



Annual Report
2011-12

THE BOARD OF DIRECTORS

| | |
|-----------------------|---------------------|
| Mr. Jaydev Mody | Chairman |
| Dr. Ram Shroff | |
| Ms. Urvi Piramal | |
| Capt. Ratnakar Barick | Whole-Time Director |
| Mr. Mahesh Gupta | |
| Mr. Rajesh Jaggi | |
| Mr. Javed Tapia | |
| Ms. Ambika Kothari | |
| Dr. Vrajesh Udani | |

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Snehal Oak

REGISTERED OFFICE

B-87, MIDC, Ambad,
Nasik - 422 010, Maharashtra.

PLANT LOCATION

B-87, MIDC, Ambad,
Nasik - 422 010, Maharashtra.

STATUTORY AUDITORS

M/s. Amit Desai & Co
Chartered Accountants

BANKERS

The Ratnakar Bank Limited
HDFC Bank Limited

SHARE TRANSFER AGENTS

Freedom Registry Limited
Plot No. 101/102, MIDC, 19th Street,
Satpur, Nasik - 422 007, Maharashtra.
Phone : (0253) 2354032
Facsimile : (0253) 2351126
e-mail : support@freedomregistry.in

SHARES LISTED ON

Bombay Stock Exchange Limited
National Stock Exchange of India Limited

| CONTENTS | Page |
|--|------|
| Notice | 1 |
| Directors' Report | 7 |
| Management Discussions and Analysis Report | 14 |
| Corporate Governance Report | 18 |
| Auditors' Report | 35 |
| Balance Sheet | 38 |
| Profit and Loss Account | 39 |
| Cash Flow Statement | 40 |
| Schedules | 42 |
| Consolidated Financial Statements | 63 |
| Attendance Slip & Proxy Form | 89 |

NOTICE

Notice is hereby given that the 30th Annual General Meeting of Members of Delta Magnets Limited will be held on Monday, 24th September 2012 at 3.00 p.m. at The Gateway Hotel, Ambad, Nasik - 422 010, Maharashtra, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2012 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Javed Tapia, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Rajesh Jaggi, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint auditors and to fix their remuneration.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ONLY ON A POLL AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. In terms of the Articles of Association of the Company, read with Section 256 of the Companies Act, 1956, Mr. Javed Tapia and Mr. Rajesh Jaggi, Directors, retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment. The Board of Directors of the Company recommends their respective re-appointments.
4. Brief resume of the Directors proposed to be re - appointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are attached as Annexure to this notice.
5. Members are requested to bring their attendance slip duly completed and signed along with their copy of annual report to the Meeting.
6. 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.
7. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 18th September, 2012 to Monday, 24th September, 2012 (both days inclusive).
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Share Transfer Agents (STA) of the Company, for assistance in this regard.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address, email ID or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company / STA.
10. Non-Resident Indian Members are requested to inform STA of the Company, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

-
11. Members may please note that, Securities and Exchange Board of India (SEBI) has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also mandated that for securities market transactions and off market/private transactions involving transfer of shares in physical form, it shall be necessary for the transferee(s) to furnish copy of PAN card to the Company/STA for registration of such transfer of shares.

Members may please note that, SEBI has also made it mandatory for submission of PAN in the following cases viz., (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

12. In order to render better and efficient services, we request you to consolidate the multiple folios which are in the same names and in identical order. Consolidation of folios does not amount to transfer of shares and therefore no stamp duty or other expenses are payable by you. In case you decide to consolidate your folios, you are requested to forward your share certificates to the STA of the Company at their Nashik address.
13. To prevent fraudulent transactions, we urge the members to exercise due diligence and notify the Company of any change in address/stay in abroad or demise of any shareholder as soon as possible. Members are requested not to leave their demat account dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
14. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company at least 10 days before the Annual General Meeting, so that the same can be suitably replied.
15. The Ministry of Corporate Affairs (MCA), has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing paperless compliances by companies through electronic mode. Accordingly companies are now allowed to send various notices /Annual Reports / documents to its members through electronic mode to those shareholders whose email ids are registered with the respective Depository Participants and downloaded from the depositories viz. National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).

SEBI in line with the aforesaid MCA circulars allowed supply of soft copies of full annual reports to those members of the Company, who have registered their email addresses for the purpose, by way of amending the Clause 32 of the Equity Listing Agreement vide its Circular No. CIR/CFD/DIL/7/2011 dated 5th October, 2011.

Further, in terms of the Circular No. NSDL/CIR/II/10/2012 dated 9th March, 2012 issued by NSDL, email addresses made available by the Depository as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be members registered email address for serving notices/documents including those covered under Section 219 of the Companies Act, 1956 read with Section 53 of the Companies Act, 1956.

In light of the above, soft copy of the Annual Report for the year ended 31st March, 2012 has been sent to all the members whose email address is registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Members of the Company are requested to support this green initiative by registering / updating their email addresses, in respect of shares held in dematerialized form with their respective DP and in respect of shares held in physical form with STA of the Company, M/s. Freedom Registry Limited. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, by post/courier free of cost. The Annual Report of the Company will also be displayed on the website of the Company.

By Order of the Board of Directors,

SNEHAL OAK
Company Secretary

Mumbai, 7th August, 2012.

Registered Office:

B-87, MIDC,
Ambad, Nasik-422 010,
Maharashtra.

BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THIS ANNUAL GENERAL MEETING (IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT)

**Name of Director**

Mr. Javed Tapia

Date of Birth

12th August, 1966

Date of Appointment

14th March, 2008

Qualification

Post graduation in Business Administration

Profile and Expertise

Mr. Javed Tapia, 46 years of age, is a graduate from Sydenham College, Mumbai and completed his post graduation in Business Administration from Duke University, USA. Mr. Tapia is the founder of Duke University's Fuqua Alumni Club in India and also serves on the interview panel for prospective applicants to Fuqua School of Business. With strong background in corporate finance and management, Mr. Tapia has over 20 years of experience in building and growing a varied range of companies.

Mr. Tapia is currently the Managing Director at Clover Infotech Private Limited (CIPL) based in Mumbai, a leading technology services and solutions provider. CIPL's expertise lies in supporting technology products related to Application, Database, Middleware and Infrastructure.

Mr. Tapia is also managing the real estate division of Clover Realty and Infrastructure Private Limited (CRIPL) is into building residential and commercial complexes, lifestyle malls and warehouse. Mr. Tapia also oversees Deccan Warehousing, 5,00,000 sq.ft. of modern, state-of-the-art warehouse, located at Talegaon near Pune.

The issue of climate changes and the abundant supply of sunshine that India enjoys, motivated him to start a new venture on Renewable sources of energy that would lead to the betterment of India and World at large. The venture Clover Solar Private Limited (CSPL) aspires to be a major player in the solar PV and solar thermal area.

Number of shares held in the Company, Individually or Jointly/ on a beneficial basis.

Nil

Directorship and Committee memberships (Excluding Delta Magnets Limited)**i) Directorships held in other Companies**

Beverly Hills Realty Private Limited

Bayside Properties Private Limited

Clover Estates Private Limited

Clover Holdings and Trading Private Limited
Clover Hotels & Projects Private Limited
Clover Housing and Development Private Limited
Clover Infotech Private Limited
Clover Livestock Private Limited
Clover Realty and Infrastructure Private Limited
Clover Solar Private Limited
Clover Technologies Private Limited
Clover Transaction Systems Private Limited
Coardial Agro Farms Private Limited
Concurrent Renewable Energy Resources Private Limited
Corniche Farms Private Limited
Corniche Realty Private Limited
Delta Renewable Energy Resources Private Limited
Deluxe Developers Private Limited
Hexagon Renewable Energy Resources Private Limited
Intertrade Mercantile Co. Private Limited
Logical Properties Private Limited
MMG India Private Limited
Oasis Renewable Energy Resources Private Limited
Sanguine Fresh Farms Private Limited
Sienna Renewable Energy Resources Private Limited
Voyager Renewable Energy Resources Private Limited
Worthwhile Properties Private Limited

ii) Chairman of Board Committees

Nil

iii) Member of Board Committees

Nil

**Name of Director**

Mr. Rajesh Jaggi

Date of Birth

7th January, 1969

Date of Appointment

29th June, 2009

Qualification

MBA (Boston, U.S.A)

Profile and Expertise

Mr. Rajesh Jaggi, is 43 years of age and a Management professional from Babson Graduate School of Business, Boston. Mr. Jaggi has over thirteen years of experience in every sector of the real estate business, from sourcing new ventures, construction management, facility management, marketing and sales. Mr. Jaggi has been featured as one of India's Hottest Young Executives by Business Today in their 8th February, 2009 issue, for his contribution in expanding Peninsula Land's reach out of Mumbai.

Number of shares held in the Company, Individually or Jointly/ on a beneficial basis.

Nil

Directorship and Committee memberships (Excluding Delta Magnets Limited)**i) Directorships held in other Companies**

Addvalue Trading Company Private Limited
Antarctica Trading Company Private Limited
Ashok Piramal Mega Properties Private Limited
Ashok Piramal Mega-City Development Private Limited
Ashok Piramal Township Development Private Limited
Peninsula Integrated Land Developers Private Limited
Red Rocket Entertainment Private Limited
Peninsula Brookfield Investment Managers Private Limited
Peninsula Brookfield Trustee Private Limited
City Parks Private Limited
Delta Corp Limited

Highstreet Cruises and Entertainment Private Limited
Inox Mercantile Company Private Limited
Peninsula Crossroads Private Limited
Peninsula Holdings and Investments Private Limited
Peninsula Investment Management Company Limited
Peninsula Land Limited
Peninsula Mega Township Developers Private Limited
Planetview Mercantile Company Private Limited
Rockfirst Real Estate Limited
RR Real Estate Development Private Limited
Takenow Property Developers Private Limited

ii) Chairman of Board Committees

NIL

iii) Member of Board Committees

Delta Corp Limited – Audit Committee
Delta Corp Limited – Compensation Committee

DIRECTORS' REPORT

Your Directors are pleased to present their 30th Annual Report together with the Audited Statement of Accounts for the year ended 31st March 2012.

Financial Highlights

(₹ in '000)

| Particulars | Standalone | |
|--|--------------------------|--------------------------|
| | Year ended 31.03.2012 | Year ended 31.03.2011 |
| Income for the year | 128,156.25 | 126,596.80 |
| Profit before Interest, Depreciation and Tax | 5,941.10 | 20,227.15 |
| Less : | | |
| Finance Charges | 4,037.34 | 387.63 |
| Depreciation | 9,899.68 | 11,213.81 |
| Provisions for Taxation/ Deferred Tax | - | (146.22) |
| Prior Period Items / Extra Ordinary Items | 78.36 | 103.69 |
| Net Profit/ Loss for the Current Year | (8,074.28) | 8,375.80 |

Dividend

The Directors do not recommend any dividend for the Financial Year ended 31st March, 2012.

Operations

During the year under review, your Company recorded a total income of ₹ 128,156.25/- (₹ in Thousands). For further information, kindly refer to Management Discussion and Analysis Report, forming part of this Annual report.

Subsidiary Companies

The Ministry of Corporate Affairs has vide General Circular No. 2/2011 dated February 8, 2011 granted general exemption from attaching the accounts and financial statements of subsidiary Companies as provided under Section 212 (8) of the Companies Act, 1956, provided conditions specified in the said circular are fulfilled. The Company has complied with all the conditions mentioned in the above circular. Therefore, Annual Accounts of subsidiary of the Company have not been annexed to this report. However, the same are open for the inspection at the Registered as well as Corporate Office of the Company. Any member desirous of obtaining the same may request the Company in writing.

Corporate Governance Report

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, the Management Discussion & Analysis Report and Corporate Governance Report together with Certificate from Practicing Company Secretary, on compliance with the conditions of Corporate Governance as laid down, forms part of this report.

Particulars of Employees

There are no employees in the Company drawing remuneration above the limit specified in terms of provisions of Section 217(2A) of Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 during the year.

Particulars Regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The particulars as required under Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, are furnished in the Annexure A to this Report.

Directors

At the ensuing Annual General Meeting Mr. Javed Tapia and Mr. Rajesh Jaggi will retire by rotation, and being eligible, offer themselves for re-appointment in terms of provisions of Articles of Association of the Company.

The brief resume/details relating to directors, who are proposed to be re-appointed are furnished as an Annexure to the notice of the ensuing Annual General Meeting.

Your directors recommend their reappointment at the ensuing Annual General Meeting.

Issue of Equity Shares by way of Preferential Allotment

The Company has allotted 1,212,800 fully paid-up Equity Shares of Re.10/- each, at a price of ₹ 28.10/- per Equity Share (including a premium of ₹ 18.10/- per Equity Share) by way of Preferential Allotment to M/s. SSI Trading Private Limited on 17th July, 2012 which was approved by the members of the Company at an Extra Ordinary General Meeting of the members of the Company held on 21st June, 2012.

M/s. SSI Trading Private Limited has been inducted as promoter at the meeting of the Board of Directors of the Company held on 25th May, 2012. This induction as promoter and aforementioned preferential allotment, attracted an obligation on M/s. SSI Trading Private Limited to make an Open Offer in terms of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Accordingly, the Company has received Public Announcement and Detail Public Statement dated 25th May, 2012 and 29th May, 2012 respectively, from M/s. SSI Trading Private Limited and M/s. Delta Real Estate Consultancy Private Limited in this regard.

Directors' Responsibility Statement

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, the Directors confirm that:

1. In the preparation of the annual accounts for the financial year ended 31st March, 2012, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs as at 31st March, 2012 and of the loss of the Company for the year under review;
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the accounts for the financial year ended 31st March, 2012 on 'going concern' basis.