

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 Fifth Annual General Meeting of the Shareholders of the Company will be held at The Little Theatre Group, Copernicus Marg, New Delhi-110001 on Monday, the 28th day of August, 2017 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, 2017, 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. Kumar Srinivasan (DIN:00173717), who retires by rotation and being eligible offers himself for reappointment.
3. 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 the Companies Act, 2013 and the rules framed thereunder, the firm M/s V.K. Verma & Co., Chartered Accountants, Firm Registration No. 000386N, is appointed as Statutory Auditors of the Company to hold office till the conclusion of the thirty sixth Annual General Meeting of the Company at such remuneration to be mutually fixed."

By order of the Board
For Deltron Limited

Date: 08.07.17
Place: New Delhi

S Sujatha Lyall
Company Secretary

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 22.08.2017 to 28.08.2017 (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. 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 28.08.2017, 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 year 2008-09 to the Investor Education and Protection Fund (IEPF). Further, in terms of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company may be required to transfer the Equity shares in respect of which dividends for 7 (seven) consecutive years have remained unpaid or unclaimed, into the "IEPF Suspense Account" created for this purpose, as per the date to be notified by the Government for giving effect to such transfer. Thereafter, no claim shall lie against the Company for such cases. Such unclaimed dividend and shares can be reclaimed by the shareholder by following the prescribed procedure / rules.
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 Friday, 25.08.2017 at 9 a.m. and end on Sunday, 27.08.2017 at 5 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on Tuesday, 22.08.2017, 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. 22.08.2017 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.

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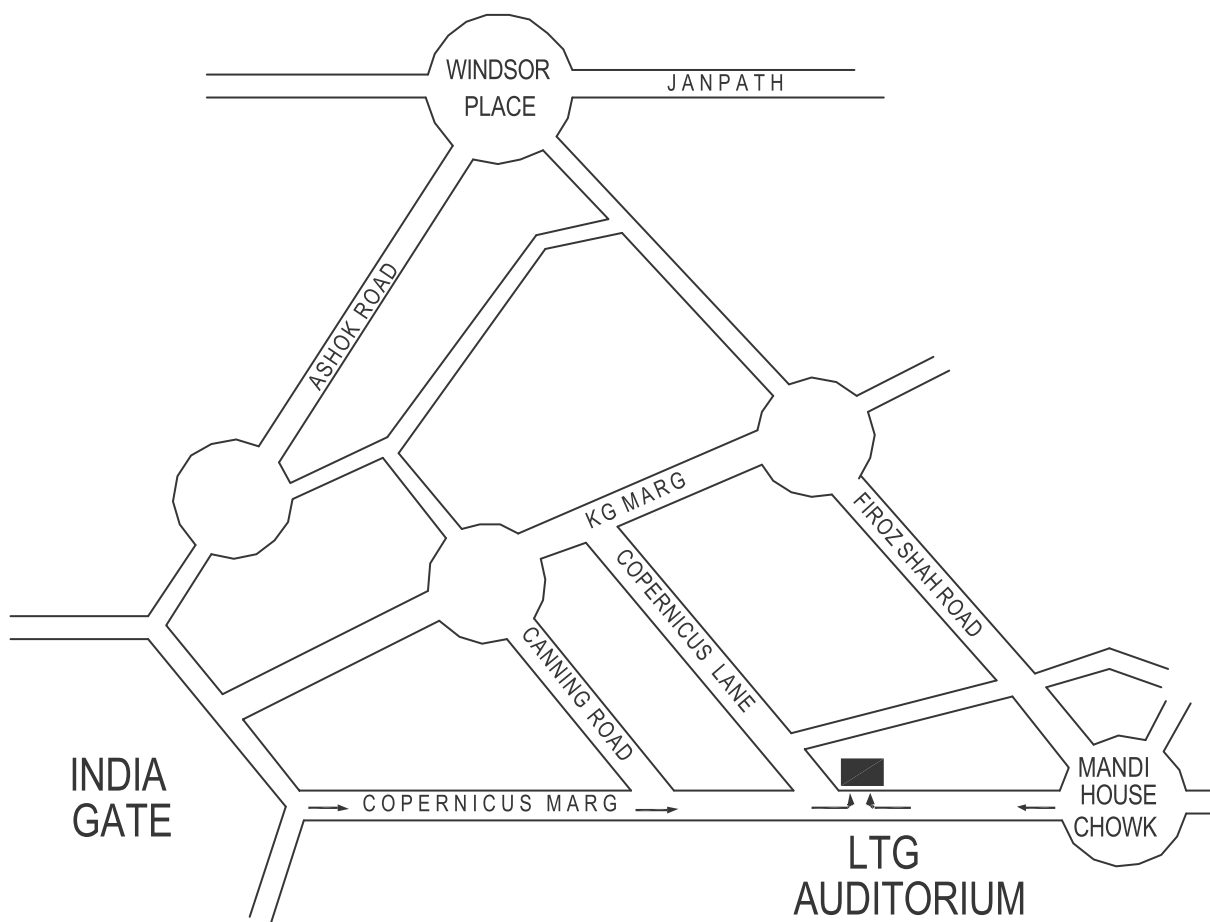
- g) Shareholders may address their grievances connected with e-voting to : Mr. Kumar Srinivasan, Whole-time Director, Deltron Limited, C-120, Naraina Industrial Area, New Delhi – 110 028. E-mail : deltron1982@rediffmail.com Phone No. 011-25796150-53.
- h) The Company has appointed Ms. Akarshika Goel, Company Secretary in Practice, as the Scrutinizer for the polling and the remote-evoting to scrutinize the same in a fair and transparent manner.
- 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 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

S Sujatha Lyall
Company Secretary

Date: 08.07.2017
Place: New Delhi

Route Map to the Venue (LTG Auditorium)



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E-voting Instructions

The instructions for shareholders for remote e-voting are as under:

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" tab.
- iii. Select the "Company Name" from the drop down menu and click on "SUBMIT".
- iv. Enter your User ID
 - For CDSL enter the 16 digits beneficiary ID
 - For shares held in physical form enter Folio Number registered with the Company.
- v. 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:

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 letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Attendance Slip..
Dividend Bank Details OR Date of Birth	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. 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.

- viii. After completing the above, 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 must 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 Electronic Voting Sequence Number (EVSN) for Deltron Limited.
- xii. 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. "YES" implies that you assent to the Resolution and "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 thereafter 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 out a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed 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. 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, HUF, 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 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.

By order of the Board
For Deltron Limited

Date: 08.07.2017

Place: New Delhi

S Sujatha Lyall
Company Secretary

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 Fifth Annual Report of your Company for the financial year ended 31st March 2017.

The total income during the year under review was Rs.100.76 lacs and pre-tax profit was Rs.5.08 lacs after providing for depreciation of Rs.0.12 lacs. A provision of Rs.1.05 lacs has been made for taxation in the current year. After adjusting for deferred tax, the net profit was Rs.4.4 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 2017.

Global Industrial activity and trade have been lackluster and productivity growth in most advanced economies remained sluggish. On the domestic front, growth rate of the economy is expected to be marginally better in 2017-18, but it is still recovering from the short term effects of demonetization and is now faced with new challenges with the onset of the new GST regime. Given these circumstances, the Company expects continuing challenges and increased compliance burden 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. 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 27.05.2016, 26.07.2016, 29.10.2016 and 06.02.2017 and all the Directors attended the said meetings except Dr. Gurpreet Singh, who attended only one meeting.

The Audit Committee met four times during the financial year on 27.05.2016, 26.07.2016, 29.10.2016 and 06.02.2017 attended by all the members.

The Nomination and Remuneration Committee met once during the financial year on 26.07.2016 attended by all the members.

The Stakeholders Relationship Committee met once during the financial year on 29.10.2016 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 were conducted and were 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 for 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.*

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

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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 2.5 : 1.
- There was 9.40% increase in the CFO's remuneration and 9.27% increase in the Company Secretary's remuneration.
- There was 6.89% 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, 2017 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 and as per the Auditors' rotation provisions of the Companies Act, 2013, they will not be eligible for re-appointment as Statutory Auditors. The Board recommends appointment of M/s V.K. Verma & Co., as Statutory Auditors of the Company. They have furnished a certificate to the effect that the proposed 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 2016-17 forms part of the Annual Report as Annexure II to the Board's Report. The Board has re-appointed them for the financial year 2017-18.

M/s K.S Bawa & Associates, Chartered Accountants, Internal Auditors for the financial year 2016-17, have been re-appointed for the financial year 2017-18.

There are no disqualifications, reservations or adverse remarks or disclaimers in the reports of the aforesaid Auditors for the financial year 2016-17.

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

During the year :-

- i. The Company has no 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 expenditure 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: 08-07-2017
Place: New Delhi

Kumar Srinivasan
Whole-time Director

Inderdeep Singh
Director

Deltron Limited

EXTRACT OF ANNUAL RETURN AS ON 31.03.2017

Annexure I

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	74.39%

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	1282825	271950	1554775	54.56	1282825	271950	1554775	54.56	0.00
b) Bodies Corp.	402693	40000	442693	15.53	402693	40000	442693	15.53	0.00
Sub-total (A) (1) :-	1685518	311950	1997468	70.09	1685518	311950	1997468	70.09	0.00
(2) Foreign	-	-	-	-	-	-	-	-	-
Total (A)= (A)(1)+ (A)(2)	1685518	311950	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	13980	607652	621632	21.81	15655	605977	621632	21.81	0.00
c) Others (NRI/OCBs)	-	227750	227750	7.99	-	227750	227750	7.99	0.00
Sub-total (B)(2):-	14130	838302	852432	29.91	15805	836627	852432	29.91	0.00
Total (B)=(B)(1)+ (B)(2)	14130	838402	852532	29.91	15805	836727	852532	29.91	0.00
Grand Total (A+B+C)	1699648	1150352	2850000	100.00	1701323	1148677	2850000	100.00	0.00