

NOTICE

Notice is hereby given that the 40th Annual General Meeting (AGM) of Members of Delta Manufacturing Limited (the Company) will be held on Thursday, 29th September, 2022 at 3.30 p.m. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement (including the Consolidated Financial Statement) for the Financial Year ended 31st March, 2022 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Dr. Ram H. Shroff (DIN: 00004865), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, applicable provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Article of Association of the Company and subject to such other approval as may be required, the consent of the members of the Company, be and is hereby accorded to re-appoint Dr. Ram H. Shroff (DIN: 00004865) as Managing Director and Executive Vice Chairman of the Company for the period of 3 years commencing from 01st October, 2022 and ending on 30th September, 2025 with remuneration as mentioned below, who will be liable to retire by rotation, and further, with powers to the Board of Directors (which term shall be deemed to include any “Committee” thereof) to alter, amend, vary and modify the terms and conditions of the said appointment from time to time, as it deems fit, in such manner as may be mutually agreed upon:

A) Salary:

Basic ₹ 3,00,000/- per month with power of the Board of Directors to increase the same as it may in its absolute discretion determine from time to time provided that the salary does not exceed ₹ 5,00,000/- per month during the tenure.

B) Allowances:

- i. House Rent Allowance at the rate of 50% of Basic Salary.
- ii. Special Allowance of ₹ 52,224/- per month

C) Perquisites and Other Benefits:

The appointee shall be entitled to perquisites, allowances, benefits, facilities and amenities (collectively called “perquisites”) such as medical reimbursement, leave travel assistance/allowance, hospitalization and accident insurance, transport allowance, self-development allowance, uniform allowance, education allowance, books and periodicals allowance and any other perquisites as per the policy/ rules of the Company in force or as may be approved by the Board from time to time.

In addition to the above, the appointee shall also be entitled to the following benefits/reimbursements as per policy/rules of the Company in force or as may be approved by the Board from time to time:

- (i) Telecommunication /Internet Charges;
- (ii) Company's contribution to Provident Fund and Superannuation Fund;
- (iii) Payment of gratuity and other retiral benefits;
- (iv) Driver and Fuel Reimbursement;
- (v) Business Promotion Expenses and
- (vi) Such other allowable/applicable expenses.

The total remuneration payable shall not exceed ₹ 85,00,000/- per annum.

Over and above the aforesaid total remuneration he shall be entitled for following:

- (i) Company maintained two cars;
- (ii) Company paid abroad vacation with family every financial year.

- D) The Board is authorised to fix actual remuneration and revise it from time to time within the aforesaid ceilings.

RESOLVED FURTHER THAT the Board be and is hereby authorized at its discretion from time to time to fix the actual remuneration and/or perquisites of Dr. Ram H. Shroff and revise such remuneration and/or perquisites from time to time within the Statutory limits and to vary/modify/amend the terms and condition of the appointment from time to time as may be agreed to by the Board and Dr. Ram H. Shroff.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company, be and are hereby severally authorised to make necessary application to such authorities as may be required and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including filing necessary forms with Registrar of Companies."

NOTES:

1. In view of the continuing COVID-19 pandemic and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and the latest being 02/2022 dated May 05, 2022 and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI and other applicable circulars issued in this regard (hereinafter collectively referred to as the Circulars), permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM without the physical presence of the Members at a common venue. In compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
2. As the AGM is being conducted through VC/OAVM, the facility to appoint Proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate therein and cast their votes through e-voting. Corporate Members are required to send, (before e-voting/ attending AGM) a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, pursuant to section 113 of the Companies Act, 2013 (the Act) on the e-mail id secretarial@dmltd.in.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), (Listing Regulations), the Circulars issued by MCA dated April 08, 2020, April 13, 2020 and May 05, 2020 and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.deltamagnets.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 MCA Circular No. 2/2021 dated January 13, 2021 and MCA Circular No. 2/2022 dated May 05, 2022.

7. An Explanatory Statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
8. In terms of Section 152 of the Act, Dr. Ram H. Shroff, shall retire by rotation at the ensuing AGM. Dr. Ram H. Shroff (DIN: 00004865), being eligible, offers himself for re-appointment.

The Board of Directors of the Company recommends re-appointment of Dr. Ram H. Shroff.

Details of Dr. Ram H. Shroff, proposed to be appointed/re-appointed at the ensuing AGM, as required by 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 Directors for their appointment/re-appointment.

9. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 22nd September, 2022 to Thursday, 29th September, 2022 (both days inclusive) for the purpose of AGM.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, The Register of Contracts or Arrangements in which the Directors are interested under section 189 of the Act and all other documents referred to the Notice will be available for inspection in electronic mode. Members can inspect the same by sending email to secretarial@dmltd.in.

11. Unclaimed Dividends:

- a) Members of the Company are requested to note that as per the provisions of Section 124(5) and Section 124(6) of the Act, dividends not encashed/claimed by the Member of the Company, within a period of seven years from the date of declaration of dividend, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF), also all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the Demat Account of IEPF Authority notified by the MCA ('IEPF Demat Account').

Members/Claimants whose shares, unclaimed dividend have been transferred to the IEPF, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in) along with requisite fees, if any, as decided by the IEPF Authority from time to time. The Member/ Claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

- b) Details of Unclaimed Dividend and Shares attached thereto on Website:

The details of the unpaid/unclaimed dividend are available on the website of the Company i.e. www.deltamagnets.com

It is in the Members' interest to claim any unencashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

- c) Members are requested to note that pursuant to the Scheme of Amalgamation between the Company, Arrow Textiles Limited (First Transferor Company or ATL) and MMG India Private Limited (Second Transferor Company or MMG) and respective shareholders as approved by Hon'ble National Company Law Tribunal, Mumbai bench (NCLT) by its order dated 27th December, 2019 (the Scheme), ATL amalgamated with the Company. As per the provisions of Section 124(5) and Section 124(6) of the Act, dividends declared by ATL not encashed/ claimed by the members, within a period of seven years from the date of declaration of dividend, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF).

12. Unclaimed Proceeds of Fractional Shares:

Members of the Company are requested to note that as per the provisions of Section 124(5) and Section 124(6) of the Act, proceeds of fractional shares not claimed by the Member of the Company, within a period of seven years from the date of sale of shares, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF).

13. In compliance with the aforesaid MCA and SEBI Circulars Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.deltamagnets.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>

Members are requested to register/update their e-mail addresses with the Depository Participant (DP) (in case of shares held in dematerialized form) or with Share Transfer Agent (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.

14. SEBI vide its Circular dated 3rd November, 2021 has mandated members holding shares in physical form to register PAN, KYC details and Nomination. Members holding shares in physical form are requested to register their PAN, e-mail id, bank details and other KYC details by filling Form ISR-1, update signature by filling Form ISR-2 and update Nomination details by filling Form SH-13 or declaration of opt out of Nomination by filling Form ISR-3 or cancel nomination by filling form SH-14 and send the respective forms to Freedom Registry Limited Plot No 101/102, MIDC, 19th Street, Satpur, Nashik-422007 or email the scanned copy to support@freedomregistry.co.in. The forms for updating the same are available at www.deltamagnets.com and on the website of our STA www.freedomregistry.co.in. Members are requested to quote their Folio Numbers/Client ID/DP ID and contact details in all correspondence and consolidate their holdings into one Folio in case they hold share under multiple Folios in the identical order of names.
15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website www.deltamagnets.com and on the website of the Company's STA www.freedomregistry.co.in. It may be noted that any service request can be processed only after the folio is KYC Compliant.
16. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Freedom Registry Limited for assistance in this regard.
17. The Board of Directors has appointed Mr. Ashish Kumar Jain (Membership No. 6058 and CP No. 6124) of M/s A.K. Jain and Co. to act as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.
18. The venue of the meeting shall be deemed to be the Registered Office of the Company.
19. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Wednesday, 21st September, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/STA at support@freedomregistry.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote.

If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990** and **1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Wednesday, 21st September, 2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
20. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

21. 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 ("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 for remote 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:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM ARE AS UNDER:-

The remote e-voting period begins on Sunday, 25th September, 2022 at (IST) 09:00 A.M. and ends on Wednesday, 28th September, 2022 at (IST) 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 21st September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 21st September, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li data-bbox="453 391 1507 485">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="453 506 1507 667">3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account
	<p>number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
	<ol style="list-style-type: none"> <li data-bbox="453 903 1507 963">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div data-bbox="727 1030 935 1084">  App Store </div> <div data-bbox="987 1030 1227 1084">  Google Play </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;"> <div data-bbox="773 1110 927 1266">  </div> <div data-bbox="1032 1110 1187 1266">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li data-bbox="453 1298 1507 1483">1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu <li data-bbox="453 1503 1507 1564">2. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. <li data-bbox="453 1584 1507 1685">3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. f

Type of shareholders	Login Method
	4. From a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 secretarial@dmltd.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney /Authority Letter etc. by clicking on "Upload Board Resolution /Authority Letter" displayed under "e-Voting" tab in their login.
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.
3. 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 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@dmltd.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@dmltd.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

DELTA MANUFACTURING LIMITED

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request, along with the questions, from their registered e-mail id mentioning their name, DP ID and Client ID / Folio No., PAN, Mobile No. at secretarial@dmltd.in on or before Friday, 23rd September, 2022. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers/ questions depending on the availability of time for the AGM.

In case of any grievances connected with facility for e-voting, please contact

A. Ms. Pallavi Mhatre, Senior Manager

E-voting Helpdesk
National Securities Depositories Limited
Email: evoting@nsdl.co.in
Phone: 1800 1020 990/1800 224 430

B. Ms. Madhuri Deokar, Company Secretary

Delta Manufacturing Limited
Corporate Office: Bayside Mall, 2nd Floor, Tardeo Road, Haji Ali, Mumbai – 400 034
Email: secretarial@dmltd.in
Phone: 022 - 40794700

C. Mr. Bhushan Chandratre

Freedom Registry Limited (STA)
Registered Office: Plot No. 101 / 102, 19th Street, MIDC, Satpur, Nasik - 422 007
Email: support@freedomregistry.co.in
Phone: 0253-2354032, 2363372

By Order of the Board of Directors

Madhuri Deokar
Company Secretary
ACS No: 54631

Place: Mumbai

Date: 11th August, 2022

Registered Office:

B-87, MIDC, Ambad, Nashik-422 010,
Maharashtra.
CIN : L32109MH1982PLC028280
Email ID: secretarial@dmltd.in
Website: www.deltamagnets.com
Tel No. : 91-0253-2382238
Fax No. : 91-253-2382926

EXPLANATORY STATEMENT

Pursuant to Regulation 36(3) of Listing Regulations read with Section 102 of the Act, the following explanatory statement sets out all material facts relating to Item No. 3 of the Notice.

ITEM NO. 3

The Board of Directors of the Company vide resolution dated 11th August, 2017 and members vide resolution dated 26th September, 2017 re-appointed Dr. Ram H. Shroff (DIN: 00004865) as the Managing Director and Executive Vice Chairman of the Company for 5 years with effect from 01st October, 2017. Further the members vide resolution dated 28th September, 2020 approved the remuneration.

The terms of office and remuneration of Dr. Ram H. Shroff (DIN: 00004865) expires on 30th September, 2022. The 'Nomination and Remuneration Committee' at its meeting held on 2nd August, 2022 and the Board of Directors of the Company at the meeting held on 11th August, 2022 recommended the re-appointment of Dr. Ram H. Shroff as Managing Director and Executive Vice Chairman on such terms and conditions and remuneration as mentioned in the notice for a period of 3 years commencing from 01st October, 2022 to 30th September, 2025, to the Members of the Company.

Dr. Ram H. Shroff, Managing Director and Executive Vice Chairman will be liable to retire by rotation.

In terms of provisions of Section 196, 197 read with Schedule V of the Act, the re-appointment of Dr. Ram H. Shroff shall require the approval of the Members in General Meeting by way of special resolution.

In view of the aforesaid regulatory requirements, approval of the Members is sought for the re-appointment of Dr. Ram H. Shroff.

The Board recommends the resolution as set out in the Notice for the approval of the members as a Special Resolution.

The details of Dr. Ram H. Shroff as required by regulation 26 and regulation 36(3) of the Listing Regulations and SS-2 have been given in the Annexure to this Notice.

Copy of documents referred in the notice will be made available electronically for inspection without any fees to the members on a prior request by sending an email from their registered email id mentioning their name, DP ID and Client ID/Folio No., PAN, Mobile No. to secretarial@dmltd.in

Except Dr. Ram H. Shroff and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are interested in the resolution except to the extent of their shareholding.

Further, the details as required under Section II of Part II of the Schedule V to the Act is as follows:

I. GENERAL INFORMATION

1. Nature of Industry:

Delta Manufacturing Limited ("the Company") is into Manufacturing Industry.

2. Date or Expected Date of Commencement of Commercial Production:

The Company was incorporated on 23rd September, 1982 under the Companies Act, 1956 and it started commercial production thereafter.

3. In Case of New Companies, Expected Date of Commencement of Activities As per Project Approved by Financial Institutions appearing in the Prospectus:

Not Applicable.

4. Financial Performance For The Last 3 Years

(₹ in '000)

Particulars	2021-22	2020-21	2019-20
Income for the year	8,98,569.46	7,13,626.42	9,16,445.48
Profit before Interest, Depreciation and Tax	(26,214.29)	(3,037.65)	(14,443.09)
Net Profit/(Loss) for the Current Year	2,35,126.30	(87,514.09)	(1,35,876.75)
Other Comprehensive income (net of tax)	(390.72)	(36.42)	131.93
Earlier Years Balance Brought forward	(3,06,767.38)	(2,19,216.87)	(82,678.16)
Depreciation reversed on Capital Subsidy received	—	—	—
Balance carried to Balance Sheet	(72,031.80)	(3,06,767.38)	(2,19,216.87)
Dividend and Tax thereon	—	—	—
Net Profit available for Appropriation	2,35,126.30	(87,514.09)	(1,35,876.75)

5. Foreign Investments or Collaborations, if any:

The Company has foreign subsidiary namely Rhine Estates Limited (Formerly Known as MagDev Limited).

II. INFORMATION ABOUT THE APPOINTEE**1. Background Details:**

Dr. Ram H. Shroff is a qualified medical doctor. Dr. Shroff has an experience of more than 17 years in Charak Pharma where he is a Director. Charak is one of the leading Herbal and Ayurvedic Company in India. Through his initiatives the Company has grown its market share substantially and has introduced several new products which have helped bring a new dimension in medical treatment of patients. Dr. Shroff has also initiated Charak Pharma's international presence. Charak is now available in more than 45 countries around the world. In addition, Dr. Shroff has participated in several local and international medical conferences impressing the need of alternative medicines for the treatment of patients.

Dr. Shroff is the Managing Director and Executive Vice-Chairman of Delta Manufacturing Limited (DML) since 2012, he has been instrumental in the turn around of the company. Dr. Shroff has streamlined the operation of the company by consolidating its resources like spearheading expansion of soft ferrite facility from 7 MT per month to 70 MT p.m. and improving hard ferrite production from 70 MT p.m. to 125 MT p.m. with incremental investment etc. His customer oriented approach coupled with his zeal for innovation has enabled the company to win many new customers and gain foot print in the industry. Under his leadership the Company caters to varied industries ranging from Automobiles, Railways, and Telecommunication amongst others. Today, DML is one of the leading players in the Industry and poised to grow further.

2. Past remuneration:

₹ 10,827.09 ('000) for the F.Y. 2021-22

3. Recognition & Awards:

Nil

4. Job Profile and his Suitability:

Dr. Ram H. Shroff is the Managing Director and Executive Vice-Chairman of Delta Manufacturing Limited since 2012, he has been instrumental in the turnaround of the company. Dr. Shroff has streamlined the operation of the company by consolidating its resources like spearheading expansion of soft ferrite facility from 7 MT per month to 70 MT p.m. and improving hard ferrite production from 70 MT p.m to 125 MT p.m. with incremental investment etc. Today Delta Manufacturing Limited is one of the leading players in the Industry and poised to grow further.

5. Remuneration proposed :

As per details given in Resolution above.

6. Comparative Remuneration Profile with respect to Industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile assigned to Dr. Ram H. Shroff, the responsibilities that would be shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:

Beside the remuneration proposed, Dr. Ram H. Shroff, do not have any other pecuniary relationship with the Company and he is not related to any of the Managerial Personnel of the Company.

III. OTHER INFORMATION:

1. Reasons for loss or inadequacy of profits:

The Manufacturing Industry has been facing a tough competition with lot of players in the field. The Company has been trying to expand its business and has been focusing on marketing aggressively. There has been a continuous increase in raw material cost and the overheads.

2. Steps taken by the company to improve performance:

- i. Optimal utilization of the resources available with the Company, by using technologically advanced machines to achieve optimum production mix.
- ii. New product development to capture untapped areas of Textile & Magnets Industry. The Company is working on enhancing its R & D activity, wherein the main thrust will be developing new products and where by the existing infrastructure of the Company can be utilized to its optimum level without having to make new investments.
- iii. With the help of innovative and extensive technology and integrated manpower resources, the Company has acquired an edge over its competitors. The Company has the ability to process multiple deliveries daily and offer real-time information along with quick turnaround of samples and perfect color matching which has helped to provide a range of innovative products. The Company processes more than 125 to 150 orders a day for customers in and around India and produce more than 50,000 different items.

3. Expected increase in productivity and profits in measurable terms:

With the above mentioned steps taken by the Company, the Company will be able to improve its sales and profit. Increased production capacity is expected to increase turnover of the Company.

IV. DISCLOSURES:

Disclosures in the Board of Directors' report as required under the heading 'Corporate Governance' are forming part of the Directors Report.

Further details of Dr. Ram H. Shroff as required by regulation 26 and regulation 36(3) of the Listing Regulations and SS – 2 have been given in the Annexure to this Notice.

Copy of documents relating to the item can be made available electronically for inspection without any fees to the members on a prior request by sending an email from their registered email id mentioning their name, DP ID and Client ID/Folio No., PAN, Mobile No. to secretarial@dmltd.in

Except Dr. Ram H. Shroff and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are interested in the resolution except to the extent of their shareholding.

The Board recommends the Special Resolution set out in Item No. 3 of this Notice for the approval of the Members.

By Order of the Board of Directors

Place: Mumbai

Date: 11th August, 2022

Registered Office:

B-87, MIDC, Ambad, Nashik-422 010,
Maharashtra.

CIN : L32109MH1982PLC028280

Email ID: secretarial@dmltd.in

Website: www.deltamagnets.com

Tel No : 91-0253-2382238

Fax No: 91-253-2382926

Madhuri Deokar
Company Secretary
ACS No: 54631

ANNEXURE

DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED/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)

- I Name of Director** : Dr. Ram H. Shroff
- Date of 1st Appointment** : 01st August, 2011
- Age** : 51
- Qualification** : Qualified Medical Doctor
- Experience** : Dr. Ram H. Shroff is a qualified medical doctor. Dr. Shroff has an experience of more than 17 years in Charak Pharma where he is a Director. Charak is one of the leading Herbal and Ayurvedic Company in India. Through his initiatives the Company has grown its market share substantially and has introduced several new products which have helped bring a new dimension in medical treatment of patients. Dr. Shroff has also initiated Charak Pharma's international presence. Charak is now available in more than 45 countries around the world. In addition, Dr. Shroff has participated in several local and international medical conferences impressing the need of alternative medicines for the treatment of patients. Dr. Shroff is the Managing Director and Executive Vice-Chairman of DML since 2012, he has been instrumental in the turnaround of the company. Dr. Shroff has streamlined the operation of the company by consolidating its resources like spearheading expansion of soft ferrite facility from 7 MT p.m to 70 MT per month, improving hard ferrite production from 70 MT per month to 125 MT p.m. with incremental investment etc. His customer oriented approach coupled with his zeal for innovation has enabled the company to win many new customers and gain foot print in the industry. Under his leadership the Company caters to varied industries ranging from Automobiles, Railways, and Telecommunication amongst others. Today DML is one of the leading players in the Industry and poised to grow further.

Terms and conditions of re-appointment along with details of remuneration sought to be paid: Managing Director and Executive Vice Chairman liable to retire by rotation with remuneration.

Last Drawn Remuneration: ₹ 10,827.09 ('000) for the F.Y. 2021-22

Relationship with Other Directors, Manager and Other Key Managerial Personnel of the Company: None

Shareholding in the Company (Individually or Jointly): 58,811 Equity Shares of ₹ 10/- each

Number of Meetings of the Board Attended during the Year: 05

Directorship and Committee Memberships (Excluding Delta Manufacturing Limited)

i) Directorships held in other Companies:

1. Creme-De-La-Creme Private Limited
2. Charak Healthcare Private Limited
3. Charak Pharma Private Limited
4. Stride Livestock Private Limited
5. ISS Trading Private Limited
6. Royal Western India Turf Club Limited
7. SSI Trading Private Limited
8. Charak Animal Healthcare Private Limited (Under Liquidation)
9. SI Agro Private Limited
10. Vedistry Private Limited

ii) Chairman of Board Committees:

None

iii) Member of Board Committees:

None