



DELTA LEASING & FINANCE LIMITED ANNUAL REPORT 2017-18

NOTICE

NOTICE IS HEREBY GIVEN THAT 34TH ANNUAL GENERAL MEETING OF DELTA LEASING AND FINANCE LIMITED (CIN: L67120DL1983PLC016990) WILL BE HELD ON WEDNESDAY, WEDNESDAY, 29TH AUGUST, 2018 AT FARM HOUSE NO. 6, HIRANKI VILLAGE, DELHI- 110 036 AT 10:00 A.M. TO TRANSACT THE FOLLOWING BUSINESSES::

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Financial Statement of the Company for the financial year 2018 including Balance Sheet as at 31st March, 2018, 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.
2. 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 : 02nd AUGUST, 2018

Registered Office:

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

NOTES:-

1. 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.
2. 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.
3. 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 Monday, 27th August, 2018.
4. Members/Proxies should bring their attendance slips duly filled in for attending the meeting.
5. The attendance slip and proxy form for the member of the Company have been enclosed with the notice.
6. 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.
7. 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.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 23rd August, 2018 to Wednesday, 29th August,

- 2018 (both days inclusive).
9. 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.
10. 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.
11. 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.
12. 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.
13. 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.
14. **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.
15. 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.
16. 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.
17. 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.
18. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual

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

2 NOTICE (continued)

- 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.
19. 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.
20. **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.
21. 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 2018-19 have been paid to the Exchange.
22. 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.
23. Members may note that Annual Report for the financial year 2017-18 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 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote 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 National Securities Depository Limited (NSDL)
- 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 August 26, 2018 (10:00 am) and ends on August 28, 2018 (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 August 22, 2018. 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. August 22, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or beetalrta@gmail.com.
- VI. The facility for voting through remote e-voting 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.
- VII. The process and manner for remote e-voting are as under:
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.
 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".**
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 prashanthgupta@kpgconsultants.com 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.nsdl.com to reset the password.
3. 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 or call on toll free no.: 1800-222-990.
- VIII. 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 22nd August, 2018.
- IX. 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. 22nd August, 2018, 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.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- X. 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.
- XI. 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.
- XII. Mr. Prashanth Kumar Gupta, Company Secretary in Practice of M/s KPG & Associates, 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.
- XIII. 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.
- XIV. 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.
- XV. 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.
- XVI. The resolution shall be deemed to be passed on the date of the meeting, i.e., 29th August, 2018 subject to the receipt of the requisite number of votes in favour of the resolution.
24. 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.

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 06th February, 2013. She is liable to retire by rotation at the 34th 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:

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

Sd/-

(Renu Jindal)

Chairperson & Managing Director

DIN: 01843439

PLACE : DELHI

DATE : 02nd AUGUST, 2018

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 34th ANNUAL GENERAL MEETING IN COMPLIANCE WITH REGULATION 26(4), 36(3) OF SEBI LODR AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2).

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)	-
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