



DELTA MAGNETS LIMITED

34th Annual Report 2015-16

THE BOARD OF DIRECTORS

| | |
|----------------------|------------------------|
| Mr. Jaydev Mody | Non-Executive Chairman |
| Dr. Ram H. Shroff | Managing Director |
| Ms. Ambika Kothari | Non-Executive Director |
| Mr. Darius Khambatta | Non-Executive Director |
| Mr. Javed Tapia | Independent Director |
| Mr. Rajesh Jaggi | Independent Director |
| Mr. Samir Chinai | Independent Director |
| Dr. Vrajesh Udani | Independent Director |

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

RBL Bank Limited

SHARE TRANSFER AGENTS

Freedom Registry Limited
Plot No. 101/102, MIDC, 19th Street,
Satpur, Nasik - 422 007, Maharashtra.
Phone : (0253) 2354032, 2363372
Facsimile : (0253) 2351126
e-mail : support@freedomregistry.in

SHARES LISTED ON

BSE Limited
National Stock Exchange of India Limited

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NOTICE

Notice is hereby given that the 34th Annual General Meeting (AGM) of Members of Delta Magnets Limited will be held on Monday, 26th day of September, 2016 at 3.00 p.m. at Hotel Express Inn, Nashik Pathardi Phata, Ambad, Mumbai Agra Road, Nashik – 422 010, Maharashtra to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2016 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To consider to appoint a director in place of Ms. Ambika Kothari (DIN: 01162900), who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of Statutory Auditors and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 139, 142 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), pursuant to recommendations of the Audit Committee and Board of Directors of the Company and pursuant to resolution passed by the Members of the Company at the Annual General Meeting (AGM) of the Company held on 25th September, 2014, the appointment of M/s. Amit Desai & Co, Chartered Accountants (Firms Registration No.: 130710W) as Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 35th AGM of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company thereof, be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Statutory Auditors.”

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. A person shall not act as a Proxy for more than 50 Members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a Member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
4. In terms of Section 152 of the Act, Ms. Ambika Kothari, Director, retires by rotation at the ensuing AGM. Ms. Ambika Kothari, being eligible, offers herself for re-appointment.
The Board of Directors of the Company recommends re-appointment of Ms. Ambika Kothari.
5. Details of Ms. Ambika Kothari, Director, proposed to be appointed/re-appointed at the forthcoming AGM, as required by Regulation 26 and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (Listing Regulations) and Secretarial Standards on General Meetings (SS – 2) are forming part of this Notice. Requisite declarations have been received from the Directors for her appointment/ re-appointment.

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6. Members are requested to bring their attendance slip duly completed and signed along with their copy of annual report to the AGM.
 7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
 8. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 17th September, 2016 to Monday, 26th September, 2016, (both days inclusive), for the purpose of the AGM of the Company.
 9. Members are requested to:
 - (a) intimate to the Company's Share Transfer Agents (STA), changes, if any, in their registered address at an early date, in case of shares held in physical form;
 - (b) intimate to the respective Depository Participant (DP), changes, if any, in their registered address/email ID or bank mandates to their DP with whom they are maintaining their demat accounts.
 - (c) quote their Folio Numbers/Client ID/DP ID in all correspondence; and
 - (d) consolidate their holdings into one Folio in case they hold shares under multiple Folios in the identical order of names.
 10. 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 Member(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

11. Pursuant to sections 101 and 136 of the Act read with the Rules made thereunder (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), the Notice calling the AGM along with the Annual Report 2015-16 would be sent by electronic mode to those Members whose e-mail ID's are registered with the Depository or the Company's STA, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail ID's, physical copies would be sent by the permitted mode. However, in case a Member wishes to receive a physical copy of the Annual Report, is requested to send an email to secretarial@deltamagnets.com and/or support@freedomregistry.in duly quoting his/her DP ID and Client ID or the Folio number, as the case may be.

Members are requested to register/update their e-mail ID's with the DP (in case of shares held in dematerialised form) or with STA (in case of shares held in physical form) which will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.

12. Members holding shares in physical form are advised to avail the Nomination facility in respect of their shares by filling the prescribed form. Members holding shares in electronic form may contact their DP for recording their Nomination.

13. Voting through electronic means:

In compliance with the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the Listing Regulations and SS – 2, the Company is

providing to its Members with the facility to cast their vote electronically from a place other than venue of the AGM ("remote e-voting") using an electronic voting system provided by Central Depository Services (India) Limited ("CDSL"), on all the business items set forth in the Notice of AGM and the business may be transacted through such remote e-voting. The instructions to e-voting explain the process and manner for generating/receiving the password, and for casting of vote(s) in a secure manner. However, the Members are requested to take note of the following items:

- a. The remote e-voting period will commence on Thursday, 22nd September, 2016 (9.00 am IST) and will end on Sunday, 25th September, 2016 (5.00 pm IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 16th September, 2016, may cast their votes through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting after 5.00 pm (IST) on Sunday, 25th September, 2016 and remote e-voting shall not be allowed beyond the said time.
- b. The voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date, being Friday, 16th September, 2016.
- c. Once the vote on a resolution is cast by a Member through remote e-voting, he/she/it shall not be allowed to change it subsequently.
- d. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of AGM Notice and holding shares as of the cut-off date, i.e. Friday, 16th September, 2016, may refer to this Notice of the AGM of the Company, posted on Company's website www.deltamagnets.com for detailed procedure with regard to remote e-voting. The Notice shall also be available at www.cdslindia.com. Any person, who ceases to be the Member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- e. In terms of provisions of Section 107 of the Act, since the Company is providing the facility of remote e-voting to the Members, there shall be no voting by show of hands at the AGM. The Company is also offering facility for voting by way of polling papers at the AGM for the Members attending the meeting who has not cast their vote by remote e-voting.
- f. A Member may participate in the AGM even after exercising his right to vote through remote e-voting, but cannot vote again at the AGM.
- g. If a Member casts votes by both modes i.e. remote e-voting and polling papers at the AGM, then voting done through remote e-voting shall prevail and polling paper shall be treated as invalid.
- h. The Company has appointed Mr. Ashish Kumar Jain, Practicing Company Secretary (membership no. 6058) from M/s A. K. Jain and Co., Company Secretaries in Practice, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- i. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the AGM to the Chairman or a person authorised by him. The Chairman or any other person authorised by him, shall declare the result of the voting forthwith.
- j. The resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the scrutinizers report shall be placed on the Company's website www.deltamagnets.com and on the website of CDSL www.cdslindia.com immediately after the result is declared by the Chairman or person authorised by him.

The instructions for Members voting electronically are as under:

- (i) The voting period begins on Thursday, 22nd September, 2016 (9.00 a.m. IST) and ends on Sunday, 25th September, 2016 (5.00 pm IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 16th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|----------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the address label affixed to the Annual Report indicated in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <DELTA MAGNETS LIMITED> on which you choose to vote.

- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, Hindu Undivided Family (HUF), Non Resident Indian (NRI) etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

A. Mr. Rakesh Dalvi, Dy. Manager

E-voting Helpdesk
Central Depository Services (India) Limited
Email : helpdesk.evoting@cdslindia.com
Phone : 1800-200-55-33

B. Ms. Snehal Oak, Company Secretary

Delta Magnets Limited
Corporate Office : Bayside Mall, 2nd Floor,
Tardeo Road, Haji Ali, Mumbai – 400 034
Email : secretarial@deltamagnets.com
Phone : 022-40794700

C. Mr. Bhushan Chandratre

Freedom Registry Limited (STA)
Registered Office : Plot No. 101 / 102,
19th Street, MIDC, Satpur, Nashik - 422 007
Email : support@freedomregistry.in
Phone : 0253-2354032, 2363372

In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xx) above to cast vote.

14. Members desirous of asking any questions at the AGM are requested to send in their questions so as to reach the Company at least 10 days before the AGM, so that the same can be suitably replied.
15. The Landmark and routemap to the venue of the AGM is attached and forms a part of this notice.

By Order of the Board of Directors,

SNEHAL OAK
Company Secretary
ACS No: 23112

Mumbai, 10th August, 2016

Registered Office:

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

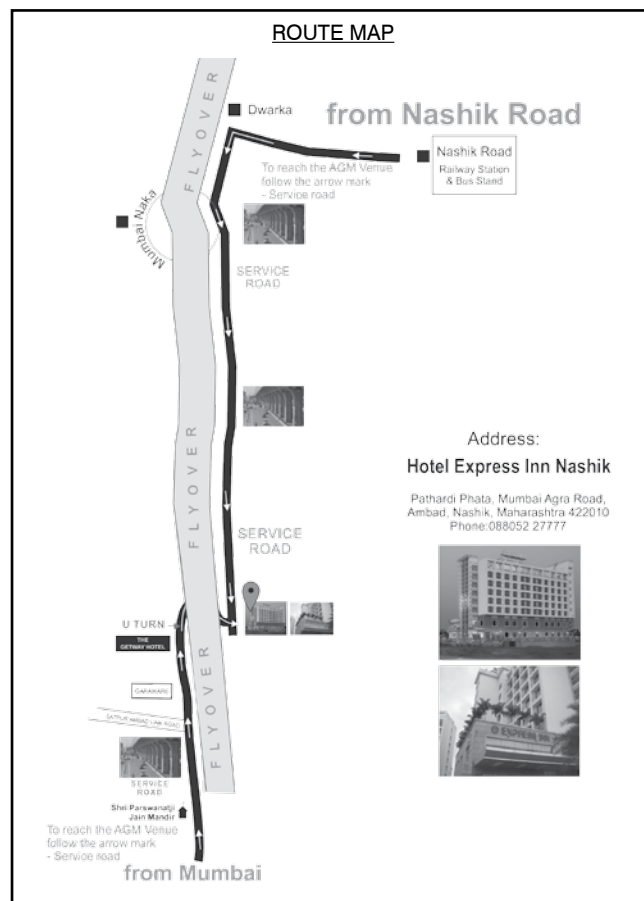
CIN : L32109MH1982PLC028280

Email ID : secretarial@deltamangets.com

Website : www.deltamangets.com

Tel No : 91-253-2382238

Fax No : 91-253-2382926



DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED AT THE FORTHCOMING AGM AS REQUIRED BY REGULATION 26 AND REGULATION 36(3) OF THE LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS – 2)



Name of Director

Ms. Ambika Kothari

Date of Appointment:

30th July, 2010

Age:

39 years

Qualification

B.A. Economics with Honours, Wellesley College

Experience:

Ms. Kothari is experienced in the fields of business administration, management and as analyst.

Shareholding in the Company:

Ms. Ambika Kothari holds 1950 Equity Shares of the Company

Number of Meetings of the Board Attended during the Year:

2 Meetings

Directorships and Committee Memberships (Excluding Delta Magnets Limited):

i) Directorships held in other Companies

Aarti Management Consultancy Private Limited

ACT Fininvest Limited

Aditi Management Consultancy Private Limited

Anjoss Trading Private Limited

Anjyko Investments Private Limited

Aryanish Finance and Investment Private Limited

Bayside Property Developers Private Limited

Conall Mercantile Private Limited

Corigins Trading Private Limited

Delta Real Estate Consultancy Private Limited

Fortress Business Private Limited
G.K. International Private Limited
Lakeview Mercantile Company Private Limited
Newdeal Multitrade Private Limited
Norfolk Developers Private Limited
Providence Educational Academy Private Limited
RedLizard Education and Training Private Limited
Renato Finance and Investments Private Limited
Welpine Trading and Mercantile Private Limited

ii) Chairman of Board Committees

Nil

iii) Member of Board Committees

Nil

Last Drawn Remuneration:

Nil

Terms and conditions of re-appointment along with details of remuneration sought to be paid

Non-executive and Non-Independent Director liable to Retirement by rotation.