

## NOTICE

**NOTICE** is hereby given that the 60<sup>th</sup> 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](http://www.deltoncables.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://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](http://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 [officespranjan@gmail.com](mailto:officespranjan@gmail.com) with a copy to [helpdesk.evoting@cdslindia.com](mailto: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](http://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](mailto: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](http://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](http://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](http://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.delfoncables.com](http://www.delfoncables.com) and on the website of CDSL [www.evotingindia.co.in](http://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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/ Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 &amp; voting during the meeting.</li> </ol>
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Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.
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**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 2109911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (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](http://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](mailto: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](mailto: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](mailto: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](mailto: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](mailto: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 Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto: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 an 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	<b>Sterling Tools Limited:</b> 1. <b>Audit Committee</b> -Member 2. <b>Stakeholder Relationship Committee</b> -Member 3. <b>Risk Management Committee</b> -Member  <b>Ester Industries Limited:</b> 1. <b>Audit Committee</b> -Member 2. <b>Nomination &amp; Remuneration Committee</b> -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	<b>Globus Spirits Limited:</b> 1. <b>Audit Committee</b> -Member 2. <b>Nomination &amp; Remuneration Committee</b> -Member 3. <b>Stakeholder Relationship Committee</b> -Member 4. <b>Corporate Social Responsibility Committee</b> -Member	NA



***Delton Cables Limited***

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/10312000000007846.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](mailto: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](mailto: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 border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-25</th> <th>FY 2023-24</th> </tr> </thead> <tbody> <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> </tbody> </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.	<b>Name of the Director</b>	<b>Mr. Vijendra Kumar Gupta</b> <b>Mr. Vivek Gupta</b> <b>Mr. Ankit Arora</b>
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.      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**