

BOARD OF DIRECTORS

Dr. Gurpreet Singh
Chairman

Mr. Inderdeep Singh
Director

Mr. Kumar Srinivasan
Wholetime Director

Dr. Navin Kumar Kapur
Director

Mr. Swaraj Singh
Director

AUDITORS

M/s Raghu Nath Rai & Co.
9B Mathura Road, Jangpura
New Delhi - 110 014.

REGISTERED OFFICE

C-120, Naraina Industrial Area,
New Delhi - 110 028.
Phones : (011) 25796150-53
Fax : (011) 25795290
Email : deltron1982@rediffmail.com
CIN No.: L32109DL1982PLC013838

Deltron Limited

Deltron Limited, Registered Office – C-120, Naraina Industrial Area, New Delhi – 110 028
Phone No. 25796150-53 Fax No. 25795290, E-mail:deltron1982@rediffmail.com Cin No : L32109DL1982PLC013838

NOTICE

Notice is hereby given that the Thirty Second Annual General Meeting of the shareholders of the Company will be held at Indian National Theatre Trust, Sriram Centre, 4, Safdar Hashmi Marg, New Delhi 110001 on Wednesday the 17th day of September, 2014 at 11:30 a.m. to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014, Profit & Loss Account and the Cash Flow Statement for the year ended on that date and the Report of Directors and Auditors thereon.
2. To consider, and if thought fit, to declare dividend.
3. To appoint a Director in place of Mr. Inderdeep Singh (DIN: 00173538), who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Statutory Auditors and to fix their remuneration and for that purpose to pass the following resolution as Ordinary Resolution:-
"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, M/s Raghu Nath Rai & Co., Chartered Accountants (Firm Regn. No. 000451N) be and are hereby reappointed as Statutory Auditors of the Company to hold office as such until the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass the following resolution as Ordinary Resolution:-
"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Agreement, Dr. Navin Kumar Kapur (DIN: 03273475) in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years effective from 17/09/2014".
6. To consider and, if thought fit, to pass the following resolution as Ordinary Resolution:-
"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Agreement, Mr. Swaraj Singh (DIN: 06932584) in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years effective from 17/09/2014".

By order of the Board
For Deltron Limited

New Delhi
28th July, 2014

Kumar Srinivasan
Wholtime Director
Din No. 00173717

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. SUCH PROXY IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED. PROXY SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.**
 2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is given below and forms part of the Notice.
 3. The Register of Members and Transfer Books shall remain closed from 15/09/2014 to 17/09/2014 (both days inclusive) and Dividend, if any declared, will be paid to those members whose names stand in the register of members as on 17/09/2014.
 4. Members are requested to intimate changes, if any, in their registered address immediately.
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5. Members/ Proxies should bring their attendance slips sent herewith, duly filled in, for attending the meeting. Corporate members shall send a duly certified copy of Board resolution authorizing their representative to attend and vote at the Annual General Meeting.
6. Members are requested to send their queries, if any, in writing so as to reach the Company's registered office at least 10 days before the date of the meeting so that information can be made available at the meeting.
7. Members are requested to contact the Company in respect of the unclaimed/ unpaid dividend declared for the year 2006-07 and onwards. The Company has transferred the unpaid or unclaimed dividends for the financial year 2005-06 on the due date to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
8. SEBI vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 had mandated the companies to use any of the RBI approved electronic mode of payment such as ECS (Local ECS/ Regional ECS / National ECS), NEFT, RTGS etc. for distribution of dividends and other cash benefits to investors. The Circular also mandated the companies to maintain bank details of investors. Therefore the members are requested to submit their NECS mandate (enclosed) duly signed to the Company at its registered office at the earliest. The NECS facility ensures faster credit of dividend into the Bank account of the shareholders and eliminates the risk of loss of dividend warrants in transit and their fraudulent encashment. At the time of each dividend payment through NECS, the Company shall also send to shareholders an intimation (through e-mail/post) regarding the credit of dividend to their account. In case the Company is unable to remit the dividend through NECS for any reason, then the shareholder(s) shall receive a physical draft/ dividend warrant as per current practice. Members are requested to send the physical NECS mandate, duly filled up and signed, to the Company. Business Reply Envelope enclosed herewith.
9. The Company invites all the members to register their respective E-MAIL ID with the Company by including the same in the NECS Mandate mentioned above in order to receive all communication including Annual Report, Notices etc. from the Company electronically. Alternately, the shareholders are requested to send the following information through e-mail to the Company at deltron1982@rediffmail.com at the earliest giving :-

a) Folio No.

b) Name of First Registered Holder

c) Name of Joint Holder(s)

d) Registered Address

The E-MAIL ID from which the above information is sent by the Shareholder will get registered with the Company. Thereafter, all the communication will be sent to the E-mail ID of the Shareholder.

10. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of Annual Report to the meeting.
11. Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection at the meeting.
12. Voting through electronic means :-
 1. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all business items set forth in this notice through e-voting services provided by Central Depository Services Limited (CDSL).
 2. The Company has appointed Mr. Don Banthia, Practising Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 3. The instructions for members for voting electronically are as under:-
 - i. Log on to the e-voting website www.evotingindia.com
 - ii. Click on "Shareholders" tab.
 - iii. Enter your User ID (Shareholders Folio Number)
 - iv. Enter the Image Verification as displayed and Click on "Login."
 - v. Enter the following details:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Members who have not updated their PAN with the Company will need to enter the first two characters of the first name in CAPITAL Letters excluding special characters followed by the last 8 digits of the folio number. In case, the folio number is less than 8 digits, then enter the applicable number of 0's before the folio number to make it an eight digit number. <u>Example-1</u> : if your name is Rakesh Kumar with folio number 100 then enter RA00000100 in the PAN field. <u>Example-2</u> : If your name is P.K.Shukla with Folio No. 209, then enter PK00000209 in the PAN field.
Dividend Bank Details	Please enter the dividend bank details in order to login. If the details are not recorded with the Company, please enter the number of shares held by you as on 31.07.2014 in the dividend bank details field.

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- vi. After completing the above, click on "SUBMIT" tab.
 - vii. Members then reach the Company selection screen. Select Company name "Deltron Limited" and Click on it to vote.
 - viii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the options "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.
 - ix. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - x. 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 thereafter modify your vote.
 - xi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xii. You can also take out a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - xiii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
4. The voting period begins on Wednesday, 10th September, 2014 at 9.00 a.m. and ends on Friday, 12th September, 2014 at 6.00 p.m. During this period shareholders of the Company as on Thursday, 31st July, 2014, being the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 5. 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.
 6. The scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two(2) witnesses not in the employment of the Company and will make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 7. The results of e-voting shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be available on the web-site of CDSL within two days of the passing of the resolutions and communication of the same to BSE Limited.

EXPLANATORY STATEMENT:

Item No. 5:

Dr. Navin Kumar Kapur joined the Board of Directors of the Company on 15-09-2010 and is a Non-Executive Independent Director of the Company since then. In terms of the provisions of Companies Act, 2013 (Act) and Listing Agreement, an Ordinary Resolution for his appointment as an Independent Director of the Company u/s 149 for a period of five years is proposed for the approval of the Shareholders.

Dr. Kapur aged about 65 years has done B.Tech (Electrical Engineering) from IIT Delhi in year 1971 and PhD (Electrical Engineering) also from IIT Delhi in the year 1982. Dr. Kapur has work experience of more than 40 years in the field of Electronics and ancillary fields. Since Sept. 2010, Dr. Kapur is working as Director, Maharaja Surajmal Institute of Technology, Delhi.

In the opinion of the Board, Dr. Kapur fulfills the conditions specified under the Companies Act, 2013 and the Rules made thereunder and the Listing Agreement for appointment as an Independent Director and is independent of the Company's Management. A declaration u/s 149(6) of the Act from Dr. Kapur that he meets the criteria of independence has also been received by the Company.

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The Board of Directors in their meeting held on 28th July 2014 has approved the appointment of Dr. Kapur as an Independent Director u/s 149 of the Act for a period of five years effective from 17/09/2014 subject to the approval of shareholders. The necessary formalities under Section 160 of the Act for proposing the candidature of Dr. Kapur for the office of Director of the Company has been complied with.

Dr. Kapur is neither a Director on the Board nor holds committee memberships in any other Indian Company. A copy of the draft letter for appointment of Dr. Kapur setting out the terms and conditions would be available for inspection by the members without any fee at the Company's registered office on any working day between 10:00 am to 5:00 pm and shall also be available at the meeting.

Except Dr. Kapur, being an appointee, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP are concerned or interested in the Resolution at Item No. 5 of the Notice.

The Board proposes the resolution at item no. 5 for approval of the Shareholders.

Item No. 6:

A proposal was received for the appointment of Mr. Swaraj Singh as an Independent Director of the Company and all necessary formalities under Section 160 of the Act in this regard have been complied with.

Mr. Swaraj Singh aged about 67 years has done his graduation in Metallurgical Engineering from Punjab Engineering College (now PEC University of Technology), Chandigarh in year 1967. Mr. Singh has vast experience of 47 years at various positions in different Companies including as Country Head (Cambodia) in M/s Thakral Bros, Singapore for several years and Senior General Manager in M/s Thakral Computers, Delhi from 1997 till 1999. Mr. Singh is currently working in conjunction with M/s. Healy Brothers, Rhode Island, USA.

In the opinion of the Board, Mr. Singh fulfills the conditions specified under the Companies Act, 2013 and the Rules made thereunder and the Listing Agreement for appointment as an Independent Director and is independent of the Company's Management. A declaration u/s 149(6) of the Act from Mr. Singh that he meets the criteria of independence has also been received by the Company.

The Board of Directors in their meeting held on 28th July 2014 has approved the appointment of Mr. Singh as an Independent Director u/s 149 of the Act for a period of five years effective from 17/09/2014 subject to the approval of Shareholders.

Mr. Singh is neither a Director on the Board nor holds committee memberships in any other Indian Company. A copy of the draft letter for appointment of Mr. Singh setting out the terms and conditions would be available for inspection by the members without any fee at the Company's registered office on any working day between 10:00 am to 5:00 pm and shall also be available at the meeting.

Except Mr. Singh, being an appointee, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP are concerned or interested in the Resolution at Item No. 6 of the Notice.

The Board proposes the resolution at item no. 6 for approval of the shareholders.

By order of the Board
For Deltron Limited

Kumar Srinivasan
Wholtime Director
Din No. 00173717

Date: 28th July 2014
Place: New Delhi