

NOTICE

Notice is hereby given that the 36th Annual General Meeting (AGM) of Members of Delta Magnets Limited (the 'Company') will be held on Thursday, 27th September, 2018 at 01.00 p.m. at Hotel Express Inn, Nashik Pathardi Phata, Ambad, Mumbai Agra Road, Nashik – 422 010, Maharashtra to transact the following ordinary business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) for the Financial Year ended 31st March, 2018 together with the Reports of the Board of Directors and the Auditors thereon.
2. 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 appoint Statutory Auditor and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), clarification(s), exemption(s) or re-enactment(s) thereof for the time being in force), pursuant to recommendations of the Audit Committee and Board of Directors of the Company, M/s. M. H. S. & Associates, Chartered Accountants (Firm Reg.: No.141079W) be and are hereby appointed as Statutory Auditors of the Company in place of M/s. Amit Desai & Co., Chartered Accountants (Firms Registration No.: 130710W) whose term expires at this Annual General Meeting, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 41st Annual General Meeting of the Company at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof), be and are hereby authorized 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 AGM.
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 true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.
4. In terms of Section 152 of the Companies Act, 2013 (“the Act”), Ms. Ambika Kothari (DIN: 01162900), Director, shall retire 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 (DIN: 01162900), Director, proposed to be 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 Director for her re-appointment.
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 Thursday, 20th September, 2018 to Thursday, 27th September, 2018 (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 addresses 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 addresses/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 Foliros 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 shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

In accordance with the instructions prescribed under the SEBI circular No. SEBI /HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, the Company has sent letters / intimations through registered / speed post seeking KYC documents from all those Members of the Company who hold shares in physical form and whose folios do not have / have incomplete details with regard to PAN and Bank Account details.

11. Pursuant to sections 101 and 136 of the Act read with the Rules made thereunder, the Notice calling the AGM along with the Annual Report 2017-18 would be sent by electronic mode to those Members whose e-mail addresses 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 addresses, physical copies would be sent by the permitted mode. However, in case a Member wishes to receive a physical copy of the Annual Report, he 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 addresses 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), clarification(s), exemption(s) or re-enactment(s) 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 National Securities Depository Limited (“NSDL”), 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 Monday, 24th September, 2018 (9.00 am IST) and will end on Wednesday, 26th September, 2018 (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 Wednesday, 19th September, 2018, may cast their votes through remote e-voting. The remote e-voting module shall be disabled by NSDL for voting after 5.00 pm (IST) on Wednesday, 26th September, 2018 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 Wednesday, 19th September, 2018.
- 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. Wednesday, 19th September 2018, 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.evoting.nsdl.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 the Chairman, 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 NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or person authorised by him.

The instructions for shareholders voting electronically are as under:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox.

Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to akjaincs@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

A. Ms. Pallavi Mhatre, Asst. Manager

E-voting Helpdesk
National Securities Depositories Limited
Email : evoting.nsdl.co.in
Phone : 022-24994545

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

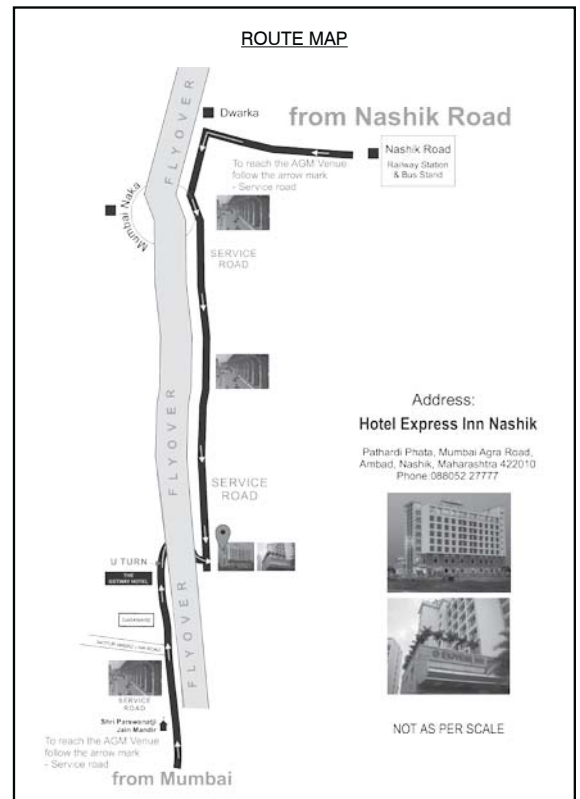
- 14. Members desirous of asking any questions at the AGM are requested to send in their questions so as to reach the Company at least 10 days before the AGM, so that the same can be suitably replied.
- 15. The Landmark and route map to the venue of the AGM is attached and forms a part of this notice.

By Order of the Board of Directors,

SNEHAL OAK
Company Secretary
ACS No: 23112

Mumbai, 10th August, 2018

Registered Office:
B-87, MIDC, Ambad,
Nashik-422 010, Maharashtra.
CIN : L32109MH1982PLC028280
Email ID : secretarial@deltamagnets.com
Website : www.deltamagnets.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 LISTING REGULATIONS AND (SS – 2)



Name of Director:

Ms. Ambika Kothari

Date of 1st Appointment:

30th July, 2010

Age:

41 years

Qualification:

B.A. Economics with Honors, Wellesley College

Experience:

Ms. Ambika Kothari has experience in the fields of business administration, finance, management and entrepreneurship. She has worked with reputed firms such as Goldman Sachs in New York, DSP Merrill Lynch in Mumbai and Moody's Investor Services in Singapore. Ms. Kothari is a director in several companies. She currently manages investments for G.K. International Private Limited and is a Founder Partner at Sea Face Paperie LLP, a startup stationery and design firm.

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

Non-Executive, Non Independent Director liable to retire by rotation.

Last Drawn Remuneration:

Nil

Relationship with Other Directors, Manager and Other Key Managerial Personnel of the Company:

None

Shareholding in the Company (Individually or Jointly):

Ms. Ambika Kothari holds 1950 Equity Shares of the Company.

Number of Meetings of the Board Attended during the Year:

04

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 Management Consultancy and Developers Private Limited
Providence Educational Academy Private Limited
Renato Finance and Investments Private Limited
Welphine Trading and Mercantile Private Limited

ii) Chairman of Board Committees

None

iii) Member of Board Committees

None



CIN: L32109MH1982PLC028280

Registered Office: B – 87, MIDC, Ambad, Nashik – 422 010, Maharashtra.

Email ID : secretarial@deltamagnets.com, Website : www.deltamagnets.com

Tel No : 91-0253-2382238, Fax No : 92-0253-2382926

ATTENDANCE SLIP

I/We, hereby record my/our presence at the **36th ANNUAL GENERAL MEETING** of the Company held on Thursday, 27th September, 2018 at 1.00 p.m. at Hotel Express Inn, Nashik Pathardi Phata, Ambad, Mumbai Agra Road, Nashik - 422 010, Maharashtra.

Name and Address of the Shareholder :

No. of Shares held :

Member's Folio No./ DP ID & Client ID

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

E-VOTING DETAILS:		
EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD

Note: Please read the instructions given in the Notice of the Annual General Meeting carefully before voting electronically.



CIN: L32109MH1982PLC028280

Registered Office: B – 87, MIDC, Ambad, Nashik – 422 010, Maharashtra.
Email ID : secretarial@deltamagnets.com, Website : www.deltamagnets.com
Tel No : 91-0253-2382238, Fax No : 92-0253-2382926

PROXY FORM

(FORM NO. MGT - 11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____

Registered Address : _____

E-mail ID: _____ DP ID: _____ Folio No./Client ID: _____

I/We being the Member(s) of _____ Equity Shares of Delta Magnets Limited, hereby appoint-

1) Name _____

Address _____

having email id _____ or failing him

2) Name _____

Address _____

having email id _____ or failing him

3) Name _____

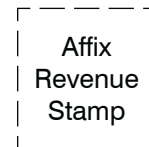
Address _____

having email id _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **36th ANNUAL GENERAL MEETING** of the Company to be held on Thursday, 27th September, 2018 at 01.00 p.m. at Hotel Express Inn, Nashik Pathardi Phata, Ambad, Mumbai Agra Road, Nashik – 422 010, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject Matter of the Resolution	Vote		
		For	Against	Abstain
1	Adoption of the Audited Financial Statements (including the Consolidated Financial Statement) for the year ended 31 st March, 2018 together with Reports of Board of Directors and Auditors thereon.			
2	Appointment of a Director in place of Ms. Ambika Kothari (DIN:01162900), who retires by rotation and being eligible, offers herself for re-appointment.			
3	Appointment of M/s. M. H. S. Associates, Chartered Accountant as Statutory Auditors of the Company.			

Signed this _____ day of _____ 2018



Signature of shareholder across Revenue Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference, if you leave the for, against or abstained column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
3. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting right, than such proxy shall not act as a proxy for any other person or Member.
4. A Proxy need not be a Member of the Company.