

DELMA INFRASTRUCTURE LIMITED

28th

ANNUAL REPORT

2012-13

DIRECTORS' REPORT

To
The Members of
Delma Infrastructure Limited (Formerly known as Hari Om Trades And Agencies Limited)

Your directors have pleasure in presenting the Company's Twenty Eighth Annual Report and Annual Accounts for the year ended 31st March, 2013.

FINANCIAL RESULTS:

Particulars	(Amount in Rs.) For the Year Ended March 31,	
	2013	2012
Total Revenue	35,000.00	93,418.00
Total Expenditure	98,989.00	3,65,967.00
Profit/ (Loss) before exceptional and extraordinary items and Tax	(63,989.00)	(2,72,549.00)
Exceptional Items	0.00	0.00
Profit/ (Loss) before extraordinary items and Tax	(63,989.00)	(2,72,549.00)
Extraordinary Items	0.00	41,53,931.00
Profit/ (Loss) before Tax	(63,989.00)	38,81,382.00
Tax Expense	0.00	0.00
Profit/ (Loss) After Tax	(63,989.00)	38,81,382.00

REVIEW OF OPERATIONS

The Company recorded the operating income of Rs. 35,000/- as compared to the Income of the previous year of Rs. 93,418/-. During the year Company has incurred a loss of Rs. 63,989/- as compared to the profit of the previous year Rs. 38,81,382/-.

DIVIDEND

As your company incurred losses during the year, your Directors did not recommend any dividend on equity shares.

FIXED DEPOSITS

During the year under review, the Company has not accepted any deposit under Section 58A of the Companies Act, 1956, read with Companies (Acceptance of Deposits) Rules, 1975.

DIRECTORS

During the year, there was a resignation of Mr. Raghunandanlal Gupta, Mr. Narendrakumar Raghunandanlal Gupta and Mrs. Sushila Devi Gupta from the directorship on December 3, 2012.

In accordance with the provisions of the companies Act, 1956 and Article of Association of the Company, Mr. Ahmed Khaleel Khaled Almeraikehi retires by rotation at the forthcoming Annual General Meeting, and being eligible, offer himself for re- appointment.

AUDITORS & THEIR REPORTS

M/s A.K. Bagadia & Co., Chartered Accountants, (Having Firm Registration No. 100846W) the present statutory auditors of the Company holds office until the conclusion of the ensuing Annual General Meeting and is eligible for re-appointment. The Company has received letter from M/s A.K. Bagadia & Co., Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits under Section 224 (1-B) of the Companies Act, 1956 and that they are not disqualified for such appointment within the meaning of Section 226 of the Companies Act 1956.

The observations made in the Auditors report read together with the relevant notes thereon, are self explanatory and hence do not call for any comments under Section 217 of the Companies Act, 1956.

CHANGE OF NAME & MAIN OBJECT OF THE COMPANY AND ADOPTION OF NEW SET OF ARTICLES

The Company, pursuant to the completion of open offer pursuant to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 has been taken over by Delma Investments LLC, being the new promoter of the company.

After takeover of the Company, the new promoter had changed its business object by entered into new line of business i.e. Infrastructure projects and also altered object clauses of the Memorandum of the company. Subsequent to change in main business of the company, the name of the Company has also changed from Hari Om Trades And Agencies Limited to Delma Infrastructure Limited.

During the period, the New set of Articles of Association of the Company has been adopted by the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGOING

In view of the nature of activities carried on by the Company, the requirements for disclosure in respect of Conservation of Energy, Technology Absorption, in terms of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable to the Company. However the Company takes all possible efforts towards energy conservation.

The requirement for disclosure with regard to technology absorption does not apply to the Company as the activities in which the Company operates does not require any technology.

During the period under review the Company has earned Foreign Exchange of Rs. NIL and incurred the Foreign Exchange outgo of Rs. NIL.

LISTING FEE

The Equity shares of the Company are listed on BSE Limited and the Company has paid annual listing fee for the financial year 2013-2014.

PARTICULARS AS REQUIRED U/S 217(2A) OF THE COMPANIES ACT, 1956

The particular of employees as required under Section 217(2A) of the Companies Act, 1956 is not given, since no employee of the Company draws remuneration in excess of the limit as prescribed in the above section.

COMPLIANCE CERTIFICATE

Pursuant to Section 383A of the Companies Act, 1956, a Compliance Certificate from M/s. Kothari H. & Associates, a firm of Company Secretary in Whole Time Practice, regarding status on compliance of the provisions of the Companies Act, 1956 by the Company has been annexed along with this report.

DIRECTORS RESPONSIBILITY STATEMENT

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

- a. in the preparation of the annual accounts for the year ended March 31 2013, the applicable Accounting Standards read with the requirements set out under Schedule VI of the Companies Act, 1956 have been followed and there are no material departures from the same, if any;
- b. the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the State of affairs of the Company as at March 31, 2013 and of the Loss of the Company for the year ended on that date;
- c. 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; and
- d. the Directors had prepared the annual accounts of the Company on a 'going concern' basis.

PERSONNEL RELATIONS

The Company enjoyed cordial relations with the employees during the year under review and the Management appreciates the employees of all cadres for their dedicated services to the Company.

ACKNOWLEDGEMENT

The directors wish to express their gratitude to all the shareholders, bankers, clients and employees for the confidence reposed on them and look forward to their continued co-operation and support.

For and on behalf of the board of directors

For Delma Infrastructure Limited

Sd/-
(Umesh Mohanan)
Chairman

Place: Mumbai
Date: 30/05/2013

COMPLIANCE CERTIFICATE

To,
The Members,
Delma Infrastructure Limited
(Formerly known as Hari Om Trades And Agencies Limited)
Unit 302, Raheja Plaza Premises,
Co-operative Society Limited, off Andheri Link Road,
Andheri (W), Mumbai 400053

We have examined the registers, records, books and papers of **Delma Infrastructure Limited (Formerly known as Hari Om Trades And Agencies Limited)** ('the Company') as particularly required to be maintained under the Companies Act, 1956, ('the Act') and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended **31st March, 2013** ('the financial year'). In our opinion, and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been recorded.
2. The Company has filed the forms and returns as stated in **Annexure 'B'** to this Certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company is a Public Limited Company and has the minimum prescribed paid-up capital.
4. The Board of Directors met on the every quarter interval in respect of which meetings notices were given and the proceeding were recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members from September 15, 2012 to September 17, 2012 during the financial year.
6. The Annual General Meeting for the financial year ended on 31st March 2012 was held on 17th September, 2012 after giving due notice to the members of the Company and the resolutions passed thereat were recorded in Minutes Book maintained for the purpose.
7. No Extra ordinary General Meeting was held during the year. However Resolutions was passed through Postal Ballot on 17th December, 2012.
8. The Company has not given advanced loan to its Directors or persons or firms or companies without complying with Section 295 of the Act, during the financial year.
9. As informed and explained to us, the Company has not entered into contracts, which are falling within the purview of Section 297 of the Act.
10. The Company has made the necessary entries in the register maintained under Section 301 of the Act.

11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of directors, and members or Central Government as the case may be.
12. The Company has not issued any duplicate certificates during the financial year.
13. During the financial year;
 - a. The share certificates has been delivered after the transfer of shares; however there was no transmission of securities during the year
 - b. The Company has not deposited any amount in a separate bank account as no dividend was declared during the financial year.
 - c. The Company has not posted warrants to any member of the Company as no dividend was declared during the year.
 - d. There was no amount in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued which have remained unclaimed or unpaid for the period of seven years be transferred to Investor Education and Protection Fund.
 - e. The Company was not required to transfer any amount to Investor Education and Protection Fund (IEPF) during the financial year.
 - f. The Company has complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is properly constituted. During the financial year, there was an appointment of Mr. Umesh Mohanan, Mr. Ahmed Khaleel Khaled and Mr. Zulfiquir Al Tanveer Haider Almeraikhi on June 7, 2012 and resignation of Mr. Raghunandanlal Gupta, Mr. Narendrakumar Raghunandanlal Gupta and Mrs. Sushila Devi Gupta from the directorship on December 3, 2012.
15. Since the paid up Capital of the Company is less than Rs. 5 Crore, The Company is not required to appoint Managing Director/ Whole Time Director/ Manager under Section 269 of the Act during the financial year.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies, and/or such authorities prescribed under the various provisions of the Act.
18. The Directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.

23. According to the information and explanation given, the Company has not accepted any deposit including any unsecured loan falling under the purview of Section 58A of the Companies Act, 1956 during the financial year.
24. The amount borrowed by the Company during the financial year ending is within the borrowed limits as per section 293(1) (d) of the Act.
25. As informed and explained to us, the Company has complied with the provision of Section 372A of the Act with regard to loans given, investment made, or guarantee given or securities provided to other body corporate during the financial year.
26. The Company has not altered the provisions of the Memorandum of Association with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has altered the provisions of the Memorandum of Association with respect to the objects of the Company during the year under scrutiny.
28. The Company has altered the provisions of the Memorandum of Association with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum of Association with respect to share capital of the company during the year under scrutiny.
30. The Company has not altered capital clause of its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the Company, during the financial year for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has not deducted any contribution towards Provident Fund during the financial year in terms of Section 418 of the Act as the said Section is not applicable to the Company.

FOR KOTHARI H. & ASSOCIATES

Company Secretaries

Sd/-

Hitesh Kothari
Proprietor

C. P. No. 5502

Place: Mumbai

Date: 30/05/2013