

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 Third Annual General Meeting of the Shareholders of the Company will be held at The Little Theatre Group, Copernicus Marg, New Delhi-110001 on Thursday, the 24th day of September, 2015 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, 2015, 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 appoint Statutory Auditors and to fix their remuneration.

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass the following resolution as Ordinary Resolution:-
“RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof) and any rules made thereunder, Ms. Rashmi Nagabhushan (DIN: 00173914), who was appointed as an Additional Director of the Company by the Board of Directors of the Company in its meeting held on 6th February, 2015 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.”
5. To consider and, if thought fit, to pass the following resolution as Special Resolution:-
“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof) and any rules made thereunder and subject to such other approvals, as may be necessary, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Kumar Srinivasan (DIN: 00173717) as Whole-time Director of the Company, liable to retire by rotation, for a period of 3 (three) years w.e.f. 27th September, 2015 as per the terms and conditions set out in the Explanatory Statement annexed hereto, with authorisation to the Board of Directors to vary the remuneration of Mr. Kumar Srinivasan during this period, as it may deem fit and proper in the best interests of the Company, provided however that such variations are within the permissible limits prescribed under Schedule V of the Companies Act, 2013, including in the event of any loss or inadequacy of profits in any financial year.
RESOLVED FURTHER THAT pursuant to the provisions 196, 197, 203 of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof) and any rules made thereunder, approval of the Company be and is hereby accorded to pay revised remuneration to Mr. Kumar Srinivasan, Whole-time Director of the Company, as per the terms and conditions set out in the Explanatory Statement annexed hereto, w.e.f 1st April, 2015 for the balance of his existing tenure of appointment.”
6. To, consider and , if thought fit, to pass the following resolution as Special Resolution:-
“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof), and any rules made thereunder, the new draft of Articles of Association be and are hereby approved and adopted in substitution of the existing Articles of Association of the Company.
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board
For Deltron Limited

Date: 30.07.2015
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 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 17.09.2015 to 24.09.2015 (both days inclusive).
4. The Government's green initiative in Corporate Governance by allowing paperless compliance is a major step towards saving valuable natural resources and ecology. In this regard, the Company has been making repeated requests to all members to provide their e-mail ID to facilitate communication electronically but has not received this information from many members. **Members are once again requested to send by post or email to deltron1982@rediffmail.com their email IDs with folio no., name(s) and full contact address without fail at the earliest in order to receive all communication including Annual Report, Notices etc. from the Company 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. Those who do not have any e-mail are requested to inform the Company on how they would like to receive their communication in future.** All members can also access the Company's website www.deltronlimited.in to obtain the Annual Report and Notice posted thereon.

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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. 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 24.09.2015, 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 2006-07 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. 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.
10. Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection at the meeting.
11. Voting through electronic means :-
 - a) Pursuant to the provisions of the Companies Act, 2013, the Company is providing for e-voting facility through Central Depository Services (India) Limited 'CDSL' to the shareholders to exercise their 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 Monday, 21.09.2015 at 9 a.m. and end on Wednesday, 23.09.2015 at 5 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on Thursday, 17.09.2015, 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. 17.09.2015 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 : Ms. S. Sujatha Lyall, Company Secretary, 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 Mr. Don Banthia, Company Secretary in Practice, as the Scrutinizer for the polling and the remote-e-voting 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.

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. |

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- 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. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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.

Explanatory Statement:

Item No. 4:

Ms. Rashmi Nagabhushan was appointed as an Additional Director of the Company by the Board of Directors of the Company in its meeting held on 6th February, 2015 and pursuant to Section 161 of the Companies Act, 2013, she holds office upto the date of this Annual General Meeting. The Company has received a notice in writing from a member of the Company alongwith a deposit of Rs. 1,00,000/- proposing the candidature of Ms. Rashmi Nagabhushan for the office of Director of the Company under the provisions of Section 160 of the Companies Act, 2013.

Ms. Rashmi Nagabhushan aged about 63 years has done M.Tech from IIT Delhi and has a vast work experience of over 40 years in the field of Electronics and ancillary fields. Ms. Rashmi Nagabhushan is a Whole-time Director in Thermadyne Private Limited and Director/shareholder in Shivram Technologies Private Limited.

Except Ms. Rashmi Nagabhushan, 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. 4 of the Notice.

The resolution at item no. 4 is put up for approval of the Shareholders.

Item No. 5:

Mr. Kumar Srinivasan was re-appointed as the Whole-time Director of the Company in the Annual General Meeting held on 15th September, 2010 for a period of five years w.e.f. 27th September, 2010 upto 26th September, 2015. The payment of minimum remuneration had also been approved in the said meeting. The term of this approval is coming to an end.

His re-appointment for a period of 3 (three) years as Whole-time Director w.e.f. 27th September, 2015 at the remuneration to be paid as per the terms and conditions set out below, along with payment of revised remuneration w.e.f. 1st April, 2015 for the balance of his existing tenure of appointment, was approved by the Nomination and Remuneration Committee and the Board at their respective meetings held on 30th July, 2015.

Except Mr. Kumar Srinivasan, 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 resolution at item no. 5 is put up for approval of the Shareholders.

The other information as required under Section II of Part II of Schedule V of the Companies Act, 2013, is given below:

I. General Information:

- The Company is engaged in the trading of a variety of goods including Electrical/ Electronic Goods, Mechanical Goods, Equipments, Tools etc.
- The Company commenced commercial production in 1982-83. Subsequently manufacturing operations were hived off with only trading activities being carried on currently.
- Finance performance based on given indicators taken from audited financials for 2014-15

| <u>Financial Parameters</u> | <u>2014-15 (Rs)</u> |
|-----------------------------|---------------------|
| Total Income | 106,78,841 |
| Net Profit | 21,41,187 |

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- The Company has made no foreign investments and has no foreign collaborations.

II. Information about Mr. Kumar Srinivasan

- Mr. Kumar Srinivasan, aged about 66 years has done B.E. (Honours) Electronics from BITS, Pilani and has a rich and varied experience of over 40 years in the field of Electronics.

Apart from being Whole-time Director in Deltron Limited, he is a Director on the Boards of Six Private Companies. He is also a member of the Audit Committee and Shareholders Grievance Committee in Deltron Limited. He attended all 5 (five) meetings of the Board held during the year.

- Past remuneration as per Schedule XIII of Companies Act, 1956 of Mr. Kumar Srinivasan are given below :

| | (Rs) |
|---------|-------------|
| 2012-13 | 11,55,058/- |
| 2013-14 | 11,58,000/- |
| 2014-15 | 11,58,000/- |

- During his tenure, the Company has won awards for excellence in exports and has also obtained ISO Certification from the Bureau of Indian Standards and the Underwriters Lab, US.
- Mr. Kumar Srinivasan has a rich and varied experience across different functional areas and has in-depth knowledge of the Electronics Industry. In his over 40 years of service he has contributed significantly to the Company and is a very valuable part of the Company at present.

The Directors firmly believe that the Industry is getting increasingly competitive and the continued presence of a qualified and highly competent person on the Board of the Company is required for timely and appropriate decision making at the Board level. Therefore his re-appointment is proposed for the approval of the members of the Company.

- Monthly remuneration proposed for Mr. Kumar Srinivasan is given below:

| Sr. No. | Description | Rs. |
|---------|----------------------|----------|
| 1 | Basic Salary | 71,000 |
| 2 | House Rent Allowance | 46,150 |
| 3 | Conveyance Allowance | 10,000 |
| | Total Remuneration | 1,27,150 |

In addition to the above, Mr. Kumar Srinivasan shall also be entitled to Gratuity, Provident Fund, Medical Insurance, Leave Travel Allowance, Medical re-imbusement of expenses actually incurred for self and family subject to a ceiling of one month's salary in a year, Fees of one club excluding admission and life membership fees, Car for official duties, Telephone at residence (with personal use of car and personal long-distance calls billed to the Director) and other entitlements as per the service conditions of the Company provided that the total annual remuneration shall not exceed the limits prescribed under Schedule V of the Companies Act, 2013.

- Taking into consideration the qualification and experience of Mr. Kumar Srinivasan, the proposed remuneration is comparable to what is being paid in other similar companies operating in India.
- Besides being a shareholder and Whole-time Director in the Company, Mr. Kumar Srinivasan does not have any pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel.

- ### **III.**
- The Company in the recent past has not been earning adequate profits from its operations due to several factors including the downturn in the global economy and unusually severe and long lasting recession worldwide. While the Company expects continuing challenges in the coming years, especially due to substantial increases in all cost, including compliance costs, the Company will need to be conservative while exploring new opportunities.

Item No. 6:

The Articles of Association of the Company, as currently in force, was originally adopted when the Company was incorporated under the Companies Act, 1956. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013. Considering that substantive sections of the Companies Act, 2013 which deal with the general working of the companies stand notified, it is proposed to substitute the existing Articles of Association with the new Articles in line with the provisions of Companies Act, 2013, including the Rules framed thereunder.

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.

Alteration of Articles of Association of a Company requires approval of the shareholders by way of special resolution. The new proposed set of Articles of Association shall be made available at the meeting.

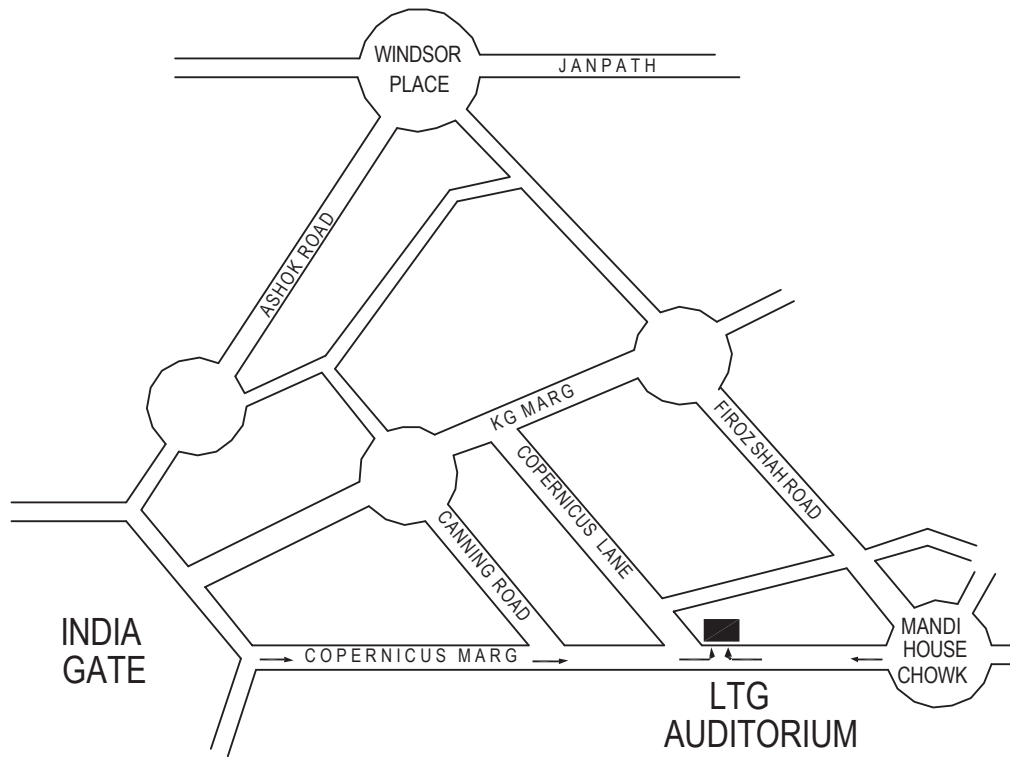
The resolution at item no. 6 is put up for approval of the Shareholders.

By order of the Board
For Deltron Limited

Date: 30.07.2015
Place: New Delhi

S. Sujatha Lyall
Company Secretary

Route Map to the Venue(LTG Auditorium)



DELTRON LIMITED

CIN: L32109DL1982PLC013838

Regd. Office: C-120, Naraina Industrial Area, New Delhi-110 028

Phone: 011-25796150, Fax: 011-25795290,

Website: www.deltronlimited.in, Email Id :deltron1982@rediffmail.com

**NOTICE OF 33rd ANNUAL GENERAL MEETING,
BOOK CLOSURE & E-VOTING INFORMATION**

NOTICE is hereby given that the 33rd Annual General Meeting (AGM) of Deltron Limited ('the Company') is scheduled to be held at The Little Theatre Group, Copernicus Marg, New Delhi-110001 on 24.9.2015 (Thursday) at 12.00 Noon. The AGM Notice alongwith Annual Report has been dispatched on 31.08.2015 by prescribed mode to all the shareholders of the Company at their registered addresses. The AGM Notice is also available on the Company's website: www.deltronlimited.in and CDSL website: www.evotingindia.com.

Pursuant to Section 91 of the Companies Act, 2013 and the Rules made thereunder, read with Clause 16 of the Listing Agreement, the Register of Members and Share Transfer Books of Company will remain closed from 17.9.2015 to 24.9.2015 (both days inclusive) for the purpose of AGM.

Pursuant to the provisions of the Companies Act, 2013, the Company is providing for e-voting facility through Central Depository Services (India) Limited 'CDSL' to the shareholders to exercise their vote through electronic means by remote e-voting on all resolutions set forth in the AGM Notice. 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. 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. The voting period will begin on Monday, 21.09.2015 at 9 a.m. and end on Wednesday, 23.09.2015 at 5 p.m. The e-voting module shall be disabled by CDSL for voting thereafter. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on Thursday, 17.09.2015, being the cut-off date, may cast their vote electronically or later participate in the poll at the AGM. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the AGM Notice and holds shares as on the cut-off date i.e. 17.09.2015 may follow the same instructions as mentioned in the AGM Notice for e-Voting and contact the Company Secretary for obtaining login ID and password. For any queries 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. Shareholders may address their queries/ grievances connected with e-voting to Ms. S. Sujatha Lyall, Company Secretary, Deltron Limited, C-120, Naraina Industrial Area, New Delhi - 110 028, E-mail : deltron1982@rediffmail.com, Phone No. 011-25796150-53.

By Order of the Board
For Deltron Limited
Sd/-

S Sujatha Lyall
Company Secretary

Place : New Delhi
Date : 01.09.2015