



## DELTA LEASING & FINANCE LIMITED ANNUAL REPORT 2016-17

### NOTICE

NOTICE IS HEREBY GIVEN THAT THE 33<sup>RD</sup> ANNUAL GENERAL MEETING OF DELTA LEASING AND FINANCE LIMITED (CIN : L67120DL1983PLC016990) WILL BE HELD ON FRIDAY, 29<sup>TH</sup> SEPTEMBER, 2017 AT SHALIMAR BAGH CLUB, PLOT NO. 9, B- BLOCK, COMMUNITY CENTRE, CLUB ROAD, SHALIMAR BAGH, DELHI- 110 088 AT 1:00 P.M. TO TRANSACT THE FOLLOWING BUSINESSES:

#### ORDINARY BUSINESS:-

- To receive, consider and adopt the Financial Statement of the Company for the financial year 2017 including Balance Sheet as at 31<sup>st</sup> March, 2017, 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.
- Ratification of Appointment of Auditors:**  
To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:  
"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M. M. Goyal & Co., Chartered Accountants (Firm Registration Number 007198N), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 37<sup>th</sup> AGM of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

#### SPECIAL BUSINESS:-

- Change in Designation of Ms. Renu Jindal from Executive Director to Managing Director**  
To consider, and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:  
"RESOLVED THAT pursuant to the provisions of Section 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactment thereof, or any other law and subject to such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf), consent of the members be and is hereby accorded for the appointment of Ms. Renu Jindal, as Managing Director of the Company (earlier designated as Director) for a period of 5 years with effect from 25<sup>th</sup> April, 2017 on the terms and conditions as decided by the remuneration committee in its meeting.  
**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment including the components of the above mentioned remuneration payable to him.  
**FURTHER RESOLVED THAT** any director of the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

By order of the Board of Directors  
For DELTA LEASING AND FINANCE LIMITED  
Sd/-  
(Renu Jindal)  
Chairperson & Managing Director  
DIN: 01843439

DELHI  
01<sup>st</sup> SEPTEMBER, 2017

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

#### NOTES:-

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- The Proxy form must be deposited at the Registered Office of the Company not later than 48 hours before the scheduled hour of commencement of the meeting i.e. 1:00 p.m. on Wednesday, 27<sup>th</sup> September, 2017.
- Members/Proxies should bring their attendance slips duly filled in for attending the meeting.
- The attendance slip and proxy form for the member of the Company have been enclosed with the notice.
- Members are requested to bring their copy of the Annual Report as Company would not provide any copy at the Annual General Meeting as a measure of austerity.
- The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special business as set out above is annexed hereto.
- The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 25<sup>th</sup> September, 2017 to Friday, 29<sup>th</sup> September, 2017 (both days inclusive).
- Members holding shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the Annual General Meeting.
- In case of Joint holders attending the meeting, the joint holder whose name is higher in order of name will be entitled to vote.
- Corporate members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
- 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. Members holding shares in Physical forms are requested to submit their PAN 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,  
3<sup>rd</sup> floor 99, Near Dada Harsukh Das Mandir,  
New Delhi 110062  
Telephone Number 011- 29961281-83  
E-Mail id : [beetalrta@gmail.com](mailto:beetalrta@gmail.com)  
Website : [www.beetalfinancial.com](http://www.beetalfinancial.com)

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

Ph. : 011-27676399 Fax : 011-27676399

Email : [info@deltaleasing.in](mailto:info@deltaleasing.in); Web : [www.deltaleasing.in](http://www.deltaleasing.in)

## 2 NOTICE (continued)

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Members holding shares in dematerialized form are requested to intimate such changes to their respective depository participants.

13. **Queries at the AGM :** Members intending to require information about Audited Accounts to be explained at the meeting are requested to write their queries to the Company at least 10 working days before the meeting. The queries other than the queries related to Audited Annual may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
14. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
15. Details as per Regulation 36(3) of Listing Regulations, in respect of the Directors seeking appointment/ re- appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite consents/ declarations for their appointment/ re-appointment.
16. Members holding shares in multiple folios in identical names are requested to send the share certificates to the registrar and transfer agents for consolidations into a single folio. Members are requested to notify correction/change in address if any, to the Company at its registered office, quoting their folio number.
17. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. For Members who have not registered their e-mails address, physical copies are being sent by permitted mode.
18. 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.
19. **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.
20. The equity shares of the Company are listed at
  - BSE Limited, Phiroze Jeejeebhoy Towers Dalal Street Mumbai-400001, (Maharashtra)
  - Annual Listing fees for the year 2017-18 have been paid to the Exchange.
21. 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.
22. Members may note that Annual Report for the financial year 2016-17 will also be available on Company's website [www.deltaleasing.in](http://www.deltaleasing.in) for your download.

### Voting through electronic means :

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) ("remote e-voting") will be provided by
  - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - III. The members who have cast their vote by remote e-voting prior to the AGM/ EGM/ EOGM may also attend the AGM/ EGM/ EOGM but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on Tuesday, 26<sup>th</sup> September, 2017 (10:00 am) and ends on 28<sup>th</sup> September, 2017 (5:00 pm). During this period, members' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 22<sup>nd</sup> September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - V. The process and manner for remote e-voting are as under:
    - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
      - (i) Open the e-mail and also open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
      - (ii) Open the Internet browser and type the following URL: <https://www.evoting.nsdl.com/>
      - (iii) Click on Shareholder - Login
      - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
      - (v) Password change menu will appear. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof.
    - Note : For new password- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" (E-voting Event Number) of "**DELTA LEASING & FINANCE LIMITED**".
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [cssheetalsharma@gmail.com](mailto:cssheetalsharma@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :  
EVEN (Remote e-voting Event Number)                      USER ID  
PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. 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 22<sup>nd</sup> September, 2017.
- X. 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. 22<sup>nd</sup> September, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. 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.
- XII. 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.
- XIII. **Ms. Sheetal Sharma**, Company Secretary in Practice of M/s Sheetal & Company, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. 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 scrutinizer, by use of "remote e-voting" or "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.
- XV. 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 scrutinizer'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.
- XVI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.deltaleasing.in](http://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.
- XVII. The resolution shall be deemed to be passed on the date of the meeting, i.e., 29<sup>th</sup> September, 2017 subject to the receipt of the requisite number of votes in favour of the resolution.
23. 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**  
 Sd/-  
**(Renu Jindal)**

**DELHI**  
**01<sup>st</sup> SEPTEMBER, 2017**  
**Chairperson & Managing Director**  
**DIN: 01843439**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO.4**

**Change of designation of Ms. Renu Jindal from Executive Director to Managing Director.**

Ms. Renu Jindal was appointed as Director of the Company with effect from 27<sup>th</sup> February, 2012. It is proposed to change her designation to Managing Director.

According to Section 196 of the Companies Act, 2013, Managing Director is to be appointed by the Members of the Company for a term not exceeding five years. The Board of Directors have, subject to the approval of the shareholders, appointed Ms. Renu Jindal as Managing Director of the Company with effect from 25<sup>th</sup> April, 2017 for a period of 5 years on the remuneration, terms and conditions recommended by the Nomination & Remuneration Committee.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. The details of remuneration payable to Ms. Renu Jindal and the material terms and conditions of the appointment are as follows:

- a. Salary: Rs 15,000 per month (Rupees Fifteen Thousand Only).
- b. Perquisites as detailed below :
  - Reimbursement of Conveyance, travelling, telephonic expenses on actual basis for official purpose.
  - Earned Leave/ privilege leave: Encashment will be permissible in accordance with the rules of the Company.

The proposal as set out in the Notice is placed for consideration and approval. A brief resume of Ms. Renu Jindal is annexed to this notice. No other Director, key managerial personnel or their relatives are concerned or interested in the said resolution.

**ANNEXURE TO NOTICE**

**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 06<sup>th</sup> February, 2013. She is liable to retire by rotation at the 33<sup>rd</sup> Annual General Meeting and being eligible has offered her 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 2016-17 are given below:

**BRIEF RESUME OF THE DIRECTOR (S)  
SEEKING APPOINTMENT /RE-APPOINTMENT  
AT THE 33<sup>RD</sup> ANNUAL GENERAL MEETING**

**ANNEXURE -1**

Name	Ms. Seema Khandelwal
Date of Birth	12.06.1971
Date of Appointment	06.02.2013
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.
Directorship held in other Public Companies(excluding foreign and private companies)	-
Membership/Chairmanship of Committees In other listed companies	- PAWANSUT HOLDING LIMITED (Mamber in Nomination and Remuneration Committee)
Number of shares held in the Company	300000

**ANNEXURE -2**

**A BRIEF PROFILE ALONG WITH OTHER DETAILS  
OF THE MANAGING DIRECTOR ARE AS FOLLOWS:**

Name	Ms. Renu Jindal
Date of Birth	20.11.1969
Date of Appointment	27.02.2012
Qualifications	Bachelor's in Arts
Expertise in specific Functional area	She holds vast experience in Human Resource. Her rich business experience, has contributed extensively to the growth of the Company.
Directorship held in other Public Companies(excluding foreign and private companies)	-
Membership/Chairmanship of Committees In other listed companies	-
Number of shares held in the Company	NIL

