation for the year	-	21.26	-	62.50	3.30	14.08	46.38	8.05	155.56
Depreciation on disposals during the year	-	-	-	-	-	(0.02)	-	-	(0.02)
Adjustment	-	-	-	-	-	-	-	-	-
Accumulated depreciation as at 31 March 2024	-	191.59	-	915.66	25.04	48.80	223.51	51.34	1,455.94
Depreciation/ Amortisation for the year	-	12.51	1.79	147.48	4.33	22.92	53.84	10.24	253.11
Depreciation on disposals during the year	-	(33.41)	-	(41.61)	(0.20)	(0.36)	(0.60)	-	(76.19)
Adjustment	-	-	-	2.20	-	-	(2.20)	-	-
Accumulated depreciation as at 31 March 2025	-	170.69	1.79	1,023.73	29.17	71.35	274.55	61.58	1,632.86
Net carrying value									
Net carrying value as at 31 March 2025	7.83	506.16	34.72	2,787.06	34.39	98.22	279.85	21.26	3,769.51
Net carrying value as at 31 March 2024	7.83	260.69	-	1,126.82	26.62	63.32	255.19	17.74	1,758.22

Notes:

- Title deed of Immovable Property namely Freehold Land at Faridabad is held in name of the Company
- There are no proceedings initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988).
- Leasehold Improvement relates a new Industrial Property taken on lease by the Company in Palwal District in Haryana for expansion of existing manufacturing capacity.
- The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

4. Intangible assets

Particulars	Computer Software	Total
Gross carrying Balance as at 31 March 2023	91.00	91.00
Additions during the year	1.91	1.91
Disposals during the year	-	-
Gross carrying Balance as at 31 March 2024	92.92	92.92
Additions during the year	17.68	17.68
Disposals during the year	-	-
Gross carrying Balance as at 31 March 2025	110.59	110.59
Accumulated depreciation as at 31 March 2023	89.02	89.02
Amortisation for the year	0.64	0.64
Disposals during the year	-	-
Accumulated depreciation as at 31 March 2024	89.67	89.67
Amortisation for the year	4.74	4.74
Disposals during the year	-	-
Accumulated depreciation as at 31 March 2025	94.41	94.41
Net carrying value		
Net carrying value as at 31 March 2025	16.20	16.20
Net carrying value as at 31 March 2024	3.25	3.25

5. Investments
Financial assets (non-current)- Investments

Particulars	As at 31 March 2025	As at 31 March 2024
Investment in Mutual Funds (quoted investment designated at fair value through profit & loss)		
49,997.50 units of Rs. 10 each of Canara Robeco Balanced Fund - Growth Equity Fund ISIN: INF770K01LA6 (Mar 31 2024: Nil)	4.86	-
Unquoted equity shares		
Investments at fair value through profit or loss (FVTPL)		
Equity investments, unquoted		
50 Shares of Rs. 10 each fully paid-up of Industrial Cables (I) Ltd (March 31 2025: Nil, March 31 2024: 50 Shares)	-	0.00
20,000 Shares of Rs. 10 each fully paid-up of Orient Fabrtex Ltd. (March 31 2025: Nil, March 31 2024: 50 Shares)	-	0.11
233 Shares of Rs. 10 each fully paid-up of Incab Industries Ltd. (March 31 2025: Nil, March 31 2024: 50 Shares)	-	0.03
Less: Impairment	-	(0.15)
Aggregate amount of unquoted investment	4.86	-
Investment in Government Securities		
Unquoted		
12 years National Defence Certificate (Since matured, pledged as security with Central Excise Department)	-	0.03
Less: Impairment	-	(0.03)
Aggregate amount of investment in Government Securities	-	-
TOTAL Non-Current Investment	4.86	-
Aggregate book value of the quoted investments	5.00	-
Aggregate market value of the quoted investments	4.86	-
Aggregate book value of the un-quoted investments	-	-
Aggregate impairment in the value of investments	-	0.19

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

6. Other financial assets

Particulars	As at 31 March 2025		As at 31 March 2024	
	Non current	Current	Non current	Current
Unsecured, considered good, unless otherwise stated:				
Deposits with banks with maturity period of more than twelve months	21.00	-	10.53	-
Insurance Policies	174.32	-	105.84	-
Security deposits	155.49	5.36	72.37	-
Total	350.81	5.36	188.74	-

7. Income taxes
A. Amounts recognised in profit or loss

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Current tax (a)		
Current period	208.62	-
Taxes for earlier years	16.99	0.14
Deferred tax (b)		
Attributable to—		
Property, plant and equipment	354.59	15.01
Provisions - employee benefits (Leave Encashment) allowed on payment basis	(2.52)	1.37
Provisions - employee benefits (Gratuity) allowed on payment basis	(9.31)	(3.85)
Allowance for credit losses on trade receivable	(8.30)	(4.32)
Lease liabilities	(323.02)	-
Disallowance u/s 43B(h)	(56.26)	-
Fair valuation of Insurance policies	8.12	-
Effective Interest rate on Borrowings	(0.49)	-
Tax losses carried forward	622.15	0.00
	584.93	8.22
Tax expense (a+b)	810.54	8.35

B. Income tax recognised in other comprehensive income

Particulars	For the year ended 31 March 2025			For the year ended 31 March 2024		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
Remeasurements of defined benefit liability (asset)	(12.17)	3.06	(9.11)	(5.55)	1.40	(4.15)
	(12.17)	3.06	(9.11)	(5.55)	1.40	(4.15)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

C. Reconciliation of effective tax rate

Particulars	For the year ended 31 March 2025		For the year ended 31 March 2024	
Profit/ (loss) before tax				
Tax using the Company's domestic tax rate	25.17%	720.19	25.17%	447.34
Effect of:				
Taxes for earlier years	0.59%	16.99	0.01%	0.14
Difference on account of tax rates	-0.30%	(8.54)	0.00%	-
Other adjustments including adjustment for B/F losses	2.86%	81.89	-7.63%	(135.70)
Effective tax rate	28.33%	810.54	17.55%	311.77

D. Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

Particulars	Deferred tax (assets)		Deferred tax liabilities		Net deferred tax (asset) liabilities	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Property, plant and equipment	-	-	409.79	55.20	(409.79)	(55.20)
Provisions - employee benefits (Leave Encashment)	7.21	4.69	-	-	7.21	4.69
Provisions - employee benefits (Gratuity)	75.31	66.00	-	-	75.31	66.00
Allowance for credit losses on trade receivable	24.89	16.59	-	-	24.89	16.59
Lease liability	323.02	-	-	-	323.02	-
Disallowance u/s 43Bh	64.46	8.20	-	-	64.46	8.20
Fair valuation of Insurance policies	-	-	8.12	-	(8.12)	-
Effective Interest rate on Borrowings	0.49	-	-	-	0.49	-
Tax losses carried forward	822.95	1,445.10	-	-	822.95	1,445.10
Deferred tax (assets) liabilities	1,318.34	1,540.57	417.90	55.20	900.44	1,485.37
Offsetting of deferred tax assets and deferred tax liabilities	(417.90)	(55.20)	(417.90)	(55.20)	-	-
Net deferred tax (assets) liabilities	900.44	1,485.37	-	-	900.44	1,485.37

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

Movement in temporary differences

Particulars	Balance as at 01 April 2024	Recognised in profit or loss during the year	Recognised in OCI during the year	Balance as at 31 March 2025
Property, plant and equipment	55.20	354.59	-	409.79
Provisions - employee benefits (Leave Encashment)	(4.69)	(2.52)	-	(7.21)
Provisions - employee benefits (Gratuity)	(66.00)	(6.25)	(3.06)	(75.31)
Allowance for credit losses on trade receivable	(16.59)	(8.30)	-	(24.89)
Lease liabilities	-	(323.02)	-	(323.02)
Disallowance u/s 43Bh	(8.20)	(56.26)	-	(64.46)
Fair valuation of Insurance policies	-	8.12	-	8.12
Effective Interest rate on Borrowings	-	(0.49)	-	(0.49)
Tax losses carried forward	(1,445.10)	622.15	-	(822.95)
Net Deferred tax liabilities/ (asset)	(1,485.37)	588.01	(3.06)	(900.44)

E. Tax losses, MAT credit, Unabsorbed depreciation carried forward

(a) MAT Credit Entitlement / Reversal	Year of expiry	As at 31 March 2025	As at 31 March 2024
For FY 2016-17	2024-25	-	773.52
For FY 2017-18	2025-26	-	1,035.82
For FY 2018-19	2026-27	3,320.01	3,932.49
		3,320.01	5,741.82

8. Other non-current assets

Particulars	As at 31 March 2025	As at 31 March 2024
Unsecured, considered good, unless otherwise stated:		
Prepaid expenses	60.39	24.91
Total	60.39	24.91

9. Inventories

Particulars	As at 31 March 2025	As at 31 March 2024
Raw materials and components	2,332.54	1,275.88
Stores, spares and tools	570.89	382.81
Work-in-progress	6,343.12	5,342.64
Finished goods	7,267.70	4,077.12
Stock-in-trade	301.19	330.65
Scrap	218.90	160.83
Total	17,034.35	11,569.93

Inventories are hypothecated as security against bank borrowings. Refer Note 16.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

10. Trade receivables

Particulars	As at 31 March 2025	As at 31 March 2024
A Trade Receivables*		
(a) Receivables considered good - Secured	-	-
(b) Receivables considered good - Unsecured	16,067.97	9,575.60
(c) Receivables which have significant increase in credit risk	-	-
(d) Receivables credit impaired	98.89	65.90
Sub Total (A)	16,166.86	9,641.50
Allowance for Impairment loss (B)	98.89	65.90
Total (A-B)	16,067.97	9,575.60

* Does not include trade receivables already discounted with the bank / financial institutions

The Company's exposure to credit and currency risks, and impairment allowances related to trade receivables is disclosed in Note 32.

Trade receivables ageing schedule As at March 31, 2025

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	14,228.99	631.22	426.03	191.05	387.53	15,864.82
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	23.80	1.58	2.14	4.90	20.40	52.82
(iv) Disputed Trade Receivables– considered good	-	-	-	15.24	187.92	203.16
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	1.32	44.74	46.06
Total	14,252.79	632.80	428.17	212.51	640.59	16,166.86
Less: Allowance for Impairment loss	23.80	1.58	2.14	6.22	65.14	98.89
Total	14,228.99	631.22	426.03	206.29	575.45	16,067.97

Trade receivables ageing schedule As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	8,366.18	252.30	290.58	162.98	237.58	9,309.62
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	20.97	0.63	1.46	4.18	12.50	39.74
(iv) Disputed Trade Receivables– considered good	-	-	16.14	34.49	215.36	265.98
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	0.41	1.82	23.93	26.16
Total	8,387.15	252.93	308.59	203.46	489.37	9,641.50
Less: Allowance for Impairment loss	20.97	0.63	1.87	6.00	36.43	65.90
Total	8,366.18	252.30	306.72	197.46	452.94	9,575.60

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

11. Cash and cash equivalents

Particulars	As at 31 March 2025	As at 31 March 2024
Cash on hand	17.11	14.39
Balances with banks:		
in current accounts	2.74	61.85
Deposits with original maturity less than three months*	-	64.51
Total	19.84	140.75

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

*Bank Deposits are pledged with banks and government authorities.

12. Other bank balances

Particulars	As at 31 March 2025	As at 31 March 2024
Bank deposits with original maturity for more than 3 months but less than 12 months and bank deposits with remaining maturity for less than 12 months*	1,190.02	687.80
Interest accrued but not due on bank deposits	37.21	19.29
Earmarked balances with Bank**	2.91	-
Total	1,230.14	707.09

*Bank Deposits are pledged with banks and government authorities.

**Earmarked balances with Bank pertains to unclaimed dividends

13. Other current assets

Particulars	As at 31 March 2025	As at 31 March 2024
Unsecured considered good, unless otherwise stated		
Capital Advances	530.56	11.47
Other than capital advances		
Prepaid expenses	347.12	229.49
Balances with government authorities	401.18	281.33
Advance to Vendors: Other	547.37	686.83
Advances to employees	60.68	34.63
Pre-Spent CSR (Refer Note 53)	4.58	-
Claim receivables	216.52	24.00
Total	2,108.01	1,267.75

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

14. Equity share capital

Particulars	As at 31 March 2025	As at 31 March 2024
Authorised :		
94,00,000 (31 March 2024 : 94,00,000) equity shares of Rs.10 each	940.00	940.00
40,000 (31 March 2024 : 40,000) Cumulative Convertible Preference Shares of Rs.100 each	40.00	40.00
20,000 (31 March 2024 : 20,000) Redeemable Cumulative Preference Shares of Rs.100 each	20.00	20.00
	1,000.00	1,000.00
Issued, subscribed and paid up:		
86,40,000 (31 March 2024 : 86,40,000) equity shares of Rs.10 each fully paid up.	864.00	864.00
	864.00	864.00
Reconciliation of number of shares outstanding at the beginning and end of the reporting period :		
Equity share :		
Outstanding at the beginning of the year	864.00	864.00
Equity shares issued during the year	-	-
Outstanding at the end of the year	864.00	864.00

Terms and rights attached to equity shares

The Company has only one class of equity shares with a value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

The Company has no holding, subsidiary, associate or joint venture.

The Company has not issued bonus shares, bought back shares or issued shares for consideration other than cash during the period of five years immediately preceding the reporting date.

(ii) Details of shareholders holding more than 5% shares in the Company

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number of shares	% holding	Number of shares	% holding
Equity shares:				
(i) Vishranti Trading Enterprises Ltd.	28,11,299	32.54%	28,05,501	32.47%
(ii) Vijendra Kumar Gupta	8,07,831	9.35%	8,07,831	9.35%
(iii) V K Gupta (huf)	4,97,949	5.76%	4,97,949	5.76%

The Company has no holding, subsidiary, associate or joint venture

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

(iii) Details of Shareholding of promoter & promoters Group.

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number of shares	% holding	Number of shares	% holding
Vishranti Trading Enterprises Ltd	28,11,299	32.54	28,05,501	32.47
Vijendra Kumar Gupta	8,07,831	9.35	8,07,831	9.35
V.K. Gupta (HUF)	4,97,949	5.76	4,97,949	5.76
Delton International Limited	4,01,850	4.65	4,01,850	4.65
Ram Kumar Gupta And Sons Limited	3,55,035	4.11	3,55,035	4.11
Vivek Gupta	2,93,328	3.40	2,93,328	3.40
B And M Trading And Investment Co Ltd	2,83,029	3.28	2,83,029	3.28
Shalini Gupta	2,78,151	3.22	2,78,151	3.22
Saneh Industrial Investments Ltd	2,73,450	3.16	2,73,450	3.16
Vivek Gupta (HUF)	1,38,477	1.60	1,38,477	1.60
Veena Gupta	98,928	1.15	98,928	1.15
Deepti Sen Gupta	38,850	0.45	38,850	0.45
Shriya Gupta	30,000	0.35	30,000	0.35
Chitra Chaudhry*	-	-	29,850	0.34
Sushil Prakash Chaudhry*	-	-	19,839	0.23
Rahul Chaudhry*	-	-	18,000	0.21
Shuchi Chaudhry Rastogi*	-	-	3,150	0.04
Abha Gupta	2,400	0.03	2,400	0.03
Maya Karati*	-	-	300	0.00
Total	63,10,577	73.04	63,75,918	73.80

*These shareholders have been reclassified from “Promoter and Promoter Group” category to “Public category shareholders” of the Company. The application of reclassification was approved by BSE vide it letter No. LIST/COMP/RK/1504/2024-25 dated December 17, 2024 and the same was also informed to the Stock Exchange by the Company on December 18, 2024.

15. Other Equity**Reserves and surplus**

Particulars	As at 31 March 2025	As at 31 March 2024
Capital reserve	12.70	12.70
Securities premium reserve	33.18	33.18
General reserve	64.53	64.53
Retained earnings	8,070.80	6,158.50
Balance at the end of the year	8,181.20	6,268.91

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

(i) Securities premium reserve

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	33.18	33.18
Premium received during the year on account of issue of shares	-	-
Balance at the end of the year	<u>33.18</u>	<u>33.18</u>

(ii) General reserve

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	64.53	64.53
Amount transferred during the year	-	-
Appropriations during the year	-	-
Balance at the end of the year	<u>64.53</u>	<u>64.53</u>

(iii) Retained earnings

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	6,158.50	4,697.01
Net profit/(loss) for the year	2,051.00	1,465.65
Final dividend paid during the year @ 1.50 per share for FY23-24	(129.60)	-
Items of other comprehensive income recognised directly in retained earnings		
Remeasurements of post-employment benefit obligation, net of tax	(9.11)	(4.15)
Balance at the end of the year	<u>8,070.80</u>	<u>6,158.50</u>

Nature and purpose of other reserves**Securities premium reserve**

Securities Premium reserve represents the amount received in excess of par value of securities (equity shares). The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

General reserve

General reserve represents the statutory reserve created in accordance with Indian Corporate law, wherein a portion of profit is required to be apportioned to such reserve. Under the Companies Act, 1956, it was mandatory to transfer a required amount to general reserve before a company could declare dividend, however, under the Companies Act, 2013, the transfer of any amount to general reserve is at the discretion of the Company.

Retained earnings

Retained earnings represent the undistributed profits of the Company.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

Dividends
The following dividends were proposed and paid by the company during the year:

Particulars	As at 31 March 2025	As at 31 March 2024
Proposed Dividend		
Proposed final dividend for the financial year 2024-25 (Rs 2 per equity share of Rs. 10 each)**	172.80	
Proposed final dividend for the financial year 2023-24 (Rs 1.5 per equity share of Rs. 10 each)*		129.60
Paid Dividend		
Final Dividend for the financial year 2023-24 (Rs 1.5 per equity share of Rs. 10 each)		
Balance at the end of the year	129.60	-

* Paid to shareholders during financial year 2024-25

** The Board of Directors in its board meeting held on May 30, 2025 have recommended final dividend of Rs. 2 per equity share with face value of Rs. 10 each for the financial year ending March 31, 2025, which amounts to Rs. 172.80 lakhs. The above is subject to approval at the ensuing Annual General Meeting of the Company and hence not recognised as a liability.

16. Borrowings

Particulars	Non current		Current	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Term loan:				
-from banks (Secured)	633.00	384.30	484.01	305.26
-from financial institutions (Unsecured)	518.78	349.79	357.91	136.05
Factoring Arrangements (Unsecured)	-	10,075.78	-	5,860.17
Working capital demand loan from bank (Secured)	-	1,152.00	-	1,152.00
Cash Credit Facility from Bank (Secured)	-	3,837.14	-	2,820.78
Vehicle Loan (Secured)				
- Bank	47.77	73.38	100.27	75.69
- from financial institution	44.04	23.16	9.00	11.90
Total	1,243.58	15,895.56	951.18	10,361.86

Particulars	As at 31 Mar 2025	As at 31 Mar 2024	Rate of Interest	Repayment Terms
Term Loan				Multiple loan tranches availed under the said scheme repayable in 36 Equal Monthly installment after moratorium of 12 month
-Canara Bank	392.76	578.06	9.25% p.a	
- Indian Bank	77.12	129.59	9.25% p.a to 9.65%	
- State Bank of India	547.42	-	11.65 % p.a.	60 installments consist principle repayment of Rs. 970166.00 + interest
- Shriram City Union Finance Limited	211.90	369.22	11.50% pa	Multiple loans repayable in Equal Monthly installment
- Siemens Financial Services Pvt. Ltd.	656.66	178.31	12.00 % p.a.	Multiple loans availed repayable in 48 monthly equated installments

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

Particulars	As at 31 Mar 2025	As at 31 Mar 2024	Rate of Interest	Repayment Terms
Factoring Arrangements				
ICICI Channel Finance	300.00	-	9.8 %- 11.80% p.a.	Repayable on Demand
- from Hero fin corp	686.35	681.76	11% p.a.	Repayable on Demand
-Vivriti Capital Ltd.	805.40	351.54	10.95% p.a.	Repayable on Demand
- Finance from Tata Capital Ltd.	429.34	277.65	10.85% p.a.	Repayable on Demand
-Unity Small Finance Bank	300.00	247.00	9.8 %- 11.80% p.a.	Repayable on Demand
-Invoice Mart (TReDS)	1,632.16	1,708.96	9.8 %- 11.80% p.a.	Repayable on Demand
-Receivables Exchange of India Limited (RXIL)	5,922.53	2,593.26	9.8 %- 11.80% p.a.	Repayable on Demand
Working Capital Demand loan from Bank Consortium consisting of Canara Bank (Lead Bank) and Indian Bank	1,152.00	1,152.00	9.5% p.a. to 9.65% p.a.	Repayable on Demand
Cash credit facilities from Bank Consortium consisting of Canara Bank (Lead Bank) & Indian Bank	3,837.14	2,820.78	9.5% p.a. to 9.65% p.a.	Repayable on Demand

Particulars	As at 31 Mar 2025	As at 31 Mar 2024	Rate of Interest	Repayment Terms
Vehicle Loans from:				
- Canara Bank	35.95	73.12	9.30% - 9.75 % p.a.	Multiple loans availed repayable in 48 monthly equated installments
- IDFC Bank	35.81	79.85	14 % p.a.	Multiple loans availed repayable in 36 monthly equated installments
- Kotak Bank	4.51	9.73	16 % p.a.	36 installments of Rs. 53566 each starting from December 2022
- ICICI Bank	25.12	36.71	15 % p.a.	48 installments of Rs. 137381 each starting from January 2023
- HDFC Bank	19.76	4.60	9.52 - 9.60 % p.a.	Multiple loans availed repayable in 24-48 monthly equated installments
- Bajaj Finance	8.96	20.90	14.9 % p.a.	36 installments of Rs. 119017 each starting from December 2022
- Lexus Finance	58.24	-	8.81 % p.a.	48 installments of Rs. 156179 Each starting from December 2024
	17,139.14	11,313.04		

- (i) Vehicle Loans are secured against hypothecation of respective vehicles
- (ii) The loan together with interest and other charges thereon are secured against mortgage of immovable property of promoters situated at 4801, Block-24, Bharat Ram Road, Daryaganj, New Delhi-110002 and personal guarantee of director.
- (iii) Cash Credit, working capital demand loan, Letter of Credit and buyers credit are secured by pari passu charge under consortium arrangement by way of first charge on whole of movable properties, excluding such movable which has been permitted by the banks and including inventories & book debts of the company & equitable mortgage created on the properties at 17/4, Mathura Road, Faridabad & personal guarantee of the directors.
- (iv) Loan from Banks and financial institutions are secured against the personal guarantee of director.
- (v) The company has not been declared as a wilful defaulter by any bank or financial institution or other lenders.
- (vi) The statements of book debts and inventory filed by the Company with banks/ financial institutions are in agreement with the books of accounts except as mentioned in note 48.
- (vii) Borrowings from Banks / financial institutions have been utilized for specific purpose for which it was taken.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

17. Provisions

Particulars	As at 31 March 2025		As at 31 March 2024	
	Non-current	Current	Non-current	Current
Provisions for employee benefits				
Compensated absences	17.21	11.44	4.02	14.60
Gratuity	130.05	169.19	127.55	134.69
	<u>147.26</u>	<u>180.63</u>	<u>131.57</u>	<u>149.29</u>

18. Other liabilities

Particulars	As at 31 March 2025		As at 31 March 2024	
	Non current	Current	Non-current	Current
Statutory dues payables	-	61.37	-	36.14
Contract Liability	-	666.15	-	95.12
Other payables	-	123.70	-	81.90
Total	<u>-</u>	<u>851.22</u>	<u>-</u>	<u>213.15</u>

19. Trade payables*

Particulars	As at 31 March 2025	As at 31 March 2024
Trade payable*		
(i) Total outstanding dues of micro enterprises and small enterprises	1,871.50	1,467.67
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	12,212.56	6,235.98
Total	<u>14,084.06</u>	<u>7,703.65</u>

*Includes amounts relating to Letter of Credit issued to vendors

The Company's exposure to currency and liquidity risk related to the above financial liabilities is disclosed in Note 32.

Trade payable ageing schedule 31st March 2025

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	1,865.84	5.66	-	-	1,871.50
(ii) Others	12,185.26	17.75	5.79	3.76	12,212.57
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	<u>14,051.10</u>	<u>23.42</u>	<u>5.79</u>	<u>3.76</u>	<u>14,084.07</u>

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

Trade payable ageing schedule 31st March 2024

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	1,467.67	-	-	-	1,467.67
(ii) Others	6,207.55	13.39	7.47	7.56	6,235.98
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	<u>7,675.22</u>	<u>13.39</u>	<u>7.47</u>	<u>7.56</u>	<u>7,703.65</u>

20. Other financial liabilities

Particulars	As at 31 March 2025		As at 31 March 2024	
	Non current	Current	Non-current	Current
Interest accrued but not due on borrowings	-	32.91	-	30.44
Unclaimed dividends	-	2.91	-	-
Total	<u>-</u>	<u>35.83</u>	<u>-</u>	<u>30.44</u>

21. Current Tax Liabilities (Net)

Particulars	As at 31 March 2025	As at 31 March 2024
Provision for income tax (net)*	43.76	47.56
Total	<u>43.76</u>	<u>47.56</u>

* Provisions for Current Tax Liabilities has been calculated net of Advance Tax of Rs. 164.85 lakhs (31 March 2024 Rs. 261.88 lakhs).

22. Revenue from operations

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of products :		
Sale of finished products	65,623.65	37,159.33
Sale of traded products	3,927.14	2,171.55
Less: Cash Discount	(38.09)	(81.38)
Other operating revenue:		
Scrap sales	1,413.70	836.48
Total	<u>70,926.41</u>	<u>40,085.97</u>

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

Disaggregation revenue from contracts with customers

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Wires & Cables	65,585.50	37,021.75
Switch Gears	0.07	56.20
Copper Trading	2,589.10	1,351.14
Other Traded goods sold	1,338.04	820.40
Scrap	1,413.70	836.48
Total	70,926.41	40,085.97

Disaggregation revenue by geographical region

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Within India	70,856.97	40,085.97
Outside India	69.44	-
Total	70,926.41	40,085.97

Revenue disaggregation by timings of satisfaction of performance obligation

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
At a point in time	70,926.41	40,085.97
Over a period of time	-	-
Total	70,926.41	40,085.97

23. Other income

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest income from bank deposits	71.16	41.01
Interest income on others	68.79	15.65
Other Non-operating income	12.54	167.08
Gain on fair valuation of financial assets (net)	13.15	19.80
Total	165.64	243.53

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

24. Cost of raw material and components consumed

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Inventory at the beginning of the year	1,275.88	1,051.13
Add : Purchases during the year	58,973.87	33,273.10
Less : Inventory at the end of the year	2,332.54	1,275.88
Total	57,917.21	33,048.34

25. Purchase of traded goods

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Wires & Cables & other traded goods	1,167.40	869.71
Copper Trading	2,473.82	1,206.30
Total	3,641.22	2,076.00

26. Changes in inventory of finished goods, Work-in-progress, stock-in-trade and scrap

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Inventories at the end of the year		
Stock-in-trade	301.19	330.65
Work-in-progress	6,343.12	5,342.64
Finished goods	7,267.70	4,077.12
Scrap	218.90	160.83
Inventories at the beginning of the year		
Stock-in-trade	330.65	173.51
Work-in-progress	5,342.64	4,947.08
Finished Goods	4,077.12	2,323.43
Scrap	160.83	239.09
(Increase)/decrease in inventories		
Stock-in-trade	29.46	(157.14)
Work-in-progress	(1,000.48)	(395.56)
Finished goods	(3,190.58)	(1,753.69)
Scrap	(58.07)	78.26
Less: Obsolete stock write down	-	(1,001.65)
Changes in inventories of finished goods, work-in-progress and stock in trade	(4,219.68)	(3,229.78)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

27. Employee benefits expense

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries, wages and bonus	3,518.98	2,118.05
Contribution to provident and other funds	52.03	37.04
Termination benefits - Gratuity	33.60	28.05
Workmen and Staff welfare expenses	262.14	157.88
Total	3,866.76	2,341.02

28. Finance costs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest accretion on financial liabilities measured at amortised cost	2,049.01	1,367.78
Others:		
Interest on statutory dues	3.29	5.19
Interest paid to vendors	5.08	64.27
Interest on lease liability	105.49	-
Bank charges including loan processing expenses	460.95	344.58
Total	2,623.84	1,781.83

29. Depreciation and amortisation expense

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation of property, plant and equipment (refer note 3)	253.10	155.58
Amortisation of right of use assets	124.09	-
Amortisation of intangible assets (refer note 4)	4.74	0.64
Total	381.93	156.22

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

30. Other expenses

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Consumption of stores and spares	172.48	94.02
Consumption of packing material	1,640.99	903.99
Power and fuel	878.56	508.31
Job work charges	232.22	210.03
Lease Rent Expenses	162.56	65.48
Repairs and maintenance :		
Building repairs	27.25	33.64
Plant and machinery repairs	172.31	94.39
Other repairs	69.86	48.32
CSR Expenditure (Refer Note 53)	16.77	5.97
Rates and taxes	31.64	17.33
Vehicle Maintenance	46.60	35.14
Travelling and conveyance	200.31	164.82
Legal and professional fees	269.16	101.56
Payment to the Auditors (Refer note below)*	21.13	17.25
Insurance	32.80	32.13
Communication charges	31.53	23.44
Freight and forwarding charges (Net)	549.95	315.99
Printing & Stationery	29.45	15.72
Provision for doubtful debts	32.99	17.13
Liquidated Damages	8.35	2.50
(Reversal of impairment) / Impairment of financial assets	(0.19)	0.19
Financial Assets written off	0.19	-
Bad Debts Written off	62.01	31.17
Loss/(Gain) on disposal of property, plant and equipment	3.83	(0.02)
Miscellaneous expenses	353.34	238.38
Total	5,046.08	2,976.87

***Includes payments to auditors as follows:**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Payments to auditors		
As auditor:		
Statutory audit fee	12.08	10.50
Tax audit fee	3.45	3.00
Limited review of quarterly results	3.88	2.25
In other capacities:		
Other matters	1.73	1.50
Total	21.13	17.25

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

31. Exceptional items

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Enhanced compensation (Refer note -A)	(1,029.41)	(1,821.43)
Loss in Fire accident (Refer note -C)	33.43	-
Litigation settlements (Refer note -E)	(30.87)	
Inventory Write down (Refer note -B)	-	1,001.65
Asset balances write off (Net) (Refer note -D)	-	221.36
Total	<u>(1,026.85)</u>	<u>(598.41)</u>

Note-A

In Pursuance to an order dated March 28, 2023 passed by the Hon'ble Supreme Court of India, the Company during the year has received an enhanced compensation on September 30, 2024 amounting to Rs. 1029.41 lakhs from Haryana State Industrial and Infrastructure Development Corporation (HSIIDC) for land at Dharuhera measuring 9.25 acres acquired by Haryana Government vide notification no. 32/4/2010-4 dated 13.5.2010.

Note-B

The Company during the previous year had identified certain inventories mainly included under Work in Progress being sub-standard and not up to the standards laid down by the Company and customers. Further, inventories were identified which were obsolete owing to design changes or being rejected by customers. As a result, the Company had during the previous year, written down its inventory in line with reasons stated above to the extent of Rs. 1001.65 lakhs.

Note-C

In October 2024, the Company experienced a fire incident at its Faridabad Plant, resulting in damage to inventory, plant and machinery, and a portion of the factory building. The estimated financial impact of the loss, net of the anticipated insurance claim receivable, amounts to ₹33.43 lakhs.

Note-D

The Company during the previous year had written off old asset balances appearing under "Balance from Government Authorities" Rs.162.32 lakhs (including Sales Tax/Cenvat Balances Rs.136.40 lakhs, Excise Duty on deemed exports Rs. 22.10 lakhs, Duty Drawback Rs. 3.82 lakhs,) as the same were deemed irrecoverable by the management. Further, during the previous year Company had written off RS 59.04 Lakhs old asset balances appearing under "Advance to Vendors" and "Advances to Employees" as the same were deemed irrecoverable based on the management assessment.

Note-E

During the year, the Company concluded a legal dispute with a vendor and a customer. Pursuant to the decision of the appropriate authorities, the Company has accounted for a net settlement amount of ₹30.87 lakhs under the head "Exceptional Items" as a one-time litigation settlement.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

32. Fair value measurement and financial instruments**(a) Financial instruments – by category and fair values hierarchy**

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy.

As on 31 March 2025

Particulars	Note	Carrying value				Fair value measurement using		
		FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3
Financial assets								
Non-current								
Investments	5	4.86	-	-	4.86	4.86	-	-
Other financial assets	6	174.32	-	176.48	350.81	-	-	350.81
Current								
Trade receivables*	10	-	-	16,067.97	16,067.97	-	-	16,067.97
Cash and cash equivalents*	11	-	-	19.84	19.84	-	-	19.84
Other bank balances*	12	-	-	1,230.14	1,230.14	-	-	1,230.14
Other financial assets	6	-	-	5.36	5.36	-	-	5.36
TOTAL		179.18	-	17,499.79	17,678.97	4.86	-	17,674.12
Financial liabilities								
Non-current								
Borrowings#	16	-	-	1,243.58	1,243.58	-	-	1,243.58
Other financial liabilities*	20	-	-	-	-	-	-	-
Current								
Borrowings#	16	-	-	15,895.56	15,895.56	-	-	15,895.56
Trade payables*	19	-	-	14,084.06	14,084.06	-	-	14,084.06
Other current financial liabilities*	20	-	-	35.83	35.83	-	-	35.83
TOTAL		-	-	31,259.03	31,259.03	-	-	31,259.03

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

As on 31 March 2024

Particulars	Note	Carrying value				Fair value measurement using		
		FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3
Financial assets								
Non-current								
Investments	5	-	-	-	-	-	-	-
Other financial assets	6	105.84	-	82.90	188.74	-	-	188.74
Current								
Trade receivables*	10	-	-	9,575.60	9,575.60	-	-	9,575.60
Cash and cash equivalents*	11	-	-	140.75	140.75	-	-	140.75
Other bank balances*	12	-	-	707.09	707.09	-	-	707.09
Other financial assets	6	-	-	-	-	-	-	-
TOTAL		105.84	-	10,506.33	10,612.17	-	-	10,612.17
Financial liabilities								
Non-current								
Borrowings#	16	-	-	951.18	951.18	-	-	951.18
Other financial liabilities*	20	-	-	-	-	-	-	-
Current								
Borrowings#	16	-	-	10,361.86	10,361.86	-	-	10,361.86
Trade payables*	19	-	-	7,703.65	7,703.65	-	-	7,703.65
Other current financial liabilities*	20	-	-	30.44	30.44	-	-	30.44
TOTAL		-	-	19,047.12	19,047.12	-	-	19,047.12

Some of the Company's borrowings have been contracted at floating rates of interest, which resets at short intervals. Accordingly, the carrying value of such borrowings (including interest accrued but not due) approximates fair value.

* The carrying amounts of trade receivables, trade payables, cash and cash equivalents, bank balances other than cash and cash equivalents, other current financial assets and other current financial liabilities, approximates the fair values, due to their short-term nature. The other non-current financial assets represents bank deposits (due for maturity after twelve months from the reporting date), security deposits, Insurance claims etc., the carrying value of which approximates the fair values as on the reporting date.

There has been no transfers between Level 1, Level 2 and Level 3 for the years ended 31 March 2025 and 31 March 2024.

Valuation technique used to determine fair value

The fair values for loans were calculated based on effective interest rate method using a current lending rate.

All of the resulting fair value estimates for unlisted equity securities, where the fair values have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

Valuation processes

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the Senior Management. Discussions on valuation and results are held between the Senior Management and valuation team atleast once every quarter in line with the Company's quarterly reporting periods.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

b. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ;
- Market Risk - Foreign currency ; and
- Market Risk - Interest rate

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has authorized respective business Managers to establish the processes, who ensures that executive management controls risks through the mechanism of properly defined framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the business managers periodically to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

(i) Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the Balance Sheet

Particulars	As at 31 March 2025	As at 31 March 2024
Trade receivables	16,067.97	9,575.60
Cash and cash equivalents	19.84	140.75
Other bank balances other than cash and cash equivalents	1,230.14	707.09
Other financial assets	356.17	188.74

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks with high credit ratings. Other financial assets represents security deposits given to suppliers, insurance policies and long term term deposits with banks. The credit risk associated with such financial assets is relatively low.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Company's Management has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes market check, industry feedback, past financials and external ratings, if they are available, and in some cases bank references.

Majority of the Company's customers have been transacting with the Company from many years, and no impairment loss has been recognized against these customers. In monitoring customer credit risk, customers are reviewed according to their credit characteristics, including whether they are an individual or a legal entity, their geographic location, industry and existence of previous financial difficulties.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

As per Ind AS 109, the Company makes allowance for doubtful trade receivable using simplified approach, significant judgement is used to estimate doubtful accounts as prescribed in IND AS 109. In estimating doubtful accounts historical and anticipated customer performance are considered. Changes in the economy, industry, or specific customer conditions may require adjustments to the allowance for doubtful accounts recorded in financial statements. This is done on the basis of company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

32. b. Financial risk management (continued)

The Company's exposure to credit risk for trade receivables is as follows:

Particulars	Gross carrying amount	
	As at 31 March 2025	As at 31 March 2024
Less than 6 months	14,252.79	8,387.15
6 months -1 year	632.80	252.93
1-2 years	428.17	308.59
2-3 years	212.51	203.46
More than 3 years	640.59	489.37
	<u>16,166.86</u>	<u>9,641.50</u>

Movement in the allowance for impairment in respect of trade receivables

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	65.90	48.77
Impairment loss recognised / (reversed)	32.99	17.13
Amount written off	-	-
Balance at the end of the year	<u>98.89</u>	<u>65.90</u>

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. The Company's approach to manage liquidity is to have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed circumstances, without incurring unacceptable losses or risking damage to the Company's reputation.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under credit facilities.

Liquidity risk results from the Company's potential inability to meet the obligations associated with its financial liabilities, for example settle-ment of financial debt and paying suppliers. The Company's liquidity is managed by Company Treasury. The aim is to ensure effective liquidity management, which primarily involves obtaining sufficient committed credit facilities to ensure adequate financial resources and, to some extent, tapping a range of funding sources.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

32. b. Financial risk management (continued)

Net financial debt is used internally by Company Treasury to monitor the Company's credit resources available. Net financial debt is the Company's net interest-bearing debt, excluding interest-bearing assets, as these assets are not actively managed in relation to liquidity risk.

As 31 March 2025, net financial debt was Rs. 15,892.65 lakhs (31 March 2024: Rs. 10,454.68 Lakhs).

As 31 March 2025, the Company had total unutilised credit facilities of Rs. 185.07 lakhs (31 March 2024: Rs. 492.05 lakhs), of which Rs. Nil (31 March 2024: Rs. Nil) was non-current credit facilities. Credit resources available consist of the unutilised credit facilities, bank balances and cash and cash equivalents of Rs. 1456.05 lakhs (31 March 2024: Rs. 1350.41 lakhs).

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The contractual cash flow amounts are gross and undiscounted, and includes interest accrued but not due on borrowings.

As at 31 March 2025	Carrying amount	Contractual cash flows				Total
		Less than six months	Between six months and one year	Between one and five years	More than 5 years	
Non derivative financial liabilities						
Borrowings - term loan	1,243.58	-	-	1,243.67	-	1,243.67
Lease liabilities	1,196.73	-	-	825.40	935.29	1,760.69
Current financial liabilities						
Borrowings - (repayable on demand)	15,064.93	15,089.33	-	-	-	15,089.33
Borrowings - Current maturities of long-term borrowings	830.63	413.94	416.69	-	-	830.63
Lease liabilities	86.74	104.66	106.59	-	-	211.25
Trade payables	14,084.06	14,084.06	-	-	-	14,084.06
Interest accrued but not due on borrowings	32.91	32.91	-	-	-	32.91
	32,539.59	29,724.91	523.28	2,069.07	935.29	33,252.55

As at 31 March 2024	Carrying amount	Contractual cash flows				Total
		Less than six months	Between six months and one year	Between one and five years	More than 5 years	
Non derivative financial liabilities						
Borrowings - term loan	951.18	-	-	951.18	-	951.18
Lease liabilities	-	-	-	-	-	-
Current financial liabilities						
Borrowings - (repayable on demand)	10,361.86	10,361.86	-	-	-	10,361.86
Borrowings - Current maturities of long-term borrowings	-	-	-	-	-	-
Lease liabilities	-	-	-	-	-	-
Trade payables	7,703.65	7,703.65	-	-	-	7,703.65
Interest accrued but not due on borrowings	30.44	30.44	-	-	-	30.44
	19,047.12	18,095.94	-	951.18	-	19,047.12

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

Financial risk management (continued)

The inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity.

(iii) Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk namely: currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

A. Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's borrowings with floating interest rates.

Exposure to interest rate risk

The Company's interest rate risk arises majorly from the term loan carrying floating rate of interest. These obligations exposes the Company to cash flow interest rate risk. The exposure of the Company's borrowing to interest rate changes as reported to the management at the end of the reporting period are as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Fixed rate liabilities		
Borrowings		
Effect of interest rate swaps	-	-
Total (a)	-	-
Variable rate liabilities		
Borrowings	17,139.14	11,313.04
Effect of interest rate swaps	-	-
Total (b)	17,139.14	11,313.04
Total (a+b)	17,139.14	11,313.04

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below.

	For the year ended 31 March 2025	For the year ended 31 March 2024
Statement of Profit & Loss		
-100 bps increase	(171.39)	(113.13)
-100 bps decrease	171.39	113.13
Equity, net of tax		
-100 bps increase	(128.26)	(84.66)
-100 bps decrease	128.26	84.66

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

B. Currency risk

Currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows. Exposure arises primarily due to exchange rate fluctuations between the functional currency and other currencies from the Company's operating, investing and financing activities.

Exposure to foreign currency risk

The summary of quantitative data about the Company's exposure to currency risk, as expressed in Indian Rupees, are as below:

Particulars	As at 31 March 2025	As at 31 March 2024
Financial assets		
Trade receivables (USD)	48.93	-
Financial liabilities		
Trade payables (USD)	59.79	-
Net exposure to foreign currency (USD) risk	(10.86)	-

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against below currencies at 31 March 2025 and 31 March 2024 would have affected the measurement of financial instruments denominated in foreign currency and affected Statement of Profit and Loss by the amounts shown below. This analysis is performed on foreign currency denominated monetary financial assets and financial liabilities outstanding as at the year end. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars	As at 31 March 2025	As at 31 March 2024
USD Sensivity (Impact on profit before tax)		
1% depreciation in Indian Rupees	(0.11)	-
1% appreciation in Indian Rupees	0.11	-
USD Sensivity (Impact on profit post tax)		
1% depreciation in Indian Rupees	(0.08)	-
1% appreciation in Indian Rupees	0.08	-

USD: United States Dollar.

Capital Management

The primary objective of the management of the Company's capital structure is to maintain an efficient mix of debt and equity in order to achieve a low cost of capital, while taking into account the desirability of retaining financial flexibility to pursue business opportunities and adequate access to liquidity to mitigate the effect of unforeseen events on cash flows. Management also monitors the return on equity.

The Board of directors regularly review the Company's capital structure in light of the economic conditions, business strategies and future commitments.

For the purpose of the Company's capital management, capital includes issued share capital, securites premium and all other equity reserves. Debt includes term loan.

During the financial year ended 31 March 2025, no significant changes were made in the objectives, policies or processes relating to the management of the Company's capital structure.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

Debt equity ratio:

Particulars	As at 31 March 2025	As at 31 March 2024
Long-term borrowings	1,243.58	951.18
Short-term borrowings	15,895.56	10,361.86
Adjusted net debt (A)	17,139.14	11,313.04
Equity share capital	864.00	864.00
Other equity	8,181.20	6,268.91
Total Equity (B)	9,045.20	7,132.91
Debt equity ratio (C = A/B)	1.89	1.59

Return on equity:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Profit after tax	2,041.89	1,461.50
Equity share capital	864.00	864.00
Other equity	8,181.20	6,268.91
Total equity	9,045.20	7,132.91
Return on equity Ratio (%)	22.57%	20.49%

33. Segment reporting**A. Basis for Segment reporting****Factors used to identify the entity's reportable segments, including the basis of organisation**

The company is engaged in manufacturing of Wire, cable and Switchgears. Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments. The CODM has determined only one operating segment.

Geographical Segme

The geographical segment have been identified on the basis of the location of customers. The total market of the Company can be segregated into domestic and overseas market.

The distribution of the Company's consolidated Sales (Gross) by geographical location of customers is as follows:-

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Domestic market	70,856.97	40,085.97
Overseas market	69.44	-
Total	70,926.41	40,085.97

The following table shows the carrying amount of trade receivable by geographical market.

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Domestic market	16,019.04	9,575.60
Overseas market	48.93	-
Total	16,067.97	9,575.60

The Company has common fixed assets in India for producing goods/providing services to domestic as well as overseas markets. Hence, separate figures for fixed assets/additions to fixed assets have not been furnished.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

34. Disclosures under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

Dues to micro and small enterprises - As per Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED' Act). This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

Particulars		As at 31 March 2025	As at 31 March 2024
1	The principal amount and interest due thereon remaining unpaid to any supplier as at the end of accounting year.		
	- Principal amount	1,866.42	1,467.25
	- Interest thereon	5.08	0.42
2	The amount of interest paid by the buyer in terms of Section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year.	-	-
3	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	-	-
4	The amount of interest accrued and remaining unpaid at the end of each accounting year, and	5.08	0.42
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	-	-

35. Employee benefit obligations

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current		
Leave obligations (i)	17.21	14.60
Gratuity (ii)	130.05	127.55
Total non-current employee benefit obligations	147.26	142.15
Current		
Leave obligations (i)	11.44	4.02
Gratuity (ii)	169.19	134.69
Total current employee benefit obligations	180.63	138.70

(i) Leave obligations

The leave obligations cover the Company's liability of earned leave.

The amount of the provision of Rs. 11.44 lakhs (March 31, 2024: Rs. 4.02 lakhs) is presented as current since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to take full amount of accrued leave or require payment within the next 12 months.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

(ii) Post-employment obligations (Gratuity)

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. The employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement / termination is the employee's last drawn basic salary per month computed proportionately for 15 days' salary multiplied with the number of years of service. The gratuity plan is a partly funded plan and the Company makes contributions to recognised funds in India. The Company does not fully fund the liability.

(iii) Defined contribution plans

The Company also has certain defined contribution plans. Contributions are made to provident fund and employee's state insurance scheme for employees as per regulations. The contributions are made to registered funds administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual or any constructive obligation.

Balance sheet amounts - Gratuity

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Particulars	Present value of obligation	Fair value of plan assets	Net amount
April 1, 2024	262.36	-0.13	262.23
Current service cost	19.56	-	19.56
Interest expense/ (income)	14.05	-	14.05
Total amount recognised in profit or loss	33.61	-	33.61
<i>Remeasurements</i>			
Return on plan assets, excluding amounts included in interest expense/ (income)	-	(0.01)	(0.01)
(Gain)/loss from change in financial assumptions	16.77	-	16.77
Experience (gains)/losses	(4.60)	-	(4.60)
Total amount recognised in other comprehensive income	12.18	(0.01)	12.17
Employer contributions	-	-	-
Benefit payments	(8.78)	-	(8.78)
March 31, 2025	299.36	(0.14)	299.23

The net liability disclosed above relates to funded plan as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Present value of funded obligation	299.36	262.36
Fair value of plan assets	(0.14)	(0.13)
Deficit of funded plan	299.23	262.23
Unfunded plans	-	-
Deficit of gratuity plan	299.23	262.23

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

(iv) Post employment benefits (gratuity)

The significant actuarial assumptions were as follows:

Particulars	31 March 2025	31 March 2024
Discount rate	6.54%	7.21%
Salary growth rate	5.50%	Ist year 3.5% IInd year 5% thereafter 5%
Mortality rate	Published rates under Indian Assured Lives Mortality (2012-14) ultimate table	

(v) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

(i) Changes in defined benefit obligation due to 1% increase / decrease in discount rate

Particulars	31 March 2025	31 March 2024
a) Defined benefit obligation	299.36	262.36
b) Defined benefit obligation at 1% increase in discount rate	294.75	252.38
c) Defined benefit obligation at 1% decrease in discount rate	304.26	274.02
d) Decrease in defined benefit obligation due to 1% increase in discount rate (a-b)	4.61	9.85
e) Increase in defined benefit obligation due to 1% decrease in discount rate (c-a)	4.90	11.78

(ii) Changes in defined benefit obligation due to 1% increase / decrease in salary growth rate

Particulars	31 March 2025	31 March 2024
a) Defined benefit obligation	299.36	262.24
b) Defined benefit obligation at 1% increase in salary growth rate	304.26	274.17
c) Defined benefit obligation at 1% decrease in salary growth rate	294.66	252.09
d) Increase in defined benefit obligation due to 1% increase in salary growth rate (b-a)	4.90	11.93
e) Decrease in defined benefit obligation due to 1% decrease in salary growth rate (a-c)	4.70	10.15

(iii) Changes in defined benefit obligation due to 1% increase/decrease in mortality rate, is negligible.

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumption the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

(vi) The major categories of plan assets are as follows:

Particulars	March 31, 2025		March 31, 2024	
	Unquoted	in %	Unquoted	in %
Investment funds				
Plan assets with recognised gratuity trust which has taken a gratuity policy with the Life Insurance Corporation of India (LIC)	0.14	100%	0.13	100%
Total	0.14	100%	0.13	100%

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

(vii) Risk exposure

Through its defined benefit plan, the Company is exposed to a number of risks, the most significant of which are defined below:

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to yield on government bonds. If plan liability is funded and return on plan assets is lower than yield on the government bonds, it will create a plan deficit.
Interest risk (discount rate risk)	A decrease in the bond interest rate (discount rate) will increase the plan liability.
Mortality risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. The mortality table used for the purpose is Indian Assured Lives Mortality (2012-14) ultimate table published by the Institute of Actuaries of India. A change in mortality rate will have a bearing on the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

The Company ensures that investment positions are managed within an asset/liability matching (ALM) framework that has been developed to achieve long term investments that are in line with the obligations under employee benefit plans. Within this framework, the Company's ALM objective is to match assets to the Gratuity obligations by investing in Plan assets with recognised gratuity trust which has taken a gratuity policy with the Life Insurance Corporation of India (LIC) with maturities that match the benefit payments as they fall due.

The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Company has not changed the processes to manage its risk from previous periods.

The Company believes the LIC policy offers reasonable returns over the long-term with an acceptable level of risk.

The plan asset mix is in compliance with the requirements of the local regulations.

(viii) Defined benefit liability and employer contributions

The Company has agreed that it will aim to eliminate the deficit in defined benefit gratuity plan over the coming years. Funding levels are monitored on an annual basis and the current agreed contribution rate as advised by the LIC. The Company considers that the contribution rates set at the last valuation date are sufficient to eliminate the deficit over the coming years and that regular contributions, which are based on service costs, will not increase significantly.

The expected maturity analysis of gratuity is as follows:

Maturity Profile of Defined Benefit Obligation	31 March 2025	31 March 2024
Year 1	169.33	128.55
Year 2	37.15	3.56
Year 3	30.71	7.14
Year 4	48.98	8.92
Year 5	12.56	80.25
Years 6 to 10	29.12	29.28
Above 10 years	9.84	160.82

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

36. Leases**Company as lessee**

The Company leases manufacturing facility, warehouse and office spaces. The leases typically run with an option to renew the lease on mutual consent of both the parties.

Information about leases for which the company is a lessee is presented below:

(i) Right-of-use assets

Particulars	Manufacturing facility & Warehouse
Balance as at April 01, 2023	-
Additions during the year	-
Amortisation charged during the year	-
Balance as at March 31, 2024	-
Additions during the year	1,366.78
Amortisation charged during the year	124.09
Balance as at March 31, 2025	1,242.69

(ii) Amount recognised in statement of profit and loss

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest expense on lease liabilities	105.49	-
Amortisation charged during the year	124.09	-
Expense relating to short term and low value leases	162.56	65.48

(iii) Amount recognised in statement of cash flows

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Total Cash outflows for leases	160.94	-

(iv) Movement in lease liabilities

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Balance as at April 01, 2024	-	-
Additions	1,338.92	-
Interest cost accrued during the year	105.49	-
Payment of lease liabilities and finance cost during the year	160.94	-
Termination of lease during the year	-	-
Balance as at March 31, 2025	1,283.47	-

(v) Maturity analysis of lease liabilities

Commitments for minimum undiscounted lease payments in relation to non-cancellable operating leases are payable as follows:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Within one year	211.25	-
Later than one year but not later than five years	825.40	-
Later than five years	955.85	-

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

(vi) Break up of Current and Non- Current lease liabilities

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Current lease liabilities	86.74	-
Non-Current lease liabilities	1,196.73	-

37. Disclosure of Related parties/ Related parties transactions :**a) List of Related Parties and relationships**

- i) Enterprises having Significant influence of KMP's
- Delton International Ltd.
 - Vishranti Trading Enterprises Ltd.
 - Saneh Industrial Investments Ltd.
 - B & M Trading & Investment Company Ltd.
 - Delton Cable Company
 - Viga Trade Solutions Pvt.Ltd.
 - Ram Kumar Gupta & Sons Limited
 - Allied Promoters Ltd.
 - SIV India Pvt. Ltd
 - Inkit Solution Pvt. Ltd.
- ii) Key Management Personnel
- Mr. V.K. Gupta - Chairman
 - Mr. Vivek Gupta - Managing Director
 - Ms. Shalini Gupta - Director
 - Mr. Shashi Kumar Sharma - Director
 - Mr. Atul Aggarwal - Independent Director
 - Mr. Abhishek Poddar - Independent Director
 - Mr. Amit Ramani - Independent Director (from 09th August, 2024)
 - Mr. Gagan Sinha - Independent Director (from 09th August, 2024)
 - Ms. Sangeeta Tandon - CFO
 - Mr. Jitender Kumar, Company Secretary (from 02nd December, 2024)
 - Mr. Vikas Rawat, Company Secretary (till 25th September, 2024)
 - Mr. Achintya Karati, Independent Director (till 25th September, 2024)
 - Mr. Vijay Kumar Goel, Independent Director (till 25th September, 2024)
- iii) Close member of Key Management Personnel
- Ms. Sherya Gupta (Daughter of Mr. Vivek Gupta, MD)
 - Ms. Isha Gupta (Daughter of Mr. Vivek Gupta, MD)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

b) Transactions during the year with related party

Particulars	Name of Related Party	For the year ended 31 March 2025	For the year ended 31 March 2024
Lease Rent Received			
Enterprises having Significant influence of KMP's	Delton Cables Company	2.40	2.40
Loan Received			
Enterprises having Significant influence of KMP's	Delton International Ltd.	-	32.95
	Vishranti Trading Enterprises Ltd.	-	29.47
	B & M Trading & Investment Company Ltd.	-	49.37
	SIV India Pvt. Ltd	-	14.12
	Ram Kumar Gupta & Sons Limited	-	12.86
Loan Repaid			
Enterprises having Significant influence of KMP's	Delton International Ltd.	-	32.95
	Vishranti Trading Enterprises Ltd.	-	29.47
	B & M Trading & Investment Company Ltd.	-	49.37
	SIV India Pvt. Ltd	-	14.12
	Ram Kumar Gupta & Sons Limited	-	12.86
Key Management Personnel	V K Gupta	-	26.70
Salaries & other benefits*			
Key Management Personnel	V K Gupta	81.78	68.38
	Vivek Gupta	74.41	62.35
	Vikas Rawat	6.65	12.50
	Jitender Kumar	9.75	-
	Sangeeta Tandon	30.65	30.18
	Shashi Sharma	17.35	13.58
Close members of KMP	Isha Gupta	33.24	24.96
	Shriya Gupta	32.82	25.60
*Provision for leave encashment and post-retirement benefit to KMPs have been made on the basis of actuarial valuation and are in addition to the above given compensation.			
Directors sitting fees			
Key Management Personnel	Abhishek Poddar	1.35	1.35
	Achintya Karati	0.79	1.76
	Atul Aggarwal	1.43	1.09
	Shalini Gupta	1.20	1.35
	Amit Ramani	0.90	-
	Gagan Sinha	1.01	-
Interest Paid on Loan			
Enterprises having Significant influence of KMP's	Delton International Ltd.	-	2.50
	Vishranti Trading Enterprises Ltd.	-	2.24
	B & M Trading & Investment Company Ltd.	-	3.75
	SIV India Pvt. Ltd	-	1.07
	Ram Kumar Gupta & Sons Limited	-	0.98

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

Particulars	Name of Related Party	For the year ended 31 March 2025	For the year ended 31 March 2024
Expenses incurred on behalf of related parties			
Enterprises having Significant influence of KMP's	Delton Cable Company	2.86	15.21
	Delton International Ltd.	6.21	1.37
	Vishranti Trading Enterprises Ltd.	13.77	2.85
	Saneh Industrial Investments Ltd.	9.78	4.81
	B & M Trading & Investment Company Ltd.	2.19	2.51
	Ram Kumar Gupta & Sons Limited	2.51	1.52
	SIV India Pvt. Ltd	3.26	1.99
	Viga Trade Solutions Pvt.Ltd.	5.23	3.62
Key Managerial Personnel	Vivek Gupta	24.40	-
	Shalini Gupta	5.83	7.13
	VK Gupta	3.50	-
Close members of KMP	Shriya Gupta	0.01	0.08
	Isha Gupta	4.16	1.37
Amounts Received Back against expenses incurred on behalf of related parties			
Enterprises having Significant influence of KMP's	Delton Cable Company	-	15.21
	Delton International Ltd.	6.21	1.37
	Vishranti Trading Enterprises Ltd.	13.77	2.85
	Saneh Industrial Investments Ltd.	-	4.81
	B & M Trading & Investment Company Ltd.	2.19	2.51
	Ram Kumar Gupta & Sons Limited	2.51	1.52
	SIV India Pvt. Ltd	3.26	1.99
	Viga Trade Solutions Pvt.Ltd.	-	3.62
Key Managerial Personnel	Vivek Gupta	24.40	8.21
	Shalini Gupta	5.83	-
Close Members of KMP	Shriya Gupta	0.01	1.37
	Isha Gupta	4.16	0.08
Lease Rent Paid			
Enterprises having Significant influence of KMP's	Delton Cable Company	24.00	24.00
Key Managerial Personnel	Vijendra Kumar Gupta	24.00	24.00
Final Dividend paid			
Enterprises having Significant influence of KMP's	Ram Kumar Gupta & Sons Limited	5.33	-
	Delton International Ltd.	6.03	-
	Vishranti Trading Enterprises Ltd.	42.08	-
	Saneh Industrial Investments Ltd.	4.10	-
	B & M Trading & Investment Company Ltd.	4.25	-
Key Managerial Personnel	Vivek Gupta	4.40	-
	Shalini Gupta	4.17	-
	VK Gupta	12.12	-
Close Members of KMP	Shriya Gupta	0.45	-

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

c) Outstanding balances with Related parties

Particulars	Name of Related Party	As at 31 March 2025	As at 31 March 2024
Balance payable			
Key Management Personnel	V K Gupta	4.29	-
Enterprises having Significant influence of KMP's	Delton Cables Company	1.30	5.38
Balance Receivable			
Enterprises having Significant influence of KMP's	Saneh Industrial Investments Ltd.	9.78	-
	Viga Trade Solutions Pvt.Ltd.	5.23	-
Security Deposit Given			
Enterprises having Significant influence of KMP's	Delton Cable Company	28.00	28.00

38. Capital and other commitments

Particulars	As at 31 March 2025	As at 31 March 2024
Estimated amount of contracts remaining to be executed on capital account and not provided for	171.31	38.97

39. Contingent liabilities

Claims / show cause notices against the Company disputed by the Company not acknowledged as debt:

Particulars	As at 31 March 2025	As at 31 March 2024
(a) Income tax matters	125.73	124.22
(b) Civil Suits	12.11	35.80
(c) Guarantee issued by Banks (net of margin)*	5,873.43	770.09
(d) Export obligation	44.85	44.85
Total	6,056.11	974.95

The guarantees have been given in the ordinary course of business and the obligations are expected to be discharged accordingly and no liability is anticipated in these respects.

In respect of the above claims, notices and obligation against the Company which have arisen in the ordinary course of business, all available legal steps have been taken to protect the Company's interest. Based on the status of these cases and as advised by Company's advisors, wherever applicable, the management believes that the Company has strong chance of success and the existing provision would be sufficient to meet the liability if any arises on the Company.

40. Contingent Assets

The Company had initiated legal proceedings before the Hon'ble District Court, Rewari, the Hon'ble High Court of Punjab and Haryana, and the Hon'ble Supreme Court of India seeking enhanced compensation for 9.25 acres of land acquired by the Haryana State Industrial & Infrastructure Development Corporation (HSIIDC) in prior years. Pursuant to the Hon'ble Supreme Court's judgment dated August 23, 2023, the compensation was revised and the Company received ₹1,029.41 lakh through execution proceedings before the District Court, Rewari, towards the enhanced compensation in the current year on September 30, 2024.

The Company has initiated further legal proceedings for rectification of the interest calculation and anticipates an additional receivable of approximately ₹625 lakhs, subject to final adjudication. This amount has been treated as a contingent asset in line with applicable accounting principles.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

41. The Company has established a comprehensive system of maintenance of information and documents that are required by the transfer pricing legislation under section 92-92F of the Income Tax Act, 1961.

42. The computation of basic/diluted earnings / (loss) per share is set out below:

Particulars		For the year ended 31 March 2025	For the year ended 31 March 2024
(a)	Basic earnings per share		
	From continuing operations	23.74	16.96
(b)	Diluted earnings per share		
	From continuing operations	23.74	16.96
(c)	Reconciliation of earnings used in calculating earnings per share		
	Basic and Diluted earning per share		
	Profit used in calculating basic/diluted earnings per share		
	From continuing operations	2,051.00	1,465.65
(d)	Weighted average number of shares used as the denominator		
	Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share	86.40	86.40

43. **Impairment of Non-Financial Assets**

All significant assets and cash generating unit were tested for impairment. The recoverable amount of significant assets and cash generating units was found higher than the carrying value. No impairment was identified.

44. **Value of Imports calculated on CIF Basis (accrual basis)**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Raw materials and components	167.72	-
Import of Machinery	114.83	-
Total	282.55	-

45. **Earnings in Foreign Currency (accrual basis)**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Exports at F.O.B value	69.44	-
Total	69.44	-

46. **Expenditure in Foreign Currency (accrual basis)**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Travelling	44.41	21.42
Software Expenses	0.25	0.39
Membership Fees	2.68	2.12
Total	47.33	23.93

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

47. Significant Ratio

Particulars	Numerator	Denominator	For the year ended 31 March 2024	For the year ended 31 March 2023	% Variance	Reason for variance (where variance is more than 25%)
(a) Current ratio	Current Assets	Current Liabilities	1.17	1.26	-7.17%	-
(b) Debt-Equity Ratio	Total Borrowings	Total equity	1.89	1.59	19.17%	-
(c.) Debt service coverage ratio	Earn available for debt service*	Debt Services**	1.93	2.82	-31.52%	The decline in the ratio is attributable to an increase in borrowings and associated finance costs during the year, driven by expansion in production capacities and overall growth in business operations.
(d) Return on Equity ratio	Total Comprehensive Income	Total equity	0.23	0.20	12.87%	-
(e.) Inventory turnover ratio	Cost of Goods Sold	Average Inventory	4.35	3.37	29.04%	The increase is primarily due to enhanced inventory planning and control mechanisms implemented during the year, leading to more efficient stock rotation and reduced average inventory holding periods.
(f) Trade receivable turnover ratio	Net Credit Sales	Average trade receivable	5.42	5.33	1.72%	-
(g) Trade payable turnover ratio	Net credit purchases	Average trade payables	5.75	5.77	-0.39%	-
(h) Net Capital turnover ratio	Net Sales	Working Capital	13.41	8.43	59.11%	The increase is due to higher sales volumes coupled with better utilization and management of working capital, reflecting operational efficiencies and economies of scale.
(i) Net Profit ratio	Profit for the year (after tax)	Net Sales	0.03	0.04	-27.71%	Variation is attributable to a combination of factors, including changes in input costs, operational expenses, and other business-related expenditures including costs relating to expansion of production capacities during the year.
(j) Return on Capital employed	Earning before interest and tax	Capital employed***	0.21	0.19	10.26%	-

* Profit for the year (after current tax) + Depreciation and amortisation expense + Finance Cost

** Finance Costs and borrowing repayment obligations

*** Includes Shareholder's Funds and Total Debt less Intangible Assets

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

48. The Company has working capital limits sanctioned from banks on the basis of security of current assets. The Company has filed quarterly statements with the banks which are in agreement with the books of accounts other than those set out below:

FY 2023-24

Quarter	Name of Bank	Particulars of Securites Provided	Amount as per books of accounts*	Amount reported in the quarterly statement*	Amount of difference	% of difference	Reasons for discrepancies
Quarter ended June 30, 2024	Bank Consortium consisting of Canara Bank (Lead Bank), and Indian Bank	Secured by pari passu charge under consortium arrangement by way of first charge on whole of movable properties, excluding such movable which has been permitted by the banks and including inventories & book debts of the company & equitable mortgage created on the properties at 17/4, Mathura Road, Faridabad & personal guarantee of the directors.	8,983.80	8,854.35	129.45	1.46%	As informed by the Management, the discrepancy is on the account of the details being submitted on the basis of the provisional books/financial statements. Adjustments pertaining to cutoffs, LC discounting etc are done only on finalization of books of accounts/ financial statements.
Quarter ended September 30, 2024			9,912.12	9,478.16	433.96	4.58%	
Quarter ended December 31, 2024			10,332.35	10,764.98	(432.63)	-4.02%	
Quarter ended March 31, 2025			12,170.84	11,868.99	301.85	2.54%	

Calculated as trade debtors + Inventories net off trade creditors, LC discounting and raw material financing against Bank Guarantees.

FY 2023-24

Quarter	Name of Bank	Particulars of Securites Provided	Amount as per books of accounts*	Amount reported in the quarterly statement*	Amount of difference	% of difference	Reasons for discrepancies
Quarter ended June 30, 2023	Bank Consortium consisting of Canara Bank (Lead Bank), and Indian Bank	Secured by pari passu charge under consortium arrangement by way of first charge on whole of movable properties, excluding such movable which has been permitted by the banks and including inventories & book debts of the company & equitable mortgage created on the properties at 17/4, Mathura Road, Faridabad & personal guarantee of the directors.	7,787.30	7,762.42	24.88	0.32%	As informed by the Management, the discrepancy is on the account of the details being submitted on the basis of the provisional books /financial statements. Adjustments pertaining to cutoffs, LC discounting etc are done only on finalization of books of accounts/ financial statements.
Quarter ended September 30, 2023			8,772.86	8,398.70	374.16	4.26%	
Quarter ended December 31, 2023			8,354.10	8,207.12	146.98	1.76%	
Quarter ended March 31, 2024			8,747.27	8,659.94	87.32	1.00%	

Calculated as trade debtors + Inventories net off trade creditors, LC discounting and raw material financing against Bank Guarantees.

49. The Company has not traded or invested in Crypto currency or Virtual Currency during the year ended 31 March 2025 and 31 March 2024.
50. There are no charges or satisfaction yet to be registered with ROC beyond the statutory period except as follows:

Particulars	Amount in Lakhs
A charge on the immovable property created on June 28, 1975 for loan from Mercantile Bank Limited. There is no amount outstanding against the said loan in the financial statements. The Company is striving to get the charge satisfied with the competent authorities.	30.00

51. There are no undisclosed incomes that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
52. The Company does not have any balances or any transaction during the year with Companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956:

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(Rupees in lakhs, except for share data and if otherwise stated)

53. In terms of Section 135 of The Companies Act, 2013, the Company is required to constitute a corporate social responsibility (CSR) Committee of the Board of Directors and the Company has to spend 2% of the average net profits of the Company's three immediately preceding financial year calculated as per section 198 of the Companies Act 2013.

Details of gross amount required to be spent on CSR activities by the Company is as under :

Particulars	FY 2024-25	FY 2023-24
Amount required to be spent by the company during the year	16.76	5.97
Amount of expenditure incurred	21.34	5.97
(Excess)/ Shortfall at the end of the year	(4.58)	-
Total of previous years shortfall	Nil	Nil
Excess carried forward (Pre-Spent CSR) *	4.58	-

* The Company has incurred an excess CSR expenditure of ₹4.58 lakhs during the financial year 2024-25, which is eligible to be set off against the CSR obligation of the succeeding financial years in accordance with the provisions of Section 135(5) of the Companies Act, 2013 and Rule 7(3) of the Companies (CSR Policy) Rules, 2014, as amended. The said excess shall be adjusted against the CSR obligation of FY 2025-26 or subsequent financial years within the permissible period of three years.

Amount spent during the year ending on 31st March 2025:

Particulars	In Cash	Yet To Paid	TOTAL
i. Construction/ acquisition of any assets	-	-	-
ii. On purpose other than (i) above	21.34	-	21.34

Amount spent during the year ending on 31st March 2024:

Particulars	In Cash	Yet To Paid	TOTAL
i. Construction/ acquisition of any assets	-	-	-
ii. On purpose other than (i) above	5.97	-	5.97

Details related to spent/ Unspent obligation

Particulars	FY 2024-25	FY 2023-24
i. Contribution to public trust	-	-
ii. Contribution to charitable trust	5.00	5.97
iii. Renovation or development of public infrastructure under environmental sustainability	16.34	-
iv. Unspent amount in relation to:	-	-
- ongoing project	-	-
- other than ongoing project	-	-

54. Previous year's figures have been rearranged, where necessary, to conform to the current year's classification.

As per our report of even date attached

For Bansal & Co LLP

Chartered Accountants

ICAI Firm Registration No.: 001113N/N500079

For and on behalf of the Board of Directors

Delton Cables Limited

Sd/-

Siddharth Bansal

Partner

Membership No. 518004

Place : New Delhi

Date : May 30, 2025

Sd/-

(V.K. Gupta)

Chairman

DIN No: 00036210

Sd/-

(Sangeeta Tondon)

Chief Financial Officer

Sd/-

(Vivek Gupta)

Managing Director

DIN No: 00035916

Sd/-

(Jitender Kumar)

Company Secretary

Membership Number: 30349

If undelivered please return to:

DELTON CABLES LIMITED

“Delton House”

4801, Bharat Ram Road, 24,

Daryaganj, New Delhi - 110002 (INDIA)