



DELTA LEASING & FINANCE LIMITED ANNUAL REPORT 2018-19

NOTICE

NOTICE IS HEREBY GIVEN THAT 35TH ANNUAL GENERAL MEETING OF DELTA LEASING AND FINANCE LIMITED (CIN: L67120DL1983PLC016990) WILL BE HELD ON MONDAY, 30TH SEPTEMBER, 2019 AT SHALIMAR BAGH CLUB, PLOT NO. 9, B- BLOCK, COMMUNITY CENTRE, CLUB ROAD, SHALIMAR BAGH, DELHI- 110 088 AT 11:30 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:-

- To receive, consider and adopt the Financial Statement of the Company for the financial year 2019 including Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of Directors' and Auditors' thereon.
- To appoint a Director in place of Ms. Seema Khandelwal, who retires by rotation and being eligible offer herself for re-appointment.

By order of the Board of Directors
For DELTA LEASING AND FINANCE LIMITED

Sd/-

(Renu Jindal)

Chairperson & Managing Director
DIN: 01843439

PLACE : DELHI

DATE : SEPTEMBER 02, 2019

Registered Office:

55 F.I.E., Patparganj Industrial Area, Delhi-110092

NOTES :-

- A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the company.
Proxies, in order to be effective, must be deposited at the Registered/Corporate Office of the Company not less than forty-eight hours before the commencement of the meeting.
- Pursuant to the provision of section 105 of the Companies Act, 2013 and rules made there under a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- The proxy form should be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
- Corporate Members are required to send a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote at the AGM.
- Members / Proxies / Authorized Representatives are requested to bring the Attendance Slip, duly filled in, for attending the 35th Annual General Meeting, along with their copy of Annual Report as Company would not provide any copy at the Annual General Meeting as a measure of austerity.
- Members who hold shares in electronic form are requested to mention their DP ID and Client ID number and those who hold shares in physical form are requested to mention their Folio Number in the Attendance Slip for attending the Meeting to for easy identification for attendance at the meeting. The attendance slip and proxy form for the member of the Company have been enclosed with the notice.
- The relevant information as required under in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure requirements) Regulation, 2015 in respect of the Directors seeking appointment/re-appointment is annexed to this notice. The Directors have furnished the requisite consents/declarations for their appointment/reappointment.
- Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015 the Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 27th September, 2019 to Sunday, 30th September, 2019 (both days inclusive).
- In case of Joint holders attending the meeting, the joint holder whose name is higher in order of name will be entitled to vote.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in Electronic forms are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat account.
- As per SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/2018/73 dated April 20, 2018, members holding shares in Physical forms are requested to submit their PAN details and Bank Details to the RTA of the Company.
- Members holding shares in physical form are requested to intimate any change in address, change of name, bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, e-mail address, contact numbers, etc., for providing efficient and better services to the:
Company's Registrar & Transfer Agents,
Beetal Financial & Computer Services (P) Ltd.
3rd Floor 99, Near Dada Harsukh Das Mandir,
New Delhi-110062
(Telephone Number 011- 29961281-83
E-Mail id beetalrta@gmail.com
Website : www.beetalfinancial.com).
- Members holding shares in dematerialized form are requested to intimate such changes to their respective depository participants.
- Members desiring any information as regards to Accounts are requested to write 7 days in advance to the Company before the date of the meeting to enable the Management to keep the required information ready.
- In line with the Green Initiative of the Ministry of Corporate Affairs, hard copy of the Annual Report containing the Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement etc. will be sent to those shareholders who have not registered their e-mail addresses. Shareholders who have registered their e-mail addresses will be sent the soft copies by e-mail. However, a shareholder continues to retain the right to request the Company for a hard copy of the Report. To support Green Initiative, Members who do not have requested their E-mail address are requested to register their e-mail address with the Company or the depository. The registered e-mail address will be used for sending future communications.

Registered Office: 55 F.I.E., Patparganj Industrial Area, Delhi-110092

Ph. : 011-27676399 Fax : 011-27676399

Email : info@deltaleasing.in; Web : www.deltaleasing.in

NOTICE (continued)

15. **Inspection of documents:** Documents referred into the Notice etc. are open for inspection at the registered office of the Company at all working days except Saturdays and Sundays between 11:00 A.M. and 2:00 P.M. upto the date of Annual General Meeting.
16. The equity shares of the Company are listed at
BSE Limited
 Phiroze Jeejeebhoy Towers
 Dalal Street
 Mumbai- 400001, (Maharashtra)
17. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
18. Members may note that Annual Report for the financial year 2018-19 will also be available on Company's website www.deltaleasing.in for your download.

Voting through electronic means

- I. Pursuant to provisions of Section 108 of the Companies Act, 2013 read with corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through electronic voting (e-voting) service facilitated by the National Securities Depository Limited (NSDL). The facility for voting will also be made available at the AGM, and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
- II. The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.
- III. The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsd.com> or www.deltaleasing.in
- IV. **The e-voting period commences on September 27, 2019 (10:00 am) and ends on September 29, 2019 (5:00 pm).** During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date** of September 23, 2019.
- VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or beetalrta@gmail.com.

The procedure to login to e-Voting website consists of two steps as detailed hereunder :

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/>.
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.nsd.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 will be as per details given below :
 - 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 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.nsd.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.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.
 - 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 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 "Delta Leasing & Finance Limited".

NOTICE (continued)

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 (Deepak.kukreja@dmkassociates.in, shivanimdkassociates13@gmail.com) to 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.nsd.com to reset the password.
- VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. 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" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
- VIII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- X. **M/s Deepak Kukreja & Associates**, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting process and voting at ensuing Annual General Meeting in a fair and transparent manner.
- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiner, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e- voting facility.
- XII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutiner's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.deltaleasing.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- XIV. The resolution shall be deemed to be passed on the date of the meeting.

i.e., 30th September, 2019 subject to the receipt of the requisite number of votes in favour of the resolution.

19. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.

**By order of the Board of Directors
For DELTA LEASING AND FINANCE LIMITED**

**PLACE : DELHI
DATE : SEPTEMBER 02, 2019**

Sd/-
(Renu Jindal)
Chairperson & Managing Director
DIN: 01843439

ITEM NO. 2**INFORMATION AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015:****Re-appointment of Ms. Seema Khandelwal as a Director liable to retire by rotation:**

Ms. Seema Khandelwal was appointed as a Director of the company on 06th February, 2013. She is liable to retire by rotation at the 35th Annual General Meeting and being eligible has offered herself for re-appointment. Her brief resume and nature of her expertise in specific functional area is provided in the annual report. Names of other listed companies in which she holds directorship and committee membership as referred in Regulation 36 of the SEBI (Listing Obligation And Disclosure Requirement) Regulations, 2015 as per her disclosure to the Board for the financial year 2018-19 are given below:

Name of the Company Committee Membership Brief Resume of the Director (s) Seeking Appointment /Re-Appointment at the 35th Annual General Meeting .

ANNEXURE -1

Name	Ms. Seema Khandelwal
Date of Birth	12.06.1971
Date of Appointment	06.02.2013
Director Identification Number (DIN)	00007351
Qualifications	Bachelor's in Arts
Expertise in specific Functional area	She holds vast experience in the field of Finance. Her rich business experience lies in Portfolio Management. She is responsible for developing business alliances and team management.
Disclosure of relationship between directors inter-se	-
Directorship held in other Public Companies(excluding foreign and private companies)	1
Membership/Chairmanship of Committees In other listed companies	1 PAWANSUT HOLDING LIMITED (Mamber in Nomination and Remuneration Committee)
Number of shares held in the Company	300000

LOCATION MAP OF SHALIMAR BAGH CLUB

