

Deltron Limited

Deltron Limited, Registered Office – C-120, Naraina Industrial Area, New Delhi – 110 028
Phone No. 011-25796150-53 Fax No. 011-25795290, E-mail:deltron1982@rediffmail.com
Website:www.deltronlimited.in Cin No : L32109DL1982PLC013838

NOTICE

Notice is hereby given that the Thirty Fourth Annual General Meeting of the Shareholders of the Company will be held at The Little Theatre Group, Copernicus Marg, New Delhi-110001 on Friday, the 9th Day of September, 2016 at 12.00 Noon to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016, Profit & Loss Account and the Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Inderdeep Singh (DIN:00173538), who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Statutory Auditors and to fix their remuneration.

By order of the Board
For Deltron Limited

Date: 26.07.2016

Place: New Delhi

Kumar Srinivasan
Whole-time Director

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 Register of Members and Transfer Books shall remain closed from 03.09.2016 to 09.09.2016 (both days inclusive).
3. **In line with the Government's green initiative in Corporate Governance of allowing paperless compliance, the Company requests its members once again to send their Email IDs along with Folio No., Name(s) and full Contact Address without fail by post or by email to deltron1982@rediffmail.com at the earliest in order to receive all future communication, including Annual Reports, Notices etc. electronically. Should any member who receives the Notice and Annual Report electronically, want the printed hard copy of the same, such member may apply to the Company for receiving the same in adequate advance time. Members can also access the Annual Report and Notice posted on the Company's website "www.deltronlimited.in".**
4. As a measure for the Green Initiative and economy, copies of the Annual Report will not be distributed at the meeting. Members are requested to bring their copies of Annual Report to the meeting. Copies of the Annual Report and Notice are also available for inspection during the working hours at the registered office of the Company at C-120, Naraina Industrial Area, New Delhi.
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. Proxies can act on behalf of maximum 50 members holding in the aggregate not more than 10% of the total shares / voting rights.
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 09.09.2016, the date of the meeting so that information can be made available at the meeting.
7. The Company has transferred the unpaid or unclaimed dividends for the financial years upto 2007-08 to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in demat form should submit the PAN to their Depository Participant (DP) while others should submit to the Company or to its RTA.
9. Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection at the meeting.
10. Voting through electronic means :-
 - a) The Company is providing for e-voting facility through Central Depository Services (India) Limited 'CDSL' to the shareholders to vote through electronic means by remote e-voting on all resolutions set forth in this Notice.
 - b) In addition, voting by polling paper shall also be made available at the meeting for shareholders attending the meeting, who have not already cast their vote by remote e-voting.
 - c) Shareholders who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - d) The voting period will begin on Tuesday, 06.09.2016 at 9 a.m. and end on Thursday, 08.09.2016 at 5 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on Saturday, 03.09.2016, being the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - e) Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holds shares as on the cut-off date i.e. 03.09.2016 may follow the same instructions as mentioned above for e-Voting.
 - f) In case you have any queries or issues regarding remote e-voting, you may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or send an email to helpdesk.evoting@cdslindia.com.
 - g) Shareholders may address their grievances connected with e-voting to : Mr. Kumar Srinivasan, Whole-time Director, Deltron Limited, C-120, Naraina Industrial Area, New Delhi – 110 028. E-mail : deltron1982@rediffmail.com Phone No. 011-25796150-53.
 - h) The Company has appointed Ms. Akarshika Goel, Company Secretary in Practice, as the Scrutinizer for the polling and the remote-evoting to scrutinize the same in a fair and transparent manner.

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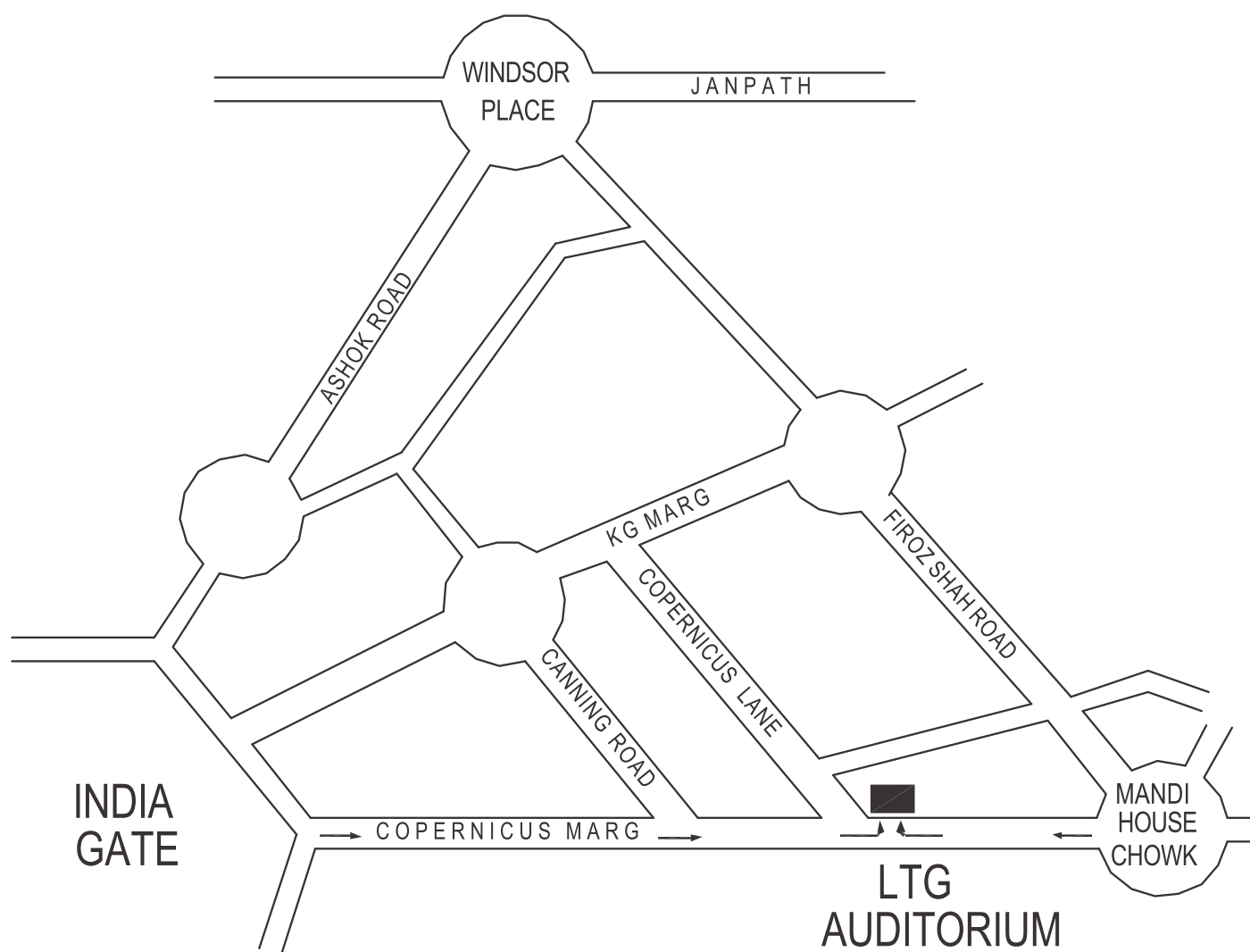
- i) The scrutinizer shall, immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and make, not later than three (3) days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company.
- j) The results declared along with the Scrutinizer's Report shall be placed on the web-site of the Company and on the CDSL website immediately after the result is declared by the Chairman.
- k) The detailed E-voting instructions are on the Reverse of the attendance slip and are posted on the Company's website at "www.deltronlimited.in".

By order of the Board
For Deltron Limited

Kumar Srinivasan
Whole-time Director

Date: 26.07.2016
Place: New Delhi

Route Map to the Venue (LTG Auditorium)



Annual Report
2015-2016



Deltron Limited



BOARD OF DIRECTORS

Dr. Gurpreet Singh
Director

Mr. Inderdeep Singh
Director

Mr. Kumar Srinivasan
Whole-time Director

Mr. Swaraj Singh
Director

Dr. Navin Kapur
Director

Ms. Rashmi Nagabhushan
Director

Ms. S Sujatha Lyall
Company Secretary and Compliance Officer

Mr. Amardeep Singh Bedi
Chief Financial Officer

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
Website: www.deltronlimited.in
CIN No.: L32109DL1982PLC013838

Deltron Limited

DIRECTORS' REPORT

The Directors take pleasure in presenting the Thirty Fourth Annual Report of your Company for the financial year ended 31st March 2016.

The total income during the year under review was Rs.137.1 lacs and pre-tax profit was Rs.37.9 lacs after providing for depreciation of Rs.0.12 lacs. A provision of Rs.7.25 lacs has been made for taxation in the current year. After adjusting for deferred tax, the net profit was Rs.31.0 lacs. No amount has been transferred to General Reserves.

In view of the increased financial burden imposed by statutory compliances under the Companies Act, 2013 and Listing Agreement, the Directors do not recommend payment of Dividend for the year ended 31st March 2016.

The growth in many developing countries has shown a downward trend and growth outlook remains subdued. The Asian Development Bank projects the growth of the Indian economy to dip marginally in FY2016 due to stressed corporate balance sheets and declining exports. Given these circumstances, the Company expects continuing challenges through the year.

The Company has neither taken any public deposits nor given any loans or guarantees nor made investments nor entered into any related party transactions other than in the ordinary course of business and on arm's length basis.

The Company has a balanced composition of Directors on its Board and Key Managerial Personnel as prescribed.

Except for the re-appointment of Mr. Kumar Srinivasan as Whole-time Director and confirmation of Ms. Rashmi Nagabhushan as Director, there were no changes in the Board's composition during the year.

The composition of the Board and its three Committees are as follows:

Sr. No.	Composition of the Board	Board	Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee
1	Dr. Gurpreet Singh	Non-Executive Director	-	-	-
2	Mr. Inderdeep Singh	Non-Executive Director	-	Member	Chairman
3	Mr. Kumar Srinivasan	Whole-time Director	Member	-	Member
4	Dr. Navin Kapur	Independent Director	Chairman	Chairman	-
5	Mr. Swaraj Singh	Independent Director	Member	Member	-
6	Ms. Rashmi Nagabhushan	Non-Executive Director	-	-	-

The Board met four times during the financial year on 23.05.2015, 30.07.2015, 03.11.2015 and 30.01.2016 and all the Directors attended the said meetings with the exception of Ms. Rashmi Nagabhushan, who sought leave of absence from attending the Meeting held on 30.01.2016,

The Audit Committee met four times during the financial year on 23.05.2015, 30.07.2015, 03.11.2015 and 30.01.2016 and all the members attended the said meetings.

The Nomination and Remuneration Committee met once during the financial year on 30.07.2015 and all the members attended the said meeting.

The Stakeholders Relationship Committee met once during the financial year on 23.12.2015 and both the members attended the said meeting. The Company did not receive any shareholder grievances during the year.

The Corporate Governance Clauses of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are not applicable to the Company.

The Company has received declarations from the Independent Directors that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

Formal evaluation of all the Directors, the Board as a whole and the Committees was conducted and was found satisfactory.

The Company has a Vigil Mechanism / Whistle Blower Policy in place for the prevention of unethical behaviour, fraud and violation of Company's Code. The Audit Committee oversees its functioning.

The Nomination and Remuneration Policy adopted by the Company has been posted on the Company's website and is re-produced hereunder:

- The appointments, qualification, disqualification, tenure, termination, evaluation, remuneration including commission, if any, and revision thereof of Directors including Independent Directors, Key Managerial Personnel and Senior Management Personnel shall be governed by the Companies Act, 2013 and Rules framed there under and also by any other applicable statute.*
- The remuneration shall be sufficient to attract, retain and motivate Directors and personnel at all levels.*

Deltron Limited

The Company has a policy for prevention of Sexual Harassment of Women at workplace and no complaint of harassment was received.

M/s Alankit Assignments Limited is the Company's Registrar and Share Transfer Agent. The Company's ISIN for its equity shares is INE272R01011.

Disclosures under Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- Excepting the Whole-time Director (WTD), none of the other Directors receive any remuneration apart from Directors' sitting fee. The ratio of WTD's salary to the median employees remuneration is approx 2.7 : 1.
- There was 38.38% increase in the WTD's remuneration and 10.22% increase in Company Secretary's remuneration.
- There was 7.19% increase in the remuneration of one employee in the financial year.
- There are four permanent employees on the rolls of the Company.

The details of remuneration of Directors and KMP forms part of the Extract of the Annual Return in Form MGT 9 attached to this Report as Annexure I.

Disclosures under Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The Company has not paid any remuneration attracting the provisions of the above Rule. Hence, no information is appended to this report.

Directors' Responsibility Statement

The Directors confirm that:

- i. In preparation of the annual accounts for the financial year ended 31st March, 2016 the applicable accounting standards have been followed.
- ii. Appropriate accounting policies have been applied consistently and reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.
- iii. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the Company's assets and for preventing other irregularities.
- iv. The accounts have been prepared on a going concern basis.
- v. The internal financial controls followed by the Company are adequate and are operating effectively.
- vi. Proper and adequate systems have been devised to ensure compliance with provisions of all applicable laws and such systems are operating effectively.

Auditors and Reports

M/s. Raghu Nath Rai & Co., Chartered Accountants, retire at the ensuing Annual General Meeting. They have furnished a certificate to the effect that the proposed re-appointment, if made, will be in accordance with the applicable provisions of the Companies Act, 2013.

The Secretarial Audit Report from M/s P.S. Soni & Co., Practicing Company Secretaries, for the financial year 2015-16 forms part of the Annual Report as Annexure II to the Board's Report. The Board has re-appointed them for the financial year 2016-17.

M/s K.S Bawa & Associates, Chartered Accountants, Internal Auditors for the financial year 2015-16, have been re-appointed for the financial year 2016-17.

There are no disqualifications, reservations or adverse remarks or disclaimers in the reports of the aforesaid Auditors for the financial year 2015-16.

Report on Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo.

During the year :-

- i. The Company did not carry out any manufacturing activity. The consumption of electricity continues to be minimal and adequate measures are taken to conserve power and energy.
- ii. The Company has not purchased or acquired any new technology.
- iii. The Company has not undertaken any new Research & Development activities.
- iv. There was no foreign exchange expenditures or earnings.

The Directors place on record their sincere appreciation to the Shareholders, Associates, Bankers, Customers, Vendors, Officers and Staff of the Company and seek their continued cooperation and support for the coming years also.

For and on behalf of the Board of Directors
Deltron Limited

Date: 26-07-2016
Place: New Delhi

Kumar Srinivasan
Whole-time Director

Inderdeep Singh
Director

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L32109DL1982PLC013838
2.	Registration Date	10th June, 1982
3.	Name of the Company	Deltron Limited
4.	Category/Sub-category of the Company	Listed Company
5.	Address of the Registered office & contact details	Mrs. S Sujatha Lyall, Company Secretary Deltron Limited C-120, Naraina Industrial Area, New Delhi-110 028 Phone : 011-25796150-53 Fax : 011-25795290 Website: www.deltronlimited.in Email: deltron1982@rediffmail.com
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Mr. J K Singla, Sr. Manager M/s Alankit Assignments Limited, Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi - 110055 Tel. + 91-11-4254 1960, Fax. + 91-11- 4154 3474 Website: www.alankit.com Email: rta@alankit.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY - Trading of Engineering Goods

Sl. No.	Main products / services	NIC Code	% to total turnover
1	Jacks and Spares	4530	86%

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :- NIL**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****i) Category-wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	1554775	1554775	54.56	1282825	271950	1554775	54.56	0.00
b) Bodies Corp.	-	442693	442693	15.53	402693	40000	442693	15.53	0.00
Sub-total (A) (1) :-	-	1997468	1997468	70.09	1685518	311950	1997468	70.09	0.00
(2) Foreign	-	-	-	-	-	-	-	-	-
Total (A)= (A)(1)+ (A)(2)	-	1997468	1997468	70.09	1685518	311950	1997468	70.09	0.00
B. Public Shareholding									
1. Institutions									
a) Banks / FI	-	100	100	0.00	-	100	100	0.00	0.00
Sub-total (B)(1):-	-	100	100	0.00	-	100	100	0.00	0.00
2. Non-Institutions									
a) Bodies Corp.	150	2900	3050	0.11	150	2900	3050	0.11	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	11805	609827	621632	21.81	13980	607652	621632	21.81	0.00
c) Others (NRI/OCBs)	-	227750	227750	7.99	-	227750	227750	7.99	0.00
Sub-total (B)(2):-	11955	840477	852432	29.91	14130	838302	852432	29.91	0.00
Total (B)=(B)(1)+ (B)(2)	11955	840577	852532	29.91	14130	838402	852532	29.91	0.00
Grand Total (A+B+C)	11955	2838045	2850000	100.00	1699648	1150352	2850000	100.00	0.00

ii) Shareholding of Promoter-

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Amira Bhargava	0	0.00	-	42500	1.49	-	1.49
2	Chetak Arun	1200	0.04	-	1200	0.04	-	0.00
3	Gitana Singh	37450	1.31	-	95450	3.35	-	2.04
4	Gurpreet Singh	350750	12.31	-	1750	0.06	-	-12.25
5	Gurpreet Singh H U F	170500	5.98	-	1000	0.04	-	-5.95
6	Inderdeep Singh	481450	16.89	-	663200	23.27	-	6.38
7	Kumar Srinivasan	1000	0.04	-	1000	0.04	-	0.00
8	Kushal G Singh	207000	7.26	-	2000	0.07	-	-7.19
9	Prithvideep Singh	37450	1.31	-	66200	2.32	-	1.01
10	Punita G Singh	133000	4.67	-	349500	12.26	-	7.60
11	Reena I Singh	33450	1.17	-	33450	1.17	-	0.00
12	S Arjan Singh	5000	0.18	-	5000	0.18	-	0.00
13	Sanjeev Bhargava	200	0.01	-	0	0.00	-	-0.01
14	Simran Bhargava	96325	3.38	-	238775	8.38	-	5.00
15	Tara Bhargava	0	0.00	-	53750	1.89	-	1.89
16	A G Traders P Limited	5000	0.18	-	5000	0.18	-	0.00
17	Continental Device India Private Limited	392693	13.78	-	392693	13.78	-	0.00
18	Delta Electronics P Ltd	20000	0.70	-	20000	0.70	-	0.00
19	Semtech P Limited	3500	0.12	-	3500	0.12	-	0.00
20	Thermadyne P Limited	21500	0.75	-	21500	0.75	-	0.00
	Total	1997468	70.09	-	1997468	70.09	-	0.00

iii) Change in Promoters' Shareholding

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Changes during the year		Shareholding at the end of the year	
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Amira Bhargava	0	0.00	-	42500	1.49	42500	1.49
2	Gitana Singh	37450	1.31	-	58000	2.04	95450	3.35
3	Gurpreet Singh	350750	12.31	-	-349000	-12.25	1750	0.06
4	Gurpreet Singh H U F	170500	5.98	-	-169500	-5.95	1000	0.04
5	Inderdeep Singh	481450	16.89	-	181750	6.38	663200	23.27
6	Kushal G Singh	207000	7.26	-	-205000	-7.19	2000	0.07
7	Prithvideep Singh	37450	1.31	-	28750	1.01	66200	2.32
8	Punita G Singh	133000	4.67	-	216500	7.60	349500	12.26
9	Sanjeev Bhargava	200	0.01	-	-200	-0.01	0	0.00
10	Simran Bhargava	96325	3.38	-	142450	5.00	238775	8.38
11	Tara Bhargava	0	0.00	-	53750	1.89	53750	1.89
	Total	1514125	53.13	-	0	0.00	1514125	53.13