



## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 30<sup>TH</sup> ANNUAL GENERAL MEETING OF DELTA LEASING AND FINANCE LIMITED WILL BE HELD ON TUESDAY, 30TH SEPTEMBER, 2014 AT COMMUNITY CENTRE, CLUB ROAD, B-BLOCK, PLOT NO-9, SHALIMAR BAGH, DELHI- 110088 AT 1.30 P.M TO TRANSACT THE FOLLOWING BUSINESSES.**

**ORDINARY BUSINESS:-**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31 March, 2014 and the Profit and Loss Account for the year ended as on the date together with Auditors' Report thereon and the Report of the Board of Directors to the Members.
2. To appoint a director in place of Ms. Seema Khandelwal who retires by rotation and who is eligible for re-appointment.
3. To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration. M/s S.K. Singla & Associates, Chartered Accountants (Firm Regn. No 005903N) the retiring auditors are eligible for re-appointment.  
"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 M/s S.K. Singla & Associates, Chartered Accountants (Firm Regn. No 005903N), the retiring Auditors of the Company, be re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Board of Directors of the Company."

**SPECIAL BUSINESS:-**

4. To appoint Ms. Renu Jindal (DIN : 01843439) in this regard 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 sections 149, 150, 152, schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to clause 49 of the listing agreement, Ms. Renu Jindal (DIN : 01843439) director, in respect of whom the Company has received a notice in writing proposing his candidature for the office of a director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 consecutive years up to 35rd Annual General Meeting of the Company in the calendar year 2019."
5. To appoint Mr. Uttam Kumar Srivastava (DIN 03372917) in this regard 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 sections 149, 150, 152, schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to clause 49 of the listing agreement, Mr. Uttam Kumar Srivastava (DIN 03372917) director, in respect of whom the Company has received a notice in writing proposing his candidature for the office of a director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 consecutive years up to 35rd Annual General Meeting of the Company in the calendar year 2019."
6. To appoint Mr. Pawan Kumar Poddar (DIN : 02152971) in this regard 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 sections 149, 150, 152,

schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to clause 49 of the listing agreement Mr. Pawan Kumar Poddar (DIN : 02152971) director, in respect of whom the Company has received a notice in writing proposing his candidature for the office of a director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 4 consecutive years up to 35rd Annual General Meeting of the Company in the calendar year 2019."

**By order of the Board of Directors  
For Delta Leasing and Finance Limited**

**DELHI  
SEPTEMBER 05, 2014**

**Sd/-  
Subodh Kumar Khandelwal  
(Managing Director)  
DIN : 00064205**

**NOTES:-**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting.
3. The attendance slip and proxy form for the member of the Company have been enclosed with the notice.
4. 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.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 19th September, 2014 to Saturday, 20th September, 2014 (both days inclusive).
6. Members/Proxies attending the meeting are requested to bring their copy of Annual Report to the Meeting.
7. **Queries at the AGM :** Queries proposed to be raised at the Annual General Meeting 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.
8. Members may please note the contact details of the Company's Registrar and Transfer Agents.  
**Beetal Financial & Computer Services (P) Ltd. Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi 110062. Tel: 91-11-2996 1281-83  
Fax: 91-11-2996 1284  
Email: beetalrta@gmail.com  
Website: www.beetalfinancial.com.**
9. Members who hold 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.

10. 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.
11. The Company's equity shares have been notified for compulsory dematerialisation. Accordingly trading of these shares through Stock Exchange would be facilitated if the share certificates are dematerialized. Members having the physical share certificates are advised to consider opening of a Demat account with an authorised Depository participant and arrange for dematerializing their shareholdings in the Company.
12. Members seeking any information with regard to accounts or operations are requested to write to the Company at an early date, preferably at least seven days prior to the date of Meeting, so as to enable the management to keep the information ready.
13. **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.
14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013.
15.
  1. The equity shares of the Company are listed at
    - The Delhi Stock Exchange Limited, 3/1, Asaf Ali Road, New Delhi-110002.
    - Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001
  2. Annual Listing fees for the year 2014-15 have been paid to the Exchange.
16. 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.
17. Members may note that Annual Report for the Financial year 2013-14 will also be available on Company's website [www.deltaleasing.com](http://www.deltaleasing.com) for your download.
18. **Voting through electronic means**  
Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company is providing e-voting facility to its members to exercise their votes electronically on all the resolutions set forth in the notice convening the 30th Annual General Meeting with an option of voting by electronic means and the business may be transacted through e-Voting services provided by Central Depository Services (India) Limited(CDSL).  
The procedure and instructions for members for e-voting are as under:  
**In case of members receiving e-mail:**
  - (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (ii) Click on "Shareholders" tab.
  - (iii) Now, select the "COMPANY NAME-DELTA LEASING AND FINANCE LIMITED" from the drop down menu and click on "SUBMIT".
  - (iv) Now, enter your User ID.
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next 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](http://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.

For Member Holding Shares in Demat Forms & Physical Form	
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. (Applicable for both demat shareholders as well as Physical Share Holder) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
D.O.B.#	<ul style="list-style-type: none"> <li>• Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</li> </ul>
Dividend bank Details #	Enter the Dividend Bank Detail as recorded in your demat account or in the company records for the said demat account or polio <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Detail in order to login. If the details are not recorded with the depository or company please enter the Member-ID / Polio No. in the dividend bank details field.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company's selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily 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 "EVSIN" (E-voting Sequence Number) of Delta Leasing And Finance Limited. Now, you are ready for e-voting as the voting page appears.
- (xii) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xiii) Click on the "Resolutions File Link" if you wish to view the entire resolution notice.
- (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 accordingly 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 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 Captcha Code click on "Forgot Password" and enter the details as prompted by the system.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and



register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013  
Item No. 4-6**

Pursuant to the provisions of section 149 of the Companies Act, 2013, which came into effect from 1 April, 2014, every listed public Company is required to have at least one-third of the total number of directors as independent directors (IDs).

Mr. Pawan Kumar Poddar, Mr. Uttam Kumar Srivastava and Ms. Renu Jindal, non-executive directors of the Company have given a declaration to the board that they meet the criteria of independence as provided under section 149 of the Act as well as clause 49 of the listing agreement. Accordingly, with the recommendations of the Remuneration and Nomination Committee, the Board of Directors at its meeting held on September 05, 2014 has appointed Mr. Pawan Kumar Poddar, Mr. Uttam Kumar Srivastava and Ms. Renu Jindal, directors, as independent directors of the Company pursuant to section 149, schedule IV and other applicable provisions, if any, of the Companies Act, 2013, for a consecutive period of 5 years from this Annual General Meeting to 35th Annual General Meeting. The said appointment is subject to the approval of members. In respect of the appointments of the aforesaid directors, the Company has, as required by section 160 of the Companies Act, 2013, received notices in writing regarding candidature of the aforesaid directors for the office of the director. The independent directors have submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section (6). The respective appointee is not disqualified from being appointed as a director in terms of section 164 of the Act. The appointment of independent directors is subject to the terms and conditions as mentioned in the respective appointment letter given to the aforesaid directors. The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the Company by any member during normal business hours.

In the opinion of the Board, the proposed appointment of independent directors, fulfills the conditions specified in the Act and the Rules made thereunder and that the proposed appointment of independent directors is independent of the management.

Brief resume of above mentioned directors are given in the annexure to the notice. The Board of Directors is of the opinion that the aforesaid directors possess requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to continue to have their association with the Company as directors.

The Board recommends passing of the ordinary resolutions set out in items no. 4-6 of the notice.

None of the directors, except the concerned directors, key managerial personnel of the Company and their relatives are, concerned or interested, in these resolutions, except to the extent of their respective shareholding, if any, in the Company.

**ANNEXURE TO NOTICE**

Brief Resume of The Independent Director Seeking Re-Appointment  
At The 30<sup>th</sup> Annual General Meeting

Particulars	Mr. Pawan Kumar Poddar	Ms. Renu Jindal	Mr. Uttam Kumar Srivastava	Ms. Seema Khandelwal
Date of Birth	10.07.1959	20.11.1969	19.11.1979	12.06.1971
Date of appointment	22.04.2010	27.02.2012	15.03.2013	06.02.2013
Qualification	Bachelor in Commerce	Bachelor in Commerce	Bachelor in Commerce	Bachelor in Commerce
Expertise in Specific functional area	General Management	Finance	Finance	Finance
Directorship held in other public companies (excluding foreign & private companies)	1	-	1	2
Memberships/	3	-	3	1
Chairmanships of committees in other public companies				
Shareholding in DLFL	-	-	-	300000

**By order of the Board of Directors  
For Delta Leasing and Finance Limited**

**DELHI  
SEPTEMBER 05, 2014**

**Sd/-  
Subodh Kumar Khandelwal  
(Managing Director)  
DIN : 00064205**