



Delta Industrial Resources Limited

CIN : L52110DL1984PLC019625

Date: 01.10.2018

To,

BSE Limited PJ Towers, Dalal Street, Fort Mumbai-400 001	Metropolitan Stock Exchange of India Limited 4 th Floor, Vibgyor Towers, Bandra Kurla Complex, Bandra East, Mumbai – 400 098
Script Code: 539596	Symbol: DELTA

Dear Sir/ Ma'am,

Sub: Submission of Annual Report of 33rd Annual General Meeting held on Thursday, 13th September, 2018 at 11:00 A.M for the financial year 2017-18

Ref. : Compliance of Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Report of the Company for the financial year 2017-2018 which has been duly approved & adopted by the shareholders in the Annual General Meeting held on Thursday, September 13, 2018 at 11:00 A.M at the Registered office of the Company at Shop No. 325, Third Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085.

The Same is also available on the website of the Company i.e www.dirl.in.

Kindly acknowledge the receipt and oblige.

Thanking You,
Yours Faithfully

For Delta Industrial Resources Limited


Rohit Mittal
(Managing Director)
DIN: 02527072



Encl. : as sated above

DELTA INDUSTRIAL RESOURCES LIMITED

33RD ANNUAL REPORT FINANCIAL YEAR 2017-18

CORPORATE INFORMATION

CIN

L52110DL1984PLC019625

BOARD OF DIRECTORS

Mr. Pawan Kumar Mittal, Non-Executive Director
Mrs. Kiran Mittal, Non-Executive Director
Mr. Jitendra Kumar Agarwal, Independent Director
Mr. Prakash Chand Jajoria, Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Rohit Mittal, Managing Director
Ms. Anamika, Company Secretary

STATUTORY AUDITORS

V. N. Purohit & Co., Chartered Accountants
214, New Delhi House, 2nd Floor, 27, Barakhamba
Road, New Delhi-110001

SECRETARIAL AUDITOR

Akhilesh Kumar & Associates, Company Secretaries
Maharaja Agrasen Plaza, RZ-B-12/1S, 2nd Floor,
Back Side Kh No 82/4/1, Mahavir Enclave, Near
Dashrath Puri Metro Station, Gate No-2, Palam,
New Delhi-110045

INTERNAL AUDITOR

S. K. Goel & Associates, Chartered Accountants
C C-1/117, 3rd Floor, Front Side, Opposite St.
Marks School, Janak Puri, New Delhi-110058

BANKERS

HDFC Bank
FIU/42, F1U Blk, Pitampura, New Delhi 110034

COMPANY'S WEBSITE

www.dirl.in

BOARD COMMITTEES

Audit Committee

Mr. Prakash chand jajoria, Chairamn & Member
Mr. Jitendra kumar Aggarwal, Member
Mr. Rohit Mittal, Member

Nomination & Remuneration Committee

Mr. Prakash chand jajoria, Chairamn & Member
Mr. Jitendra kumar Aggarwal, Member
Mr. Pawan Kumar Mittal, Member

Stakeholder's Relationship Committee

Mr. Jitendra kumar Aggarwal, Chairamn & Member
Mr. Prakash chand jajoria, Member
Mr. Pawan Kumar Mittal, Member

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Private Limited
D-153A, First Floor, Okhla Industrial Area, Phase-I
New Delhi-110020

NAME OF THE STOCK EXCHANGE AT WHICH THE COMPANY'S SECURITIES ARE LISTED

BSE Limited
Metropolitan Stock Exchange of India Limited (MSEI)

REGISTERED OFFICE

Shop No. 325, Third Floor, Aggarwal Plaza, Sector
14, Rohini, New Delhi-110085

INVESTOR'S HELPDESK

Ms. Anamika, Contact Person
Company Secretary & Compliance Officer
E-mail Id: deltaindlt@gmail.com
Ph.: 011-27860681

DECLARATION ON AUDITED FINANCIAL RESULTS

pursuant to the second proviso to Regulation 33(3)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 33(3)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, by the SEBI (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2016 vide notification No. SEBI/LAD-NRO/GN/2016-17/001 dated May 25, 2016 read with Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016, we, the undersigned, on behalf of the Board of Directors of Delta Industrial Resources Limited ("Company") (CIN: L52110DL1984PLC019625) having its registered office at Shop No. 325, Third Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi 110085 hereby confirms that M/s. V. N. Purohit & Co., Chartered Accountants (FRN: 304040E), the Statutory Auditors of the Company have issued their Audit Report with unmodified opinion on Audited Standalone Financial Results of the Company for the quarter and year ended 31st March, 2018.

For **Delta Industrial Resources Limited**

sd/-

Rohit Mittal

Managing Director

DIN: 02527072

Date: 24.05.2018

Place: New Delhi

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Delta Industrial Resources Limited

CIN: L52110DL1984PLC019625

Regd. Office: Shop No. 325, Third Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085
website: www.dirl.in, e-mail: deltaind ltd@gmail.com, Ph. No. 011-27860681

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the members of **Delta Industrial Resources Limited** will be held on Thursday, September 13, 2018 at 11:00 P.M. at Shop No. 325, Third Floor, Aggarwal Plaza, Sector-14, Rohini, Delhi-110085 to transact the following business:

ORDINARY BUSINESS

Item No. 1: To receive, consider and adopt the Audited standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon.

Item No. 2: To re- appoint Mr. Pawan Kumar Mittal, Non Executive Non Independent Director, who is liable to retire by rotation and being eligible for re- appoint, as Director of the Company.

Item No. 3: To ratify the appointment of Statutory Auditors of the Company

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 other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the resolution passed by the members at the 29th AGM held on September 22, 2014,

the appointment of M/s V.N. Purohit & Co., Chartered Accountants (FRN: 304040E) as the Statutory Auditors of the Company till the conclusion of 34th AGM be and are hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2018, as may be determined by the Audit Committee in consultation with Statutory Auditors.”

SPECIAL BUSINESS

Item No. 4: To approve the limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time (“the Act”) and subject to such conditions, sanctions, permission as may be prescribed under any act, rules or regulations, consent of members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- (a) give any loans to any person or other body corporate; and / or
- (b) give guarantee and / or to provide security in connection with a loan to any other body corporate or person; and / or
- (c) to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate;

in one or more tranches and from time to time, up to the maximum amount of ₹ 50 Crore (Rupees Fifty Crore only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / security / investments so far made together with the proposed loans / guarantees / security / investments to be made, exceeds the limits prescribed under Section 186 of the Act.

FURTHER RESOLVED THAT the Board be and is hereby authorized on behalf of the Company to decide and finalize the terms and conditions while making investments, giving loans or guarantees or providing securities within the aforesaid limits and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

Item No. 5: To approve the alteration of the Clause III (A) of main objects of Memorandum of Association of the company

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

“RESOLVED THAT Pursuant to the provisions of section 13 read with rules framed thereunder and all other applicable provisions if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities and with the consent of members, Clause III (A) of main objects of Memorandum of Association of the company be altered by replacing the existing main objects with the following objects:

1. To carry on the business of trading includes buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods, commodities and other related materials on retail as well as on wholesale basis in India or elsewhere.
2. To carry on the business to invest in and acquire/dispose and hold shares, stocks, debentures, debenture stock, bonds for the purpose of above object.
3. To carry on business to deal and trade in iron & steels, Tin Plates, scarps and/or its peripherals, gold, silver, diamonds, precious stones, coal, lime stone, aluminium, titanium, chrome, copper, gypsum, lead, nickel, sulphur, tin, Zinc, steel, bauxite, textile, cloths, tupperware, yarn, fabric or any other minerals and metal related materials.
4. To carry on the business as exhibitors and to undertake the necessary activities to promote trade of goods, commodities, material, metals, bullion manufactured/dealt with/traded by the Company.
5. To act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockist, liasioner, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.
6. The company may engage in any lawful activity as may be permitted by the law of the land for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make necessary changes in Clause III (A) of Memorandum of Association of the Company to do all acts & deeds, settle all matters and things arising out of and incidental to the above mentioned change

in the objects of the Company and further take all such steps as it may, in its absolute discretion, deem necessary to give effect to this resolution.

Item No. 6: To approve the re- appointment of Mr. Rohit Mittal as a Managing Director of the Company and to fix their remuneration

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

“RESOLVED that, in partial modification of Resolution No. 6 passed in the annual general meeting held on September 30, 2015 for the appointment of Mr. Rohit Mittal as a Managing Director of the Company for a term of 5 (five) years commencing from 30th September, 2014 till the conclusion of 33rd Annual General Meeting, pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, consent of the Company be and is hereby accorded to re-appoint the Mr. Rohit Mittal as a Managing Director of the company for a term not exceeding five years, whose office liable to retire by rotation, upon such terms and conditions set out in the explanatory statement annexed to this Notice with the liberty to the Board to alter and vary the said terms and conditions as it may deem fit and as may be acceptable to Mr. Rohit Mittal and with the remuneration fixed of ₹ 60,000/- p.m. mutually decided by the Board of Directors.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**By the order of the Board of Directors of
Delta Industrial Resources Limited**

**sd/-
Anamika
Company Secretary & Compliance officer
M. No. A41114**

Date: 03.08.2018

Place: New Delhi

NOTES

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts of the proposed special business for the item No 4 to 6 is annexed hereto.
2. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and a proxy need not be a member of the company. A blank form of proxy is enclosed herewith and if intended to be used, it should be deposited duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the commencement of Annual General Meeting.**
3. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the relevant Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Details under Regulation 26 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/ re- appointment at the Annual General Meeting, forms integral part of the Notice. The Director has furnished the requisite declarations for re-appointment to the Company
7. Pursuant to section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from Thursday, 06th September, 2018 to Thursday, 13th September, 2018 (both days inclusive) for the purpose of Annual General Meeting.
8. The ISIN of the Equity Shares of Rs.10/- each is INE681Q01015.

9. Sections 101 and 136 of the Companies Act, 2013 read with the rules made thereunder, permit the listed companies to send the notice of Annual General Meeting and the Annual Report, including financial statements, board's report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company or for the other whose e-mail id is not registered same shall couriered to them.
10. Members may also note that the Notice of the AGM and the Annual Report for F.Y. 2017-18 will also be available on the Company's website www.dirl.in.
11. The following Statutory Registers are open for inspection of members and others at the registered office of the Company as prescribed in the respective sections of the Companies Act, 2013 as specified below:
- a. Register of contracts with related party and contracts and bodies etc. in which directors are interested under section 189 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.
 - b. Register of directors and key managerial personnel and their shareholding under section 170 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.

The aforesaid registers shall be kept open for inspection at the Annual General Meeting by any person attending the meeting.

12. Members are requested to notify change in address, if any, to the Share Transfer Agent and to the Company quoting their Folio Numbers, number of shares held etc.
13. Members are requested to register their e-mail addresses for receiving communications including Annual Reports, Notices, and Circulars etc. by the Company electronically.
14. Members/proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their Shareholding, attendance slip(s) and copies of their Annual Reports.
15. Members holding shares in demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company in order to comply with the SEBI guidelines.

16. Members are requested to bring their Attendance Slip in the meeting, as enclosed with the Notice.
17. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
18. Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
19. All documents referred to in accompanying Notice shall be open for inspection and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.
20. ***Members are requested to get their physical form securities in dematerialize form upto the date December 5, 2018 through their Depository Participants as Per the SEBI Circular no. SEBI/Cir /ISD/1/2010 dated September 2, 2010 read with Circular No. SEBI/cir/ ISD/2/2010 dated October 26,2010 and SEBI Circular no. SEBI/cir/ ISD/1/2012 dated March 30, 2012, thereafter the transfer of securities is only valid through the dematerialization process.***

VOTING THROUGH ELECTRONIC MEANS

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, as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote at the 33rd 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).

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.

The Notice of the 33rd 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 www.evoting.nsdl.com or www.dirl.in.

The facility for voting through Poling 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.

PROCEDURE TO LOGIN TO E-VOTING WEBSITE

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: Log in to NSDL’s e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL’s e-voting system.

Details on Step 1 is mentioned below

How to log in to the NSDL e-voting website

1. Visit the e-voting website of NSDL by opening your web browser and typing the following URL either on a desktop computer / laptop or on a mobile or scan the QR code using your smart phone.
2. Once the homepage of the e-voting system is launched, click on the icon, ‘Login’, available under ‘Shareholders’.
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 e-services, i.e. IDEAS, you can log in at <https://eservices.nsdl.com/> with your existing IDEAS log-in details. Once you log in to NSDL e-services using your log-in credentials, click on ‘e-Voting’ and 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	User ID
a) For members who hold shares in demat accounts with NSDL	<p>8-character DP ID followed by 8-digit Client ID</p> <p>For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****</p>
b) For members who hold shares in demat account with CDSL	<p>16-digit Beneficiary ID</p> <p>For example, if your Beneficiary ID is 12***** then your user ID is 12*****</p>
c) For members holding shares in physical form	<p>EVEN, followed by Folio Number registered with the company</p> <p>For example, if your EVEN is 101456, and Folio Number is 001*** then your User ID is 101456001***</p>

5. Your password details are given below :

- a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
- b) If you are using the 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 change your password, as prompted by the system.
- 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 by NSDL from your mailbox. Open the email and open the attachment (it will be a .pdf file). Open the file. The password to open the file is your 8-digit client ID for your NSDL account, or the last 8 digits of your CDSL client ID, 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 have not received the 'initial password', or are unable to retrieve it, or have forgotten your password:
 - a) Click on the 'Forgot User Details / Password?' (for those holding shares in demat accounts with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) A 'Physical User Reset Password?' (for those holding shares in physical mode) option is also available on www.evoting.nsdl.com.
 - c) If you are unable to get your password following the aforesaid options, you can send a request to evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name, and your registered address.
7. After entering your password, agree to the terms and conditions by checking the box.
8. Next, click on the 'Login' button.
9. After you click on the 'Login' button, the homepage of e-voting will open.

Details on Step 2 is given below

How to cast your vote electronically on the NSDL e-voting system?

1. After successfully logging in following Step 1, you will be able to see the e-voting homepage. Click on 'e-Voting'. Then, click on 'Active Voting Cycles'.
2. Upon clicking on 'Active Voting Cycles', you will be able to see the 'EVEN' of all the companies in which you hold shares and whose voting cycles are in 'active' status.
3. Select the 'EVEN' of the company for which you wish to cast your vote.
4. Now you are on the voting page and ready for e-voting.
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'. Also click on '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. Please remember that you are not allowed to modify your vote once you confirm your vote on a resolution.

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 amitkumar_cs@hotmail.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 Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: **1800-222-990** or send a request at evoting@nsdl.co.in

OTHER INFORMATION

1. The e-voting period commences on September 10, 2018 (9:00 a.m.) and ends on September 12, 2018 (5:00 p.m.). During this period, members of the Company holding shares either in physical or dematerialized form, as on the relevant date i.e. Wednesday, September 05, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which a vote has already been cast. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice convening the AGM and up to the cut-off date i.e. September 05, 2018, may obtain his login ID and password by sending a request at evoting@nsdl.co.in.
2. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Wednesday, September 05, 2018.

3. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
4. Shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 05, 2018 may only cast their vote at the 33rd Annual General Meeting.
5. Mr. Amit Kumar, Practicing Company Secretary (Membership No.: FCS 5917, C.P. No.: 6184) has been appointed as the Scrutinizer for the Purpose of Annual General Meeting.
6. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the voting cast at the meeting and make a Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the AGM not later than three working days from the conclusion of the AGM.
7. The Results shall be declared forthwith after the submission of Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
8. The Results declared along with the Scrutinizer's Report will be available on the website of the Company www.dirl.in after the declaration of the results by the Chairman.

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

**By the order of the Board of Directors of
Delta Industrial Resources Limited**

**sd/-
Anamika
Company Secretary & Compliance officer
M. No. A41114**

Date: 03.08.2018

Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

Approval of the limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013

The Company may have surplus funds from time to time. To achieve its strategic and business objectives and for better utilization of funds, the Company may invest in various securities from time to time. Further, the Company may also provide loan / guarantee to associate and group companies. Pursuant to the provisions of Section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than sixty percent of the paid-up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account, whichever is higher.

Accordingly, the Board of Directors of the Company proposes to seek approval of members by way of special resolution to authorize the Board to exercise powers for an amount not exceeding ₹ 50 Crore (Rupees Fifty Crore only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and securities provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Directors recommend the resolution for approval by the members.

ITEM NO. 5

Alteration of the Clause III (A) of main objects of Memorandum of Association of the company

The existing Main Object Clause III (A) of the Memorandum of Association enables the Company to carry out business of industrial and commercial goods and services but revenue of company is

generating by the other sources. Accordingly, your Directors propose to replace the existing clause with the following clause as stated in the notice of the Meeting with the prior approval of members of the company and competent authorities. It is proposed to amend the said Clause as per the business line and revenue source. The amendment would be subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, and any other Statutory or Regulatory Authority, as may be necessary.

A Copy of the Memorandum of Association of the Company together with the proposed alteration is available for inspection by the Members of the Company at the registered office of the Company during the days and hours mentioned in the notes to the Notice of this Meeting.

None of the Directors / Key Managerial Personnel of the company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Directors recommend the resolution for approval by the members.

ITEM NO. 6

Approval of the re- appointment of Mr. Rohit Mittal as Managing Director of the Company and to fix their remuneration

With the enactment of the Companies Act, 2013, it has become mandatory for the Company to re-appoint a Managing Director who shall hold the position of a Key Managerial Personnel in the Company pursuant to the provisions of Section 203. Also keeping in view the management's outlook towards increasing the scale of operations of the Company and the current scenario of the Company in which it is making endeavors to get listed on Bombay Stock Exchange, it becomes necessary for the Company to have a whole time executive on its Board who will look after the overall functioning of the Company, will be assuming full accountability to the Board for all the operations and shall also be responsible for formulating and successfully implementing the policies of the Company.

On recommendation of the Nomination & Remuneration Committee of the Company, the Company has decided to re- appoint Mr. Rohit Mittal as Managing Director of the Company.

The Board of Directors of the Company believes that his managerial abilities and analytical skills will help the Company in directing its strategies towards its profitable growth and operation and will help the Company walk along the path of success and achieve its vision and mission.

Therefore, the Directors of your Company recommend the aforesaid resolution for your consideration and approval.

Except Mr. Rohit Mittal, Mr. Pawan Mittal and Ms. Kiran mittal, none of Director and Key Managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution as set out in Item no. 6.

Terms & Conditions of Re- Appointment and Remuneration:

The terms & conditions of Appointment of Mr. Rohit Mittal are as under:

1. He shall hold his office for a term of five years from the date of appointment. However, the Board (powers vested in Nomination & Remuneration Committee) as well as the proposed Managing Director would be at free will to terminate the office before the said period upon giving reasonable explanations to the effect. The Nomination & Remuneration Committee shall be obligated to conduct a thorough enquiry and give the proposed MD a reasonable opportunity of being heard prior to termination of his office.
2. He shall be liable to retire by rotation.
3. He shall be eligible to draw any remuneration of ₹ 60,0000/- p.m. from the Company in the capacity of Managing Director.
4. The Managing Director will perform his duties as such with regard to all work of the Company and he will manage & attend to such business and carry out the orders and direction given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be given.
5. The Managing Director shall abide by the provisions contained in section 166 of the Act with regard to duties of directors.
6. The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

Details of Directors (as on March 31, 2018) seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

S. No.	Name of the Director	Mr. Pawan Kumar Mittal
1.	Date of Birth	07.12.1971
2.	Date of Appointment	11.11.2014
3.	Qualification	Chartered Accountant, B. Com (H)
4.	Expertise	He has experience of 21 years in the field of finance and taxation. He is responsible for overall planning and management of the Company.
5.	Directorship in other Entities	<ol style="list-style-type: none"> 1. Shree Worstex Limited 2. Crazypricing Online Services Limited 3. Gulmohar Investments and holdings Limited 4. Rita Finance and Leasing Limited (Formerly known as Rita Holdings Limited) 5. Smart Capital Services Limited 6. Dolf Leasing Limited 7. Aawas Infratech Private Limited 8. R.S. Football CLUB
6.	Number of Shares Held in Company	7,65,000 Equity Shares
7.	Chairman / Member of Committee(s) of Board of Directors of the Company	Member in a Two (2) Committees of Board of Directors of the Company
8.	Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	Member of total Five (5) Committees of Board of Directors of other Companies
9.	Whether related with other Directors / Key Managerial Personnel	Spouse of Mrs. Kiran Mittal, Director of the Company

Details of Directors (as on March 31, 2018) seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

S. No.	Name of the Director	Mr. Rohit Mittal
1.	Date of Birth	04.05.1989
2.	Date of Appointment	30.09.2014
3.	Qualification	Graduate, MBA
4.	Expertise	He has experience of 10 years in the field of finance and taxation.
5.	Directorship in other Entities	1. Gulmohar Investments and holdings Limited 2. Dolf Leasing Limited 3. Smart Capital Services Limited 4. Airwaves Telefilms Private Limited 5. Waves Telefilms Private Limited 6. KGR Technologies Private Limited 7. PRM Hospitality Private Limited
6.	Number of Shares Held in Company	NIL
7.	Chairman / Member of Committee(s) of Board of Directors of the Company	Member in a One (1) Committee of Board of Directors of the Company
8.	Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	None
9.	Whether related with other Directors / Key Managerial Personnel	No

Delta Industrial Resources Limited

CIN: L52110DL1984PLC019625

Regd. Office: Shop No. 325, Third Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085
website: www.dirl.in, e-mail: deltaindlt@gmail.com, Ph. No. 011-27860681

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP-ID/CLIENT-ID*	
Regd. Folio No.	
No. of shares held	
Whether the member is attending the meeting in person or by proxy or by authorized representative	
Name of the proxy (to be filed in if proxy attends instead of the member)	

I certify that I am a registered Shareholder/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the **33rd Annual General Meeting** of the Company held on Thursday, the **13th** day of September, **2018** at **11:00 A.M.**, at the Registered Office of the Company situated at Shop No. **325**, Third Floor, Aggarwal Plaza, Sector-**14**, Rohini, New Delhi-**110085**.

Signature of the Member/Proxy

(To be signed at the time of handing over the slip)

Delta Industrial Resources Limited

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FORM NO. MGT- 1 1

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L52110DL1984PLC019625

Name of the Company: Delta Industrial Resources Limited

Venue of the Meeting: Shop No. 325, Third Floor, Aggarwal Plaza Sector-14, Rohini,
New Delhi 110085

Date and Time: 13th day of September, 2018 at 11:00 A.M.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP-ID/CLIENT-ID/ Regd. Folio No.	
No. of shares held	

I/We, being the member(s) of shares of the above named company, hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, the 13th day of September, 2018 at 11:00 A.M. at Shop No. 325, Third Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085 and at any adjournment thereof) in respect of such resolutions as are indicated below:

1. Name: _____ Address: _____

E-mail ID: _____ Signature: _____

or failing him/her

2. Name: _____ Address: _____

E-mail ID: _____ Signature: _____

or failing him/her

3. Name: _____ Address: _____

E-mail ID: _____ Signature: _____

or failing him/her

I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

S. No.	Resolution	Number of shares held	For	Against
Ordinary Business				
1.	Adoption of Financial Statements for the year ended March 31, 2018 along with Auditor's and Director's Report thereon			
2.	Re- appointment of Mr. Pawan Kumar Mittal, Non Executive Non Independent Director, who is liable to retire by rotation and being eligible for re- appoint, as Director of the Company			
3.	Ratification of appointment of M/s V.N. Purohit & Co., Chartered Accountants (FRN: 304040E) as the Statutory Auditors of the Company			
Special Business				
4.	Approval of the limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013			
5.	Approval of the alteration of the Clause III (A) of main objects of Memorandum of Association of the company			

6.	Approval of the re- appointment of Mr. Rohit Mittal as Managing Director of the Company and to fix their remuneration			
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Signature of shareholder Signature of Proxy holder(s)

Signed this Day of 2018

Affix
Revenue
Stamp

Note:

- This is optional to put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write “Abstain” across the boxes against the Resolution.
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than **48** hours before the commencement of the Meeting.
- A Proxy need not be a member of the Company.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

Delta Industrial Resources Limited

CIN: L52110DL1984PLC019625

Regd. Office: Shop No. 325, Third Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085
website: www.dirl.in, e-mail: deltaind ltd@gmail.com, Ph. No. 011-27860681

FORM NO. MGT- 12

POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the
Companies (Management and Administration) Rules, 2014]

CIN: L52110DL1984PLC019625

Name of the Company: Delta Industrial Resources Limited

Venue of the Meeting: Shop No. 325, Third Floor, Aggarwal Plaza Sector- 14, Rohini,
New Delhi 110085

Date and Time: 13th day of September, 2018 at 11:00 A.M.

BALLOT PAPER

S. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./ *Client ID No.	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my
assent or dissent to the said resolution in the following manner:

S. No.	Resolution	Number of shares held	I assent to the resolution	I dissent from the resolution
Ordinary Business				
1.	Adoption of Financial Statements for the year ended March 31, 2018 along with Auditor's and Director's Report thereon			
2.	Re- appointment of Mr. Pawan Kumar Mittal, Non Executive Non Independent			

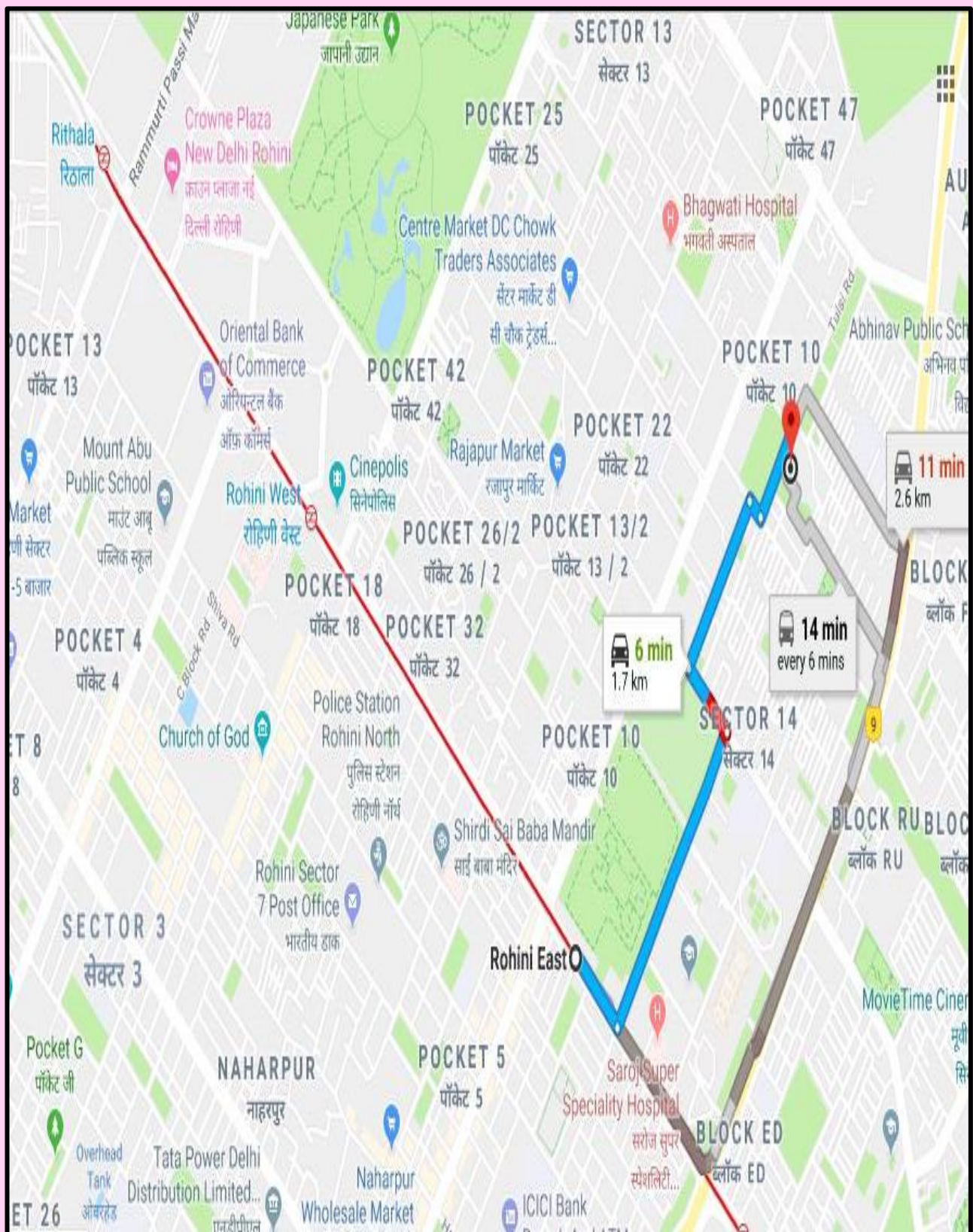
	Director, who is liable to retire by rotation and being eligible for re- appoint, as Director of the Company			
3.	Ratification of appointment of M/s V.N. Purohit & Co., Chartered Accountants (FRN: 304040E) as the Statutory Auditors of the Company			
Special Business				
4.	Approval of the limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013			
5.	Approval of the alteration of the Clause III (A) of main objects of Memorandum of Association of the company			
6.	Approval of the re- appointment of Mr. Rohit Mittal as Managing Director of the Company and to fix their remuneration			

Place:

Date:

(Signature of the shareholder)

ROUTE MAP



DIRECTORS' REPORT

To the Shareholders,

Your Directors take pleasure in presenting the 33rd Annual Report on the business and operations of your Company along with the Audited Standalone Financial Statements for the year ended March 31, 2018.

COMPANY OVERVIEW

Delta Industrial Resources Limited was incorporated under Companies Act, 1956 on 19th December, 1984. Equity Shares of the Company are listed on **BSE Limited** and **Metropolitan Stock Exchange of India Limited** (MSEI) (formerly known as MCX Stock Exchange Limited).

FINANCIAL PERFORMANCE OF THE COMPANY

The Company's financial results are as under:

(In ₹)

Particular	Current Year 2017-18	Current Year 2016-17
Revenue from Operations	11,67,26,863	96,40,998
Total revenue (including other income)	12,08,02,143	12,846,858
Total Expenses	12,08,44,140	11,674,821
Profit/(Loss) before tax	(41,997)	11,72,037
Tax Expenses:		
Less: Current tax	-	(3,62,200)
Add: Deferred tax	3,247	13,377
Profit/(Loss) after tax	(38,750)	8,23,214

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR

The total revenue from operations of your Company for the year ended March 31, 2018 stood at ₹ 11,67,26,863 as against ₹ 96,40,998 for the year ended March 31, 2017. The company incurred loss before tax of an amount of ₹ (41,997) as compared to profit before tax of ₹

11,72,037 in the previous year. Hence, The loss after tax for the year ended March 31, 2018 recorded of ₹ (38,750) as compared to profit after tax of ₹ 8,23,214 in the previous year.

STATE OF COMPANY'S AFFAIRS

With the expected positive momentum in the Indian economy, the Company is focused on growth and achieving profitability along with a renewed commitment to customer service. Innovations, investment and positive modifications are expected in the near future, boosting the Company's revenue. Together with forward looking strategy, the Company is also focusing extensively on expanding the business and operational improvements through various strategic projects for operational excellence.

RESERVES

Your Company has not transferred any amount to general reserve out of the profits of the year.

DIVIDEND

The Company incurred the loss this year, therefore, directors do not recommend any dividend on Equity Shares for the financial year 2017-18.

SHARE CAPITAL

The present Authorized Share Capital of the Company is ₹ 6,50,00,000/- (Rupees Six Crores Fifty Lacs) divided into 65,00,000 (Sixty Five Lacs) equity shares of ₹ 10/- (Rupees Ten) each.

Paid up share capital of the Company as on 31st March, 2018 is ₹ 5,39,30,000/- (Rupees Five Crore Thirty Nine Lacs Thirty Thousand) divided into 53,93,000 (Fifty Three Lacs Ninety Three Thousand) equity shares of ₹ 10/- (Rupees Ten) each .

During the year, there has been no change in the share capital of the Company.

DEPOSITS

During the year under review, the Company has not accepted any deposits from the public under Section 73 of the Companies Act, 2013 and rules made thereunder. There is no unclaimed or unpaid deposit lying with the Company.

CHANGE IN NATURE OF BUSINESS

During the year under review, there has been no change in the nature of business of the Company. Your directors proposed the agenda of alteration of main objects of the company as per its running business activity in the ensuing annual general meeting.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

In view of the nature of the activities carried out by the Company, Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 relating to conservation of energy and technology absorption, are not applicable to the Company. However, the Company makes all efforts towards conservation of energy, protection of environment and ensuring safety. During the year under review, the Company had no earnings and expenditure in foreign exchange.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

In the opinion of the Board, there has been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

PARTICULAR OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details, as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are given in "Annexure A" of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed Management Discussion and Analysis Report has been appended separately, are given in "Annexure B" of this Report.

CORPORATE GOVERNANCE

Since, the paid-up capital of the Company is less than ₹ 10 Crores and Net worth is less than ₹ 25 Crores, the provisions of the Corporate Governance as stipulated under Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company. However, your Company has made every effort to comply with the provisions of the Corporate Governance and to see that the interest of the Shareholders and the Company are properly served. It has always been the Company's endeavor to excel through better Corporate Governance and fair & transparent practices, many of which have already been in place even before they were mandated by the law of land.

The management of Company believes that it will further enhance the level of Corporate Governance in the company

SUBSIDIARIES, HOLDING, JOINT VENTURES OR ASSOCIATE COMPANIES

The company does not have any Subsidiary, Holding, Joint Venture or Associate Company

RISK MANAGEMENT

While the business risk associated with operating environment, ownership structure, Management, System & Policy, the financial risk lies in Asset Quality, Liquidity, Profitability and Capital Adequacy. The company recognizes these risks and makes best effort to mitigate them in time. Risk Management is also an integral part of the Company's business strategy.

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risk as also identify business opportunities.

INTERNAL CONTROL SYSTEMS

The company's Internal Control System is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the adequacy and efficiency of the Company's internal controls, including its systems and processes and compliance with regulations and procedures.

HEALTH, SAFETY AND ENVIRONMENT PROTECTION

The company has complied with all the applicable environmental law and labour laws. The company has been complying with the relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

Board of Directors

As on March 31, 2018, your Board comprised of 4 (Four) Directors [including 1 (One) Managing Director (executive and Non Independent)] which includes two non executive directors (including women director) and two independent directors. Your Directors on the Board possess experience, competency and are renowned in their respective fields. All Directors are liable to retire by rotation except Independent Directors whose term of 5 consecutive years was approved by the Shareholders of the Company in the Annual General Meeting.

Key Managerial Personnel

As on March 31, 2018, following members holds the position of Key Managerial Personnel are:

- Mr. Rohit Mittal, Managing Director

During the year 2017-2018 under review, following events took Place in the composition:

- Mr. Prem Prakash Gandhi, independent director, resigned from the directorship of the company w.e.f July 07, 2017.

After the year 2017-2018, following events took Place in the composition:

- Ms. Anamika was appointed as Company Secretary & Compliance Officer of the company w.e.f. 24.05.2018.

Directors Retires by Rotation

In accordance with the provisions of the Companies Act, 2013 and the articles of association of the Company, Mr. Pawan Kumar Mittal, Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment. The Directors recommend the said re-appointment. Item seeking your approval on the above re-appointment is included in the Notice convening the Annual General Meeting.

Board Evaluation

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

Declaration given by Independent Directors

Pursuant to Section 149(7) of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Company has received declarations from all the Independent Directors of the Company confirming that they meet the 'criteria of Independence' as prescribed under Section 149(6) of the Companies Act, 2013 and have submitted their respective declarations as required under Section 149(7) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Familiarisation Programme

The Company has put in place an induction and familiarisation programme for all its Directors including the Independent Directors.

Directors' Appointment and Remuneration Policy

The Company's policy on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub section (3) of Section 178 of the Companies Act, 2013, as is adopted by the Board.

The Company has adopted a comprehensive policy on Nomination and Remuneration of Directors on the Board. As per such policy, candidates proposed to be appointed as Directors on the Board shall be first reviewed by the Nomination and Remuneration Committee in its duly convened Meeting. The Nomination and Remuneration Committee shall formulate the criteria for determining the qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the Remuneration for the Directors, Key Managerial Personnel and other employees. The Nomination and Remuneration Committee shall ensure that—

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

- b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) Remuneration to directors and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals. During the year under review, none of the Directors of the company receive any remuneration.

DIRECTORS RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, your directors hereby confirm that:

- (a) in the preparation of the annual accounts for the financial year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts for the financial year ended March 31, 2018, on a going concern basis;
- (e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

MEETINGS

Board Meetings

The Board of Directors of the Company met Four (4) times during the financial year 2017-18. The meetings of Board of Directors were held on 25th May, 2017, 2nd September, 2017, 14th December, 2017 and 6th February, 2018. One adjourned meeting held on 14th September, 2017 of original board meeting held on 2nd September, 2017

The Minutes of the Meetings of the Board of Directors are discussed and taken note by the board of directors. The Statutory Auditor, Internal Auditor and Executive Directors are invited to the meeting as and when required.

The composition of the Board of Directors, their attendance at Board Meetings and last Annual General Meeting is as under:

Name of the Director	Designation	Category	Number of Board Meetings during the year		Attendance of Last AGM
			Held	Attended	
Rohit Mittal	Managing Director	Executive- Non Independent	4	4	Yes
Pawan Kumar Mittal	Director	Non Executive- Non Independent	4	4	Yes
Kiran Mittal	Director	Non Executive- Non Independent	4	4	Yes
Jitendra Kumar Agarwal	Director	Non Executive- Independent	4	2	No
Prakash Chand Jajoria	Director	Non Executive- Independent	4	4	Yes
Prem Prakash Gandhi*	Director	Non Executive- Independent	4	1	No

*Mr. Prem Prakash Gandhi was ceased from the directorship w.e.f. 07.07.2017.

The necessary quorum was present in all the meetings. The intervening gap between any two meetings was not more than one hundred and twenty days as prescribed by the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The agenda and Notice for all the Meetings was prepared and circulated in advance to the Directors.

Information provided to the Board

The Board of the Company is presented with all information under the following heads, whenever applicable and materially significant. These are summarised either as part of the agenda will in advance of the Board Meetings or are tabled in the course of the Board Meetings. This, interalia, includes:

- Annual operating plans of businesses, capital budgets, updates.
- Quarterly results of the Company and its operating divisions or business segments.
- Information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Materially important litigations, show cause, demand, prosecution and penalty notices.
- Fatal or serious accidents.

- Any material default in financial obligations to and by the Company or substantial non-payment for services rendered by the Company.
- Any issue, which involves possible public liability claims of substantial nature, including any judgment or order, which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Transactions had involved substantial payments towards good-will, brand equity, or intellectual property.
- Significant development in the human resources front.
- Sale of material, nature of investments, assets which is not in the normal course of business.
- Quarterly update on the return from deployment of surplus funds.
- Non-compliance of any regulatory or statutory provisions or listing requirements as well as shareholder services as non-payment of dividend and delays in share transfer.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources /Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.

Independent Directors Meetings

In due compliance with the provisions of the Companies Act, 2013 read with the rules made there under a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole was evaluated, taking into account the views of directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the Board, its committees and individual directors was discussed.

One (1) meeting of Independent Directors was held on March 15, 2018 during the year 2017-18.

Committee Meetings

Audit Committee

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting progress with a view to ensuring accurate timely and proper disclosures and transparency, integrity and quality of financial reporting. The Committee oversees the work carried out by the management, internal auditors on the financial reporting process and the safeguards employed by them.

Brief description of the terms of reference

- Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position.
- Recommending the appointment, re-appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Reviewing the financial statements and draft audit report, including quarterly / half yearly financial information.
- Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
 - Any changes in accounting policies and practices;
 - Major accounting entries based on exercise of judgment by management;
 - Qualifications in draft audit report;
 - Significant adjustments arising out of audit;
 - Compliance with accounting standard;
 - Compliance with stock exchange and legal requirements concerning financial statements;
 - Any related party transactions as per Accounting Standard 18.
 - Reviewing the Company's financial and risk management policies.
 - Disclosure of contingent liabilities.
 - Reviewing with the management, external and internal auditors and the adequacy of internal control systems.
 - Discussion with internal auditors of any significant findings and follow up thereon.
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 - Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 - Reviewing compliances as regards the Company's Whistle Blower Policy.
- Mandatory review of following information
 - Management discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions, submitted by management;
 - Management letters / letters of internal control weaknesses issued by Statutory Auditors and;
 - Appointment, removal and terms of remuneration of Internal Auditor.

The board has re-constituted the Audit Committee in accordance with the requirement of Companies Act, 2013 and other applicable provisions. All members of Audit Committee are financially literate

and have financial management expertise. The Audit Committee comprises of three members including two members as independent director out of which one is chairman of this committee.

The Audit Committee met Four (4) times during the financial year 2017-18. The meetings of Audit Committee were held on 22nd May, 2017, 1st September, 2017, 13th December, 2017 and 5th February, 2018.

The Minutes of the Meetings of the Audit Committee are discussed and taken note by the board of directors. The Statutory Auditor, Internal Auditor and Executive Directors are invited to the meeting as and when required.

The Composition of the Audit Committee and their attendance at the Meetings are as follows:

Name	Designation	No. of Meetings	
		Held	Attended
Prem Prakash Gandhi*	Chairman & Member	4	1
Prakash Chand Jajoria*	Chairman & Member	4	4
Rohit Mittal	Member	4	4
Jitendra kumar Aggarwal*	Member	4	3

*Mr. Prem Prakash Gandhi was ceased and Mr. Jitendra Kumar Aggarwal was inducted in the committee w.e.f. 07.07.2017 and Mr. Prakash Chand Jajoria chaired for this committee.

Nomination and Remuneration Committee

The policy formulated under Nomination and Remuneration Committee are in conformity with the requirements as per provisions of sub-Section (3) of Section 178 of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company had Constituted Nomination and Remuneration Committee to decide and fix payment of remuneration and sitting fees to the Directors of the Company as per provisions u/s 178 of the Companies Act, 2013.

The terms of reference of the remuneration committee in brief pertain to inter-alia, determining the Companies policy on and approve specific remuneration packages for executive director (s)/Manager under the Companies Act, 2013 after taking in to account the financial position of the Company, trend in the industry, appointees qualification, experience, past performance, interest of the Company and members.

This Nomination & Remuneration committee will look after the functions as enumerated u/s 178 of the Companies Act, 2013. This Committee has comprises three members including two members as independent directors out of which one member is chairman of the committee.

The Nomination and Remuneration Committee met One (1) time during the financial year 2017-18. The meetings of Nomination and Remuneration Committee were held on 1st September, 2017.

The Minutes of the Meetings of the Nomination and Remuneration Committee are discussed and taken note by the board of directors. The Statutory Auditor, Internal Auditor and Executive Directors are invited to the meeting as and when required.

The Composition of the Nomination and Remuneration Committee and their attendance at the Meetings are as follows:

Name	Designation	No. of Meetings	
		Held	Attended
Prem Prakash Gandhi*	Chairman & Member	1	0
Prakash Chand Jajoria*	Chairman & Member	1	1
Pawan Kumar Mittal*	Member	1	1
Jitendra kumar Aggarwal	Member	1	1

*Mr. Prem Prakash Gandhi was ceased and Mr. Pawan Kumar Mittal was inducted in the committee w.e.f. 07.07.2017 and Mr. Prakash Chand Jajoria chaired for this committee.

Stakeholder's Relationship Committee

The scope of the Stakeholders' Relationship Committee is to review and address the grievance of the shareholders in respect of share transfers, transmission, non-receipt of annual report, non-receipt of dividend etc, and other related activities. In addition, the Committee also looks into matters which can facilitate better investor's services and relations.

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the Company has an independent Stakeholders' Relationship Committee to consider and resolve grievances of the Shareholders/Investors. This Committee has comprises three members including two members as independent directors out of which one member is chairman of the committee.

The Stakeholders' Relationship Committee met One (1) time during the financial year 2017-18. The meetings of Stakeholders' Relationship Committee were held on 5th January, 2018.

The Minutes of the Meetings of the Stakeholders' Relationship Committee are discussed and taken note by the board of directors. The Statutory Auditor, Internal Auditor and Executive Directors are invited to the meeting as and when required.

The Composition of the Stakeholders' Relationship Committee and Their Attendance at the Meetings are as follows:

Name	Designation	No. of Meetings	
		Held	Attended
Prem Prakash Gandhi*	Chairman & Member	1	0
Prakash Chand Jajoria	Member	1	1
Pawan Kumar Mittal	Member	1	1
Jitendra kumar Aggarwal*	Chairman & Member	1	1

*Mr. Prem Prakah Gandhi was ceased and Mr. Jitendra kumar Aggarwal was inducted in the committee w.e.f. 07.07.2017.

Compliance Officer

Name	Ms. Anamika Company Secretary & compliance Officer
Contact Details	Shop No. 325, Third Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085
E- mail Id	deltaindltd@gmail.com

Shareholders Meetings

There was only one (1) annual general meeting of shareholders was held on September 28, 2017.

AUDITORS

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed M/s. Akhilesh & Associates, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the Financial Year 2017-18.

■ Secretarial Auditors Reports

The Secretarial Auditors have given Secretarial audit report in Form MR-3 for financial year 2017-18, are given in "Annexure C" of this report.

■ Secretarial Auditors Observations

There has been no qualification, reservation or adverse remarks made by the Auditors in their secretarial report except the followings:

1. "The company has not appointed Chief Financial Officer during the audit period as per the provisions of section 203(1) of the Companies Act, 2013 and rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014."

○ The Management clarified that Board is in search of suitable candidate for the post of Chief Financial Officer of the company.

2. "The Company has not complied with the provision of section 186 of the Companies Act, 2013 i.e. "the members of the Company has not passed special resolution in respect of loans, investments, guarantees and security given above the limit as prescribed under section 186 of the Companies Act, 2013."

○ The management clarified that Board proposed the agenda item no. 4 in the ensuing annual general meeting to pass the special resolution with the approval of members of the company in order to comply the section 186 of the Companies Act, 2013.

Internal Auditors

Pursuant to the provision of Section 138 of the Companies Act, 2013 has mandated the appointment of Internal Auditor in the Company. Accordingly, the Board had appointed M/s S.K. Goel & Associates, Chartered Accountants, as the Internal Auditors of the Company for the financial year 2017-18.

■ Internal Auditors Reports

The Internal Auditors have placed their internal audit report to the company.

■ Internal Auditors Observations

Internal Audit Report was self explanatory and need no comments.

Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. V.N. Purohit & Co., Chartered Accountants, were appointed in the 29th Annual General Meeting as the Statutory Auditors of the Company and for a period of five years hold office up to the conclusion of the 34th Annual General Meeting. As required by the provisions of the Companies Act, 2013, their appointment should be ratified by the Members at every AGM. The Board has recommended the ratification of appointment of M/s. V.N. Purohit & Co., Chartered Accountants, as Statutory Auditors of the Company. Accordingly, requisite agenda item forms part of

the notice convening AGM for ratification of appointment of Auditor. The Statutory Auditors have confirmed that they are not disqualified to act as Auditors and are eligible to hold office as Auditors of your Company.

■ Statutory Auditors Reports

The Statutory Auditors have given an audit report for financial year 2017-18, are given in "Annexure D" of this report.

■ Statutory Auditors Observations

The Notes on financial statement referred to in the Auditors' Report are not self-explanatory. The Auditor's Report does not contain any qualifications, reservations, adverse remarks or disclaimer except the following:

1. ***"The company has not passed special resolution of members in respect of loans, investments, guarantees and security given above the limit as prescribed under section 186 of the Companies Act, 2013 and accordingly has not complied with such provisions."***

○ The management clarified that Board proposed the agenda item no. 4 in the ensuing annual general meeting to pass the special resolution with the approval of members of the company in order to comply the section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACT OR ARRANGEMENT MADE WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013

The particulars of contracts or arrangements with related parties for the financial year 2017-18 along with the Financial Statements in Form No. AOC-2 are given in "Annexure E" of this report.

EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return in Form No. MGT 9 are given in "Annexure F" of this Report.

ENHANCING SHAREHOLDER VALUE

Our Company firmly believes that its success in the market place and a good reputation is among the primary determination of value to the shareholders.

DEMATERIALISATION OF SHARES

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN- INE681Q01015 has been allotted for the Company. Therefore, the matter and/or investors

may keep their shareholding in the electronic mode with their Depository Participates. 96% of the Company's Paid-up Share Capital is in dematerialized form and balance 4% is in physical form as on 31st March, 2018.

VIGIL MECHANISM (WHISTLE BLOWER POLICY)

In compliance with the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the Board of Directors of your Company has adopted the Vigil Mechanism and Whistle Blower Policy.

The Company believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. The Company is committed to develop a culture in which every employee feels free to raise concerns about any poor or unacceptable practice and misconduct. In order to maintain the standards has adopted lays down this Whistle Blower Policy to provide a framework to promote responsible and secure whistle blowing.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2017-18:

- No of complaints received : 0
- No of complaints disposed off : N.A.

HUMAN RESOURCES

People remain the most valuable asset of your Company. Your Company follows a policy of building strong teams of talented professionals. Your Company continues to build on its capabilities in getting the right talent to support different products and geographies and is taking effective steps to retain the talent. It has built an open, transparent and meritocratic culture to nurture this asset.

The Company recognizes people as its most valuable asset and The Company has kept a sharp focus on Employee Engagement. The Company's Human Resources is commensurate with the size, nature and operations of the Company.

CORPORATE SOCIAL RESPONSIBILITY

The Company is not required to spend any amount in respect of Corporate Social Responsibility as provisions relating to Corporate Social Responsibility under Section 135 of Companies Act, 2013 is not applicable to Company.

DISCLOSURE OF FRAUDS IN THE BOARD'S REPORT UNDER SECTION 143 OF THE COMPANIES ACT, 2013

During the year under review, your Directors do not observe any transactions which could result in a fraud. Your Directors hereby declares that the Company has not been encountered with any fraud or fraudulent activity during the Financial Year 2017-2018.

OTHER DISCLOSURES

Your Directors state that during the financial year 2017-18:

- The Company did not issue any equity shares with differential rights as to dividend, voting or otherwise.
- The Company did not issue any Sweat Equity shares.
- The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.

COMPLIANCE

The Company has complied and continues to comply with all the applicable regulations, circulars and guidelines issued by the Ministry of Corporate Affairs (MCA), Stock Exchange(s), Securities and Exchange Board of India (SEBI) etc.

The Company has complied with all applicable provisions of Companies Act, 2013, Listing Agreement executed with the Stock Exchanges, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules/regulations/guidelines issued from time to time.

SECRETARIAL STANDARDS OF ICSI

Pursuant to the approval by the Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India on April 10, 2015, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from July 01, 2015. Thereafter, Secretarial Standards were revised with effect from October 01, 2017. The Company is in compliance with the Secretarial Standards.

CAUTIONARY STATEMENT

Statements in the Board's Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to your Company's operations include global and Indian demand supply conditions, finished goods prices, feed stock availability and prices, cyclical demand and pricing in your Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which your Company conducts business and other factors such as litigation and labour negotiations. Your Company is not obliged to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent development, information or events or otherwise.

ACKNOWLEDGMENT

Your Directors wish to express their sincere appreciation for the support and cooperation, which the Company continues to receive from its clients, Banks, Government Authorities, Financial Institutions and associates and are grateful to the shareholders for their continued support to the Company. Your Directors place on record their appreciation for the contributions made and the efforts put in by the management team and employees of the Company at all levels.

**By the order of the Board of Directors of
Delta Industrial Resources Limited**

sd/-

Rohit Mittal
Chairman & Managing Director
DIN: 02527072

sd/-

Pawan Kumar Mittal
Director
DIN: 00749265

Date: 03.08.2018

Place: New Delhi

ANNEXURE A

PARTICULAR OF EMPLOYEES AND RELATED DISCLOSURES

INFORMATION UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year: **NIL**
- ii) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the Financial Year: **NIL**
- iii) The percentage increase in the median remuneration of employees in the financial year: **NIL**
- iv) the number of Permanent employees on the rolls of the company : **Zero (0)**
- v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: **NIL**
- vi) Affirmation that the remuneration is as per the remuneration policy of the company: **It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company and No any Remuneration was paid to any directors during the year under review except Sitting fees.**

DISCLOSURE UNDER RULE 5 (2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OR MANAGERIAL PERSONNEL) RULES, 2014

There is no directors/employees in the Company for which disclosure have to be made under the provisions of Rule 5 (2) & (3) of the Companies (Appointment and Remuneration or Managerial Personnel) Rules, 2014.

A. Names of top ten employees in terms of remuneration drawn during the financial year 2017-18:

Name & Designation	Age (In Years)	Remuneration Received	Nature of Employment (Contractual or otherwise)	Qualification & Experience	Date of commencement of Employment	Last Employment	%of Equity Share held	Whether Related to Director or Manager
Mr. Hemant Kumar Mangal	26	₹ 1,18,680/- p.a.	Regular	Company Secretary, Legal & Secretarial Expertise	02.09.2017	-	0.00	No
Mr. Kuldeep Pandey	26	₹ 1,45,710/- p.a.	Regular	Graduate, Accounts Expertise	01.04.2015	-	0.00	No

B. Names of employees who are in receipt of aggregate remuneration of not less than rupees one crore and two lakh if employed throughout the financial year 2017-18:

Name & Designation	Age (In Years)	Remuneration Received	Nature of Employment (Contractual or otherwise)	Qualification & Experience	Date of commencement of Employment	Last Employment	%of Equity Share held	Whether Related to Director or Manager
NIL								

C. Name of employee whose remuneration in aggregate was not less than eight lakh and fifty thousand per month if employed for part of the financial year 2017-18:

Name & Designation	Age (In Years)	Remuneration Received	Nature of Employment (Contractual or otherwise)	Qualification & Experience	Date of commencement of Employment	Last Employment	%of Equity Share held	Whether Related to Director or Manager
NIL								

ANNEXURE B

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. The textile industry has two broad segments. First, the unorganised sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organised sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale. Keeping in view the above considerations, the company chooses the business of trading in textile industry.

Also, We begin with key developments along the value chain. In subsequent sections, we review factors that influenced rough-diamond production and sales, midstream performance and global diamond jewelry demand in major markets. As a natural resource, rough diamonds represent one of the main sources of revenue for many diamond-producing countries and create livelihoods for millions of people.

The past year has been a challenging year for our Industry with lots of ups and downs. Inspite of the above, the industry has been able to maintain its steady performance during the year under review. These Industries has played a key role in the country's progress over the years and the situation is likely to gain momentum in the times ahead. These Industries continues to hold a dominant position in country's economic structure because of its huge contribution towards employment generation.

Your Company's performance for the year 2017-18 has to be viewed in the context of aforesaid economic and market environment.

OPERATING RESULTS OF THE COMPANY

The Financial Year 2017-18 closed with revenue of ₹ 11,67,26,863 as compared to revenue of ₹ 96,40,998 of the previous financial year 2016-17. The company incurred loss before tax of an amount of ₹ (41,997) as compared to profit before tax of ₹ 11,72,037 in the previous year. Hence, The loss after tax for the year ended March 31, 2018 recorded of ₹ (38,750) as compared to profit after tax of ₹ 8,23,214 in the previous year.

OPPORTUNITIES

- There is a provision of more FDI and investment opportunities.
- Withdrawal of quota restriction is contributing immensely in market development.
- The global needs are being catered with product development.
- An upsurge in the purchasing power and disposable income of Indian customers has opened room for new market development.

THREATS

- With the increase in business segment, the competition has increased from Domestic and other developed countries.
- Threats for this Industry are very common and every person is aware of the threats and the risks involved with this Industry.
- Striking a balance between demand and supply.

PROSPECT & OUTLOOK

The management is of the view that the future prospects of your company are bright and the performance in the current year is expected to be very well. The committed customers of the company are expected to place more orders, which ultimately affect the top line of the company, positively.

RISKS AND CONCERNS

The Company has taken adequate preventive and precautionary measures to overcome all negative factors responsible for low trend to ensure steady growth.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

There are well-established procedures for Internal Controls for operations of the company. The finance & audit functions are well equipped with professionally experienced qualified personnel & play important roles in implementing the statutory obligations. The company has constituted Audit Committee for guidance and proper control of affairs of the company.

HUMAN RESOURCES

Human Resources are highly valued assets at Delta Industrial Resources Limited. The company seeks to attract, retain and nurture technical & managerial talent across its operations and continues to create, sustain the environment that brings out the best in our people with emphasis on training, learning & development. It aims at career progression and fulfilling satisfactory needs. Performance is recognized and rewarded through up gradation & job enrichment, performance incentives.

ANNEXURE C

SECRETARIAL AUDITOR'S REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

**PURSUANT TO SECTION 204, 9(1) OF THE COMPANIES ACT, 2013 AND
RULE NO 09 OF COMPANIES (APPOINTMENT AND REMUNERATION
PERSONNEL) RULES, 2014**

(Form No. MR-3)

To,

The Member,

DELTA INDUSTRIAL RESOURCES LIMITED

Shop No. 325, Third Floor, Aggarwal Plaza,

Sector- 14, Rohini, New Delhi- 110085

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DELTA INDUSTRIAL RESOURCES LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has , during the audit period covering the financial year ended on March 31, 2018 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment; (Not Applicable)

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India , 1992 (' SEBI Act');

- (a) The Securities and Exchange Board of India(Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not Applicable)
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines , 1999; (Not Applicable)
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable)
- (f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable)

6. OTHER LAWS applicable to the Company;

We have examined the framework, processes and procedures of compliance of laws applicable on the Company in detail. We have examined reports, compliances with respect to applicable laws on test basis

Other Miscellaneous and state laws.

- a) Income Tax Act, 1961;
- b) Goods and Service Tax Act 2017;

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issue by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with BSE Limited and Metropolitan Stock Exchange of India Limited (MSEI)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above and found that:-

- 1- The company has not appointed Chief Financial Officer during the audit period as per the provisions of section 203(1) of the Companies Act, 2013 and rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

2- The Company has not complied with the provision of section 186 of the Companies Act, 2013 i.e. “the members of the Company has not passed special resolution in respect of loans, investments, guarantees and security given above the limit as prescribed under section 186 of the Companies Act, 2013”

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except where the shorter notice was applicable), and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company had no events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc

For **AKHILESH & ASSOCIATES**
(Company Secretaries)

sd/-

(Akhilesh Kumar Jha)

Proprietor

FCS: 9031,CP: 18250

Place: Delhi

Date: 03.08.2018

Note: This report is to be read with our letter of even date which is annexed as “ANNEXURE A” and forms an integral part of this report.

“ANNEXURE A”

To,

The Member,

DELTA INDUSTRIAL RESOURCES LIMITED

Shop No. 325, Third Floor, Aggarwal Plaza,

Sector- 14, Rohini, New Delhi- 110085

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **AKHILESH & ASSOCIATES**

(Company Secretaries)

sd/-

(Akhilesh Kumar Jha)

Proprietor

FCS: 9031,CP: 18250

Place: Delhi

Date: 03.08.2018

ANNEXURE D

INDEPENDENT AUDITOR'S REPORT

To

The shareholders of

DELTA INDUSTRIAL RESOURCES LIMITED

Report on Financial Statements

We have audited the accompanying financial statements of DELTA INDUSTRIAL RESOURCES LIMITED ('the Company') which comprise the Balance Sheet as at 31st March, 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place the adequate internal financial control system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India:

- i) In case of the Balance Sheet, of the state of affairs of the company as at **31st March 2018**;
- ii) In case of Statement of Profit and Loss, of the loss and total comprehensive income for the year ended on that date;
- iii) In case of Cash Flow Statement, of the cash flows for the year ended on that date; and

- iv) In case of Statement of Changes in Equity, of the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2016 (the Order), as amended, issued by the Central Government of India in terms of sub- section (11) of Section 143 of the Act, we give in the Annexure- A, a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure- B.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact, if any of the pending litigations in its financial statements;

- ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Signed for the purpose of identification

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

sd/-

O.P. Pareek

Partner

Membership No. 014238

New Delhi, the 24th day of May 2018

ANNEXURE- A TO THE AUDITOR'S REPORT

The Annexure referred to in Paragraph 1 under the heading of “Report on other Legal and Regulatory Requirements” of our report of even date to the members of Delta Industrial Resources Limited (the Company) for the year ended on 31st March 2018.

- (i) (a) As per information and explanation given to us, the Company is maintaining proper records showing full disclosures of the fixed assets;
- (b) As per information and explanation given to us, physical verification of fixed assets has been conducted once in a year by the management and no material discrepancies were noticed during the course of verification;
- (c) According to information and explanation given to us, the company does not hold any immovable property during the year dealt with by this report;
- (ii) As per information and explanation given to us, physical verification of inventory has been conducted once in a year by the management and no material discrepancies were noticed during the course of physical verification;
- (iii) According to information and explanations given to us, the Company has not granted unsecured loans to parties covered in register maintained under section 189 of the Companies Act, 2013;
- (iv) In our opinion and according to information and explanations given to us, the Company has complied with the provisions of Section 185 of the Companies Act, 2013. However, the company has not passed special resolution of members in respect of loans, investments, guarantees and security given above the limit as prescribed under section 186 of the Companies Act, 2013 and accordingly has not complied with such provisions;
- (v) According to information and explanations given to us, the Company has not accepted public deposits and the provision of section 73 to 76 or other relevant provisions of the Companies Act, 2013 and rules framed thereunder are not applicable to the Company;
- (vi) According to information and explanations given to us, the Company is not liable to maintain cost records as prescribed under section 148(1) of the Companies Act, 2013;
- (vii) (a) According to information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including income-tax and any other applicable statutory

dues to the appropriate authorities and there are no outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable;

(b) According to information and explanations given to us, there are no outstanding statutory dues on the part of Company which is not deposited on account of dispute;

(viii) According to information and explanations given to us, the company has not obtained any loans and borrowings from any financial institution, bank, government or dues to debenture holders, and hence question of default of repayment does not arise;

(ix) According to information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under sub- clause (ix) of Paragraph 3 of the Order is not applicable;

(x) To best of our knowledge and according to information and explanations given to us, no fraud by the company and no fraud on the company by its officers, employees has been noticed or reported during the year;

(xi) According to information and explanations given to us, the Company has paid managerial remuneration in accordance with applicable provisions of the Companies Act, 2013;

(xii) As per information, the Company is not a Nidhi Company, hence reporting under sub- clause (xii) of the Paragraph 3 of the Order is not applicable;

(xiii) According to information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the financial statements etc., as required by the applicable Indian accounting standards;

(xiv) According to information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year;

(xv) According to information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him;

(xvi) According to information and explanations given to us, the Company is not a Non- Banking Financial Company and does not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Signed for the purpose of identification

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

sd/-

O.P. Pareek

Partner

Membership No. 014238

New Delhi, the 24th day of May 2018

ANNEXURE- B TO THE AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub- section (3) of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of Delta Industrial Resources Limited (the Company) as on 31st March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for the Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the Guidance Note) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The

procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidences we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that: -

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipt and expenditures of the Company are being only in accordance with authorizations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and could not be detected. Also, projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material aspects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at **31st March 2018**, based on “the internal financial controls over financial reporting criteria considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”.

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

sd/-

O.P. Pareek

Partner

Membership No. 014238

New Delhi, the 24th day of May 2018

DELTA INDUSTRIAL RESOURCES LIMITED

CIN: L52110DL1984PLC019625

BALANCE SHEET AS AT 31ST MARCH 2018

	Notes	31st March 2018 (₹ In thousands)	31st March 2017 (₹ In thousands)	1st April 2016 (₹ In thousands)
ASSETS				
Non- current assets				
Tangible assets				
Property, plant and equipment	3	35	78	159
Capital work in progress	3B	-	-	-
Investment property	3C	-	-	-
Financial assets				
Investments	4	171	139	87
Deferred tax assets (net)	5	7	4	
Current assets				
Inventories	6	120	-	-
Financial assets				
Trade receivables	7	61,484	16	1,576
Cash and cash equivalents	8	4,860	1,695	1,497
Loans	9	40,598	49,771	47,930
Other financial assets	10	3,203	122	13
Current tax assets (net)		564	-	442
Other current assets	11	141	-	7
Total assets		111,183	51,824	51,709
EQUITY AND LIABILITIES				
Equity				
Equity share capital	12	53,930	53,930	53,930
Other equity	13	(2,105)	(2,237)	(2,947)
Liabilities				
Non- current liabilities				
Financial liabilities: -				
Borrowings	14	-	-	641
Deferred tax liabilities (net)	5	-	-	9
Current liabilities				
Financial liabilities: -				
Trade payables	15	59,280	-	-
Other financial liabilities	16	37	15	33
Other current liabilities	17	9	4	18
Provisions	18	32	32	25
Current tax liabilities (net)		-	82	-
Total liabilities		111,183	51,824	51,709
Notes on the Financial Statements	1-39			
The accompanying notes are an integral part of the financial statements.				
As per our report of even date				
FOR V.N. PUROHIT & CO.		For and on behalf of the Board of Directors of		
Chartered Accountants		Delta Industrial Resources Limited		
Firm Regn. No. 304040E				
sd/-	sd/-	sd/-	sd/-	
O. P. Pareek	Rohit Mittal	Pawan Kumar Mittal	Anamika	
Partner	Managing Director	Director	Company Secretary	
Membership No. 014238	DIN: 02527072	DIN: 00749265	MRN- A41114	
New Delhi, the 24th day of May 2018				

DELTA INDUSTRIAL RESOURCES LIMITED

CIN: L52110DL1984PLC019625

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON

	Notes	31st March 2018 (₹ In thousands)	31st March 2017 (₹ In thousands)
REVENUE			
Revenue from operations	19	116,727	9,641
Other income	20	4,075	3,206
Total Revenue (I)		120,802	12,847
EXPENSES			
Purchases of stock-in-trade	21	115,350	9,100
Changes in inventories of shares	22	(120)	-
Employee benefit expenses	23	360	350
Finance costs	24	23	-
Depreciation and amortization expenses	3	43	93
Other expenses	25	5,188	2,133
Total (II)		120,844	11,675
Profit/ (loss) before exceptional items and tax (I-II)		(42)	1,172
Exceptional items		-	-
Profit/ (loss) before tax		(42)	1,172
Tax Expense			
Current Tax		-	(362)
Deferred Tax		3	13
Profit/ (loss) after tax (III)		(39)	823
OTHER COMPREHENSIVE INCOME			
(i) Items that will not be reclassified to profit or loss			
Equity instrument through other comprehensive		32	52
Total Other Comprehensive Income (IV)		32	52
Total Comprehensive Income (III+IV)		(7)	875
Earning per equity share (EPS) (in rupees)			
[nominal value of share Rs. 10]			
Basic		(0.01)	0.15
Diluted		(0.01)	0.15
Notes on the Financial Statements	1-39		
The accompanying notes are an integral part of the financial statements.			
As per our report of even date			
FOR V.N. PUROHIT & CO.		For and on behalf of the Board of Directors of	
Chartered Accountants		Delta Industrial Resources Limited	
Firm Regn. No. 304040E			
sd/-	sd/-	sd/-	sd/-
O. P. Pareek	Rohit Mittal	Pawan Kumar Mittal	Anamika
Partner	Managing Director	Director	Company Secretary
Membership No. 014238	DIN: 02527072	DIN: 00749265	MRN- A41114
New Delhi, the 24th day of May 2018			

DELTA INDUSTRIAL RESOURCES LIMITED

CIN: L52110DL1984PLC019625

STATEMENT OF CHANGES IN EQUITY**A. Equity Share Capital**

(₹ In thousands)

Balance as of 1st April 2016	Changes in equity share capital during the year	Balance at the 31st March 2017
53,930	-	53,930
Balance as of 1st April 2017	Changes in equity share capital during the year	Balance at the 31st March 2018
53,930	-	53,930

B. Other Equity

(₹ In thousands)

Particulars	Reserve & Surplus	Items of other comprehensive income	Total
	Retained Earnings (Rupees in thousand)	Equity Instrument through other comprehensive income (Rupees in thousand)	
Balance as at 1st April 2016	(2,956)	9	(2,947)
Revised balances as at 1st April 2016	(2,956)	9	(2,947)
Profit for the year	823	-	823
Changes in accounting estimates	(165)	-	(165)
Change to Fair Value of FVTOCI equity instruments	-	52	52
Total Comprehensive Income	(2,298)	61	(2,237)
Balance as at 31st March 2017	(2,298)	61	(2,237)
Balance as at 1st April 2017	(2,298)	61	(2,237)
Revised balances as at 1st April 2017	(2,298)	61	(2,237)
Profit for the year	(39)	-	(39)
Changes in accounting estimates	139	-	139
Change to Fair Value of FVTOCI equity instruments	-	32	32
Total Comprehensive Income	(2,198)	93	(2,105)
Balance as at 31st March 2018	(2,198)	93	(2,105)

Notes on the Financial Statements

1-39

FOR V.N. PUROHIT & CO.**For and on behalf of the Board of Directors of****Chartered Accountants****Delta Industrial Resources Limited**

Firm Regn. No. 304040E

sd/-

sd/-

sd/-

sd/-

O. P. Pareek**Rohit Mittal****Pawan Kumar Mittal****Anamika**

Partner

Managing Director

Director

Company Secretary

Membership No. 014238

DIN: 02527072

DIN: 00749265

MRN- A41114

New Delhi, the 24th day of May 2018

DELTA INDUSTRIAL RESOURCES LIMITED

CIN: L52110DL1984PLC019625

CASH FLOW STATEMENT FOR THE YEAR ENDED ON

	31st March 2018	31st March 2017
	(₹ In thousands)	(₹ In thousands)
CASH FLOW FROM OPERATING ACTIVITIES		
Net profit/ (loss) before tax and after extra- ordinary items	(42)	1,172
Adjustments for items: -		
Interest paid	23	-
Interest received	(4,074)	(3,204)
Dividend Received	(2)	(2)
Depreciation on Fixed Assets	43	93
Operating Profit before working capital changes	(4,051)	(1,941)
Working capital adjustments: -		
(Increase)/ decrease in Inventories	(120)	-
(Increase)/ decrease in trade receivables	(61,468)	1,560
(Increase)/ decrease in Other Financial Assets	(3,081)	(109)
(Increase)/ decrease in Other Current Assets	(141)	(158)
Increase/ (decrease) in provisions	-	6
(Increase)/ decrease in loans and advances	9,173	(1,841)
Increase/ (decrease) in Trade payables	59,280	-
Increase/ (decrease) in Other Financial liabilities	23	(18)
Increase/ (decrease) in Other liabilities	5	(15)
Cash generated from operations	(380)	(2,517)
Direct Taxes Paid	(507)	162
Net cash flow from operating activities (A)	(887)	(2,355)
CASH FLOW FROM INVESTING ACTIVITIES		
Sale/ (Purchase) of Fixed Assets	-	(12)
Dividend Received	2	2
Interest Received	4,074	3,204
Net cash flow from investing activities (B)	4,075	3,194
CASH FLOW FROM FINANCING ACTIVITIES		
Interest Paid	(23)	-
Net proceeds from borrowings	-	(641)
Net cash flow from financing activities (C)	(23)	(641)
Net cash flow during the year (A + B + C)	3,165	198
Add: Opening cash and cash equivalents	1,695	1,497
Closing cash and cash equivalents	4,860	1,695
Components of cash and cash equivalents		
Cash on hand	204	149
Balance with banks: -		
In current accounts	4,656	1,546
Total cash and cash equivalents (Note 8)	4,860	1,695
Notes on the Financial Statements	1-39	
The accompanying notes are an integral part of the financial statements.		
As per our report of even date		
FOR V.N. PUROHIT & CO.	For and on behalf of the Board of Directors of	
Chartered Accountants	Delta Industrial Resources Limited	
Firm Regn. No. 304040E		
sd/-	sd/-	sd/-
O. P. Pareek	Rohit Mittal	Pawan Kumar Mittal
Partner	Managing Director	Director
Membership No. 014238	DIN: 02527072	DIN: 00749265
		Anamika
		Company Secretary
		MRN- A41114
New Delhi, the 24th day of May 2018		

1. Corporate Information:

Delta Industrial Resources Limited (bearing CIN L52110DL1984PLC019625) was incorporated on December 19, 1984 under the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi & Haryana. The Company had obtained Certificate for Commencement of Business on December 22, 1984 from the Registrar of Companies, NCT of Delhi & Haryana. The Company is currently engaged in the business of trading in fabrics and textile. The Company is listed on Metropolitan Stock Exchange of India Limited (MSEI) with [Script code: DELTA] and Bombay Stock exchange (BSE) [Script code: DELTA]

2. Significant Accounting Policies:

(a) Statement of Compliance:

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) specified under section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015. These are Company's first financial statements prepared in accordance with Ind AS and Ind AS 101 'First time adoption of Indian Accounting Standards' has been applied. An explanation and effect of transition from Indian GAAP (Referred to as "Previous GAAP") to Ind AS has been described in note 2(c) to these financial statements.

(b) Basis for preparation of financial statements:

The financial statements have been prepared in historical cost basis which is generally based on the fair value of consideration given in exchange for goods and services.

(c) First-Time Adoption of Ind AS

The Company has prepared its first Indian Accounting Standards (Ind AS) compliant Financial Statements for the periods commencing from April 1, 2017 with restated comparative figures for the year ended March 31, 2017 in compliance with the Ind AS. The Company has prepared these financial statements in accordance with Ind AS notified under Section 133 of the Companies Act, 2013. Accordingly, the Balance Sheet, in line with Ind AS transitional provisions, has been prepared as at April 1, 2016, the date of Company's transition to Ind AS. In accordance with Ind AS 101 'First-time adoption of Indian Accounting Standards', the Company has presented below reconciliations of net profit in accordance with 'previous GAAP' for the year ended March 31, 2017 and shareholders' funds as per 'previous GAAP' to equity under Ind AS as at March 31, 2017 and April 1, 2016.

Reconciliations between previous GAAP and Ind AS

(i) Reconciliation of equity:

(₹ In thousands)

Particulars	Note	As at	
		March 31, 2017	April 1, 2016
Balance as per previous GAAP		51,632	50,974
Adjustments:			
Fair value measurement of investment in quoted equity shares through Other Comprehensive Income (FVTOCI).	2(c)(iii)(I)	61	9
Balance as per IND AS		51,693	50,983

(ii) Reconciliation of total comprehensive income:

(₹ In thousands)

Particulars	Note	Year ended March 31, 2017
Net profit as per Previous GAAP		823
Adjustments:		
Fair value measurement of investment in quoted equity shares through Other Comprehensive Income (FVTOCI).	2(c)(iii)(I)	52
Net Profit as per Ind AS		875
Total Comprehensive Income as per Ind AS		875

(iii) Explanatory Note to the reconciliation: -

I. Investments in Quoted Financial Instruments -

Under previous GAAP, the Investments in Quoted Financial Instruments were valued and disclosed at cost, subject to reduce by value resulting from permanent decline in the value of investment (if any). Whereas under Ind AS Investments in Quoted Financial Instruments are valued and disclosed at Fair value through Other Comprehensive Income (FVTOCI).

This has resulting to an Increase in equity on transition date by ₹ 32,100 and on March 31, 2017 by ₹ 60,664. Total comprehensive Income the year ended March 31, 2018 & March 31, 2017 have been increased by ₹ 32,100 & ₹ 60,664.

(d) Use of Estimates:

The preparation of financial statements requires the management of the company to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of financial statements, disclosure of contingent liabilities as at the date of the financial statements, and the reported amounts of income and expenses during the reported period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised.

(e) Critical accounting estimates

(i) Income Taxes

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

(ii) Impairment of Investments:

The carrying value of investments is reviewed at cost annually, or more frequently whenever, there is indication for impairment. If the recoverable amount is less than the carrying amount, the impairment loss is accounted for.

(iii) Provisions:

Provisions are recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date adjusted to reflect the current best estimates.

(f) Property, Plant and Equipment

Properties, Plant & Equipment are stated at actual cost less accumulated depreciation and net of impairment. The actual cost capitalized includes material cost, freight, installation cost, duties and taxes, eligible borrowing costs and other incidental expenses incurred during the construction/installation stage.

Depreciable amount of an asset is the cost of an asset less its estimated residual value.

Depreciation on Property, Plant and Equipment, including assets taken on lease, other than freehold land is charged based on Written down method on an estimated useful life as prescribed in Schedule II to the Companies Act, 2013.

An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the

disposal or retirement of an item of Property, Plant and Equipment are determined as a difference between the sale proceeds and the carrying amount of the asset and is recognised in the profit and loss.

(g) Revenue recognition:

Revenue is recognised to the extent it is probable that the economic benefits will flow to the company & revenue is reliably measured.

(i) Sale of Goods

Revenue from sale of goods is recognised when significant risks and rewards of ownership have been transferred to the customer, which is mainly upon delivery, the amount of revenue can be measured reliably and the recovery of the consideration is probable.

(ii) Dividend and Interest Income:

Dividend income from investments is recognised when the shareholders' right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably). Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

(iii) Other Income:

In respect of other heads of income in the Company's accounts the income shall recognise on accrual basis.

(h) Foreign currency transactions:

Foreign currency transactions are recorded as exchange rates prevailing on the date of transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the date of Balance Sheet. Gains and losses arising on settlement and restatement of foreign currency denominated monetary assets and liabilities are recognised in the profit or loss.

(i) Financial Instruments:

Financial Assets: -

Recognition and initial measurement: -

Financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument and are measured initially a fair value adjusted for transaction cost.

Subsequent measurement: -

Equity instrument and Mutual Fund: - All equity Instrument and mutual funds within scope of Ind-AS 109 are measured at fair value. Equity instrument and Mutual fund which are held for trading are classified as at fair value through profit & loss (FVTPL). For all other equity instruments, the Company decided to classify them as at fair value through other comprehensive income (FVTOCI).

Debt instrument: - A 'debt instrument' is measured at the amortised cost if both the following conditions are met.

The assets is held within a business model whose objective is to hold assets for collecting contractual cash flows, and Contractual terms of the assets given rise on specified dates to cash flows that are solely payments of Principal and Interest on the principal amount outstanding.

After initial measurement, such Financial Assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

De- recognition of Financial Assets: -

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or Company has transferred its right to receive cash flow from the asset.

Financial Liabilities: -**Recognition and initial measurement: -**

All Financial liabilities are recognised initially at fair value and transection cost that is attributable to the acquisition of the financial liabilities is also adjusted. Financial liabilities are classified as amortised cost.

Subsequent measurement: -

Subsequent to initial recognition, these liabilities are measured at Amortised cost using the effective interest rate method.

De-recognition of Financial liabilities

Financial liabilities are derecognized when the obligation under the liabilities are discharged or cancelled or expires. Consequently, write back of unsettled credit balances is done on closure of the concerned project or earlier based on the previous experience of Management and actual facts of each case and recognized in other Operating Revenues.

Further when an existing Financial liability is replaced by another from the same lender on substantially different terms , or the terms of existing liability are substantially modified , such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

Offsetting of Financial Instrument: -

Financial Assets and Financial Liabilities are offset and the net amount is reported in the Balance sheet if there is currently enforceable legal right to offset the recognized amounts and there is an intention to settle on net basis, to realize the assets and settle the liabilities simultaneously.

(j) Impairment of Financial Assets

Equity instruments, Debt Instruments and Mutual Fund: -In accordance with Ind -AS 109, the Company applies Expected Credit Loss model for measurement and recognition of impairment loss for Financial Assets.

Expected Credit Loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive.

Other Financial Assets: - The Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

(k) Inventories

Inventories (Other than Quoted Shares & Securities) are valued at cost or net realisable value, whichever is lower. Cost is determined on weighted average basis and includes cost of purchase and other costs incurred in bringing inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

(l) Cash & Cash equivalent

Cash and cash equivalents Cash and cash equivalents in the balance sheet comprise of cash at bank and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

(m) Taxation

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid/recovered from the tax authorities, based on estimated tax liability computed after taking credit for allowances and exemption in accordance with Income Tax Act, 1961.

Current and deferred tax are recognised in profit and loss, except when they relates to items that are recognised in other comprehensive income or directly in equity, in which case, the income taxes are recognised in other comprehensive income or directly in equity, respectively.

Advance taxes and provisions for current income taxes are presented in the statement of financial position after off-setting advance tax paid and income tax provision.

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amounts.

Deferred income tax are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of deferred income tax assets is reviewed at each reporting date. Deferred tax asset/liability is measured at the tax rates that are expected to be applied to the period when the asset is realized or the liability is settled.

Deferred tax assets include Minimum Alternative Tax (MAT) paid which is considered as an asset if there is probable evidence that the Company will pay normal income tax after the tax holiday period.

(n) Earnings Per Share

Basic earnings/ (loss) per share are calculated by dividing the net profit/ (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the period and also after the Balance Sheet date but before the date the financial statements are approved by the Board of Directors.

For the purpose of calculating diluted earnings/ (loss) per share, the net profit/ (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares

been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

(o) Provision, Contingent Liabilities and Contingent Assets:

A provision is recognised when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance costs.

Contingent Assets and Contingent Liabilities are not recognized in the financial statements.

DELTA INDUSTRIAL RESOURCES LIMITED

CIN: L52110DL1984PLC019625

NOTES TO THE FINANCIAL STATEMENTS**3. Property, plant and equipment:**

	As at 31st March 2018 (₹ In thousands)	As at 31st March 2017 (₹ In thousands)	As at 1st April 2016 (₹ In thousands)
<u>Carrying amount: -</u>			
Computers	17	45	100
Mobiles	18	32	58
Telephone	0	0	1
Total	35	78	159

	Computers (₹ In thousands)	Mobiles (₹ In thousands)	Telephone (₹ In thousands)	Total (₹ In thousands)
<u>Cost or Deemed Cost: -</u>				
Balance as at 1st April 2016	149	74	1	224
Additions during the year	12	-	-	12
Assets disposal/ written off during the year	-	-	-	-
Balance as at 31st March 2017	160	74	1	235
Additions during the year	-	-	-	-
Assets disposal/ written off during the year	-	-	-	-
Balance as at 31st March 2018	160	74	1	235

<u>Accumulated Depreciation: -</u>				
Balance as at 1st April 2016	49	16	0	0
Charge for the year	66	26	0	93
Adjusted on assets disposed/ written off	-	-	-	-
Balance as at 31st March 2017	115	42	1	93
Charge for the year	29	14	0	43
Adjusted on assets disposed/ written off	-	-	-	-
Balance as at 31st March 2018	144	56	1	136

<u>Carrying amount: -</u>				
Balance as at 1st April 2016	100	58	1	224
Balance as at 31st March 2017	45	32	0	142
Balance as at 31st March 2018	17	18	0	99

3.1 Notes

All the above property, plant & equipment are owned by the company.

4. Investments: Non-current

	As at 31st March 2018 (₹ In thousands)	As at 31st March 2017 (₹ In thousands)	As at 1st April 2016 (₹ In thousands)
<u>In Equity Instruments (Quoted)</u>			
Uflex Limited- 500 (31st March 2017: 500) (1st April 2016: 500) equity shares of Rs. 10 each	171	139	87
	171	139	87
4.1 Aggregate market value of Quoted investments	171	139	87

4.2 Investment in Quoted equity instruments is recognised at 'Fair Value Through Other Comprehensive Income' (FVTOCI).

DELTA INDUSTRIAL RESOURCES LIMITED

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NOTES TO THE FINANCIAL STATEMENTS**5. Deferred tax assets (net)**

	As at 31st March 2018 (₹ In thousands)	As at 31st March 2017 (₹ In thousands)	As at 1st April 2016 (₹ In thousands)
At the start of the year	4	(9)	-
Charge/ (credit) to Statement of Profit and Loss	3	13	-
At the end of year	7	4	(9)

5.1 Deferred tax asset recognized earlier on account of Carry forward of losses has been reversed as there is no virtual certainty supported by convincing evidences regarding sufficiency of taxable income in future.

5.2 The tax effect of significant timing differences that has resulted in deferred tax assets are given below:-

	(₹ In thousands)			
Particulars	For the year ended 31st March 2018			
	Opening balance	Recognized in Profit and loss	Recognized in OCI	Closing balance
Property, plant and equipment	4	3	-	7
Total	4	3	-	7

Particulars	For the year ended 31st March 2017			
	Opening balance	Recognized in Profit and loss	Recognized in OCI	Closing balance
Property, plant and equipment	(9)	13	-	4
Total	(9)	13	-	4

6. Inventories

	As at 31st March 2018 (₹ In thousands)	As at 31st March 2017 (₹ In thousands)	As at 1st April 2016 (₹ In thousands)
Equity shares (held for trading)	120	-	-
	120	-	-

6.1 Inventories consisting of quoted equity shares are recognised at 'Fair Value Through Profit & Loss' (FVTPL).

7. Trade receivables: Current

	As at 31st March 2018 (₹ In thousands)	As at 31st March 2017 (₹ In thousands)	As at 1st April 2016 (₹ In thousands)
<u>Unsecured considered good:-</u>			
-Outstanding for the period exceeding 6 Months	-	-	-
-Others receivables	61,484	16	1,576
	61,484	16	1,576

8. Cash and cash equivalents

	As at 31st March 2018 (₹ In thousands)	As at 31st March 2017 (₹ In thousands)	As at 1st April 2016 (₹ In thousands)
Cash on hand (as certified)	204	149	257
<u>Balances with banks:-</u>			
In current accounts	4,656	1,546	1,240
	4,860	1,695	1,497

DELTA INDUSTRIAL RESOURCES LIMITED

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NOTES TO THE FINANCIAL STATEMENTS**9. Loans: Current**

	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	(₹ In thousands)	(₹ In thousands)	(₹ In thousands)
Unsecured, considered good			
Advances for purchase of Investments	1,000	-	-
Loans given: -			
To Body corporates	25,200	27,038	18,644
To Others	14,398	22,732	29,285
	40,598	49,771	47,930

10. Other financial assets: Current

	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	(₹ In thousands)	(₹ In thousands)	(₹ In thousands)
Accrued interest on loan	3,203	-	-
Other advances	-	122	13
	3,203	122	13

11. Other current assets

	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	(₹ In thousands)	(₹ In thousands)	(₹ In thousands)
Input credit of GST	141	-	-
Prepaid expenses	-	-	7
	141	-	7

12. Equity share capital

	As at 31st March 2018		As at 31st March 2017		As at 1st April 2016	
	No.	(₹ In thousands)	No.	(₹ In thousands)	No.	(₹ In thousands)
Authorized shares						
Equity shares of INR 10 each with voting rights	6,500	65,000	6,500	65,000	6,500	65,000
Issued, subscribed and fully paid- up shares	5,393	53,930	5,393	53,930	5,393	53,930

12.1 Reconciliation of number of equity shares and amount outstanding

	As at 31st March 2018		As at 31st March 2017	
	No. (In thousands)	(₹ In thousands)	No. (In thousands)	(₹ In thousands)
Equity Shares				
- At the beginning of the period	5,393	53,930	5,393	53,930
- Issued during the year	-	-	-	-
Total Outstanding at the end of the period	5,393	53,930	5,393	53,930

12.2 Terms and rights attached to equity shares

The company has issued only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to vote per share. The company declares and pays dividend if any, in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

12.3 Details of shareholders holding more than 5% shares in the company: -

	As at 31st March 2018		As at 31st March 2017	
	No. (In thousands)	% holding	No. (In thousands)	% holding
Kiran Mittal	400	7.42%	400	7.42%
Pawan Kumar Mittal	765	14.19%	765	14.19%
Pawan Kumar Mittal (HUF)	1,000	18.54%	1,000	18.54%
Namaskar Dealcom Private Limited	380	7.05%	380	7.05%
Amrapali Aadya Trading & Investment Pvt. Ltd.	-	-	409	7.59%

As per records, registers and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

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NOTES TO THE FINANCIAL STATEMENTS**13. Other equity**

	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	(₹ In thousands)	(₹ In thousands)	(₹ In thousands)
<u>Retained earnings</u>			
Opening balance	(2,298)	(2,956)	(2,956)
Profit/(loss) for the year	(39)	823	-
Income tax adjustments for earlier years	139	(165)	-
Closing balance	(2,198)	(2,298)	(2,956)
<u>Equity instruments through other comprehensive income</u>			
Opening balance	61	9	-
Profit/ (loss) for the year	32	52	9
Closing balance	93	61	9
	(2,105)	(2,237)	(2,947)

14. Borrowings: Non-current

	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	(₹ In thousands)	(₹ In thousands)	(₹ In thousands)
Unsecured, Consider good: -			
Loan from body corporates	-	-	641
	-	-	641

15. Trade Payables: Current

	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	(₹ In thousands)	(₹ In thousands)	(₹ In thousands)
Sundry creditors for goods and services other than	59,280	-	-
	59,280	-	-

16. Other financial liabilities: Current

	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	(₹ In thousands)	(₹ In thousands)	(₹ In thousands)
Salary payable	37	10	30
Expenses payable	0	5	3
	37	15	33

17. Other current liabilities

	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	(₹ In thousands)	(₹ In thousands)	(₹ In thousands)
Service tax payable	-	-	6
TDS Payable	9	4	13
	9	4	18

18. Provisions: Current

	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	(₹ In thousands)	(₹ In thousands)	(₹ In thousands)
Audit fees	32	32	25
	32	32	25

19. Revenue from operation

	For the year ended 31st March 2018	For the year ended 31st March 2017	
	(₹ In thousands)	(₹ In thousands)	
Sale of Goods: -			
Fabric	86,966	9,312	
Diamond	29,761	300	
Sale of equity shares	-	29	
	116,727	9,641	

DELTA INDUSTRIAL RESOURCES LIMITED

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NOTES TO THE FINANCIAL STATEMENTS

20.	Other income		For the year ended	For the year ended
			31st March 2018	31st March 2017
			(₹ In thousands)	(₹ In thousands)
	Interest income on loan		4,074	3,204
	Dividend income		2	2
			4,075	3,206
21.	Purchase of stock-in-trade		For the year ended	For the year ended
			31st March 2018	31st March 2017
			(₹ In thousands)	(₹ In thousands)
	Purchase of Goods: -			
		Diamonds	29,673	-
		Fabrics	85,523	9,100
	Purchase of Equity shares		153	-
			115,350	9,100
22.	Changes in inventories		For the year ended	For the year ended
			31st March 2018	31st March 2017
			(₹ In thousands)	(₹ In thousands)
	Opening stock		-	-
	Less: Closing stock		(120)	-
	Changes in inventories		(120)	-
23.	Employee benefit expenses		For the year ended	For the year ended
			31st March 2018	31st March 2017
			(₹ In thousands)	(₹ In thousands)
	Salaries to staff		318	308
	Sitting Fees to Directors		42	42
			360	350
24.	Finance cost		For the year ended	For the year ended
			31st March 2018	31st March 2017
			(₹ In thousands)	(₹ In thousands)
	Interest paid on loans		23	-
			23	-
25.	Other administrative expenses		For the year ended	For the year ended
			31st March 2018	31st March 2017
			(₹ In thousands)	(₹ In thousands)
	Net loss on derivatives		4,482	-
	Listing fees		287	287
	Legal & professional charges		99	1,584
	STT Paid		98	-
	Advertisement expenses		76	110
	Auditor's remuneration			
		To Internal Auditor	50	-
		To Statutory Auditor (Note- 42)	41	41
	Custody Fees		24	-
	Filing fees		11	31
	Miscellaneous expenses		10	28
	Website expenses		4	5
	Telephone expense		3	3
	Other Expenses		-	-
	Depository Participants charges		-	1
	Delay charges on derivative trading		-	0
	Penalty paid to Commodity exchange		-	2
	Freight & Cartage		-	23
	Interest paid		-	1
	Postage & courier		-	6
			5,185	2,123

26. Related parties: -

As per IND AS 24, the disclosures of transactions with the related parties are given below:

- (a) List of related parties where control exists and also related parties with whom transactions have taken place and relationship:

(i)	Key Management Personnel	Sh. Pawan Kumar Mittal (Director) Ms. Kiran Mittal (Director) Mr. Jitender Kumar Agarwal (Director) Sh. Rohit Mittal (Managing Director) Sh. Prakash Chand Jajoria (Director) Sh. Hemant Kumar Mangal (Company Secretary) Sh. Alok Nath Singh (Past Company Secretary)
(ii)	Relatives of Key Management Personnel	None
(iii)	Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives	Suave Technology Private Limited Pawan Kumar Mittal (HUF) Dolf Leasing Limited Kailash Chand Mittal (HUF) Pawanshiv Tradevin Private Limited

- (b) Following transactions are made with the related parties covered under Ind AS- 24 on “Related Parties Disclosure”.

(₹ In thousands)

	Transaction with	Nature of Transaction	31/03/2018	31/03/2017
(i)	Key Management Personnel: -			
	Sh. Alok Nath Singh	Remuneration	Nil	196
	Sh. Jitendra Kumar Agarwal	Sitting fees	18	18
	Sh. Prakash Chand Jajoria	Sitting fees	24	18
	Sh. Hemant Kumar Mangal	Remuneration	119	Nil
(ii)	Relatives of Key Management Personnel :- None			
(iii)	Enterprises in which Key Management Personnel and Relatives are having significant influences: -			
	Dolf Leasing Limited	Loan Received	4,500	Nil

		Interest paid on loan	23	Nil
		Loan Given	16,650	4,800
		Interest Received on Loan	Nil	207
		Loan Recovered	16,650	4,800
		Loan Repaid	4,500	Nil
	Pawanshiv Tradvin Private Limited	Advance Given	1,000	1,000

27. There is no Micro, Small and Medium Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 to which Company owes dues which are outstanding for a period more than 45 days as on Balance Sheet Date.

The above information regarding Micro, Small and Medium Enterprises has been determined on the basis of information availed with the Company and has been duly relied by the auditors of the Company.

28. Segment information

- (a) The Company has identified two reportable segments viz., Shares and securities and rough emerald after taking into account the nature of product and services and the differing risk and returns on such products and services. The accounting policies adopted for segment reporting are in line with the accounting policy of the company with following additional policies for segment reporting: -
- (i) Revenue and expenses have been identified to a segment on the basis of relation to operating activities of the segment. Revenue and Expenses relates to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Un-allocable".
- (ii) Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Un-allocable".

(b) Segment information:-

(₹ In thousands)

Particulars		31st March 2018	31st March 2017
Segment Revenue: -			
	Fabric	86,966	9,312
	Diamond	29,761	300
	Equity shares	-	29

	Total Revenue	1,16,727	9,641
Segment Results			
(Profit/ loss before interest and taxes)			
	Fabric	1,443	212
	Diamond	88	300
	Equity shares	(33)	29
Less:	Interest	(23)	-
Less:	Other unallocable expenditure (net)	(1,485)	683
	Total Profit Before Taxes	(10)	1,224
Capital Employed			
(Segment Assets - Segment Liabilities)			
	Fabric	1,110	16
	Diamond	1,094	-
	Equity shares	-	-
	Un- allocable	49,621	56,151
	Total	51,825	56,167

(c) Secondary Segment Information: -

The Company does not have secondary segment division in respect of reportable segments.

29. Balance of receivables payables and advances are subject to confirmation.

30.

(₹ In thousands)

Particulars	31/03/2018	31/03/2017
Earnings/ Remittances and/ or Expenditure in Foreign Currency	Nil	Nil

31. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

32. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

33. The financial statements were approved for issue by the Board of Directors on 24th May, 2018.

34. In the opinion of Board of Directors and to the best of their knowledge and belief, the realisable value of Current Assets, Loans and Advances would not be less than the amount at which they are stated in the Balance Sheet.

35. Break- up of Payments made to Statutory Auditors (excluding Taxes) are disclosed as under: -

(₹ In thousands)

Particulars	31/03/2018	31/03/2017
In respect of Statutory Audit (including Tax Audit)	35	35
In respect of Certification	6	6
TOTAL	41	41

36.

(₹ In thousands)

Particulars	31/03/2018	31/03/2017
Contingent Liability not provided for	Nil	Nil

37. Previous Year's Figures have been re- arranged or re- grouped wherever considered necessary.

38. Figures have been rounded off to the nearest rupees.

39. Figures in brackets indicate negative (-) figures.

Signed for the purpose of Identification

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. 304040E

For and on behalf of Board of Directors of

Delta Industrial Resources Limited

sd/-

O.P. Pareek

Partner

Membership No. 014238

sd/-

Rohit Mittal

Managing Director

DIN: 02527072

sd/-

Pawan Kumar Mittal

Director

DIN: 00749265

sd/-

Anamika

Company Secretary

MRN- A41114

New Delhi, the 24th day of May 2018

ANNEXURE E

FORM NO. AOC - 2

(PURSUANT TO CLAUSE (H) OF SUB-SECTION (3) OF SECTION 134 OF THE ACT AND RULE 8(2) OF THE COMPANIES (ACCOUNTS) RULES, 2014)

DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARM'S LENGTH TRANSACTIONS UNDER THIRD PROVISIO THERETO

1. Details of contracts or arrangements or transactions not at arm's length basis

- (a) Name(s) of the related party and nature of relationship: NIL
- (b) Nature of contracts/arrangements/transactions: NIL
- (c) Duration of the contracts / arrangements/transactions: NIL
- (d) Salient terms of the contracts or arrangements or transactions including the value: NIL
- (e) Justification for entering into such contracts or arrangements or transactions: NIL
- (f) Date of approval by the Board: NIL
- (g) Amount paid as advances: NIL
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: NIL

2. Details of material contracts or arrangement or transactions at arm's length basis

(₹ in thousands)

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value	Date(s) of approval by the Board	Amount paid as advances, if any
Jitendra Kumar Agarwal	Sitting fees	3 times in a year	18	November 11, 2014	-
Prakash Chand Jajoria	Sitting fees	4 times in a year	24	November 11, 2014	-
Hemant Kumar Mangal	Remuneration	7 months in a year	119	September 02, 2017	-

Dolf Leasing Limited*	Loan Received	1 month 23 days	13,350	December 14, 2017	-
Dolf Leasing Limited*	Interest paid on loan	1 month 23 days	23	December 14, 2017	-
Pawanshiv Tradwin Private Limited	Advance Given	2 years 4 months (continuous)	1,000	February 13, 2016	-

*Related party transactions of company with Dolf Leasing Limited summarised here and shown in notes to accounts of financial statements in detail.

**By the order of the Board of Directors of
Delta Industrial Resources Limited**

sd/-

Rohit Mittal
Managing Director
DIN: 02527072

sd/-

Pawan Kumar Mittal
Director
DIN: 00749265

Date: 24.05.2018

Place: New Delhi

ANNEXURE F

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

AS ON FINANCIAL YEAR ENDED ON MARCH 31, 2018

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I REGISTRATION & OTHER DETAILS

I	CIN	L52110DL1984PLC019625
II	Registration Date	19/12/1984
III	Name of the Company	Delta Industrial Resources Limited
IV	Category/Sub-category of the Company	Company Limited by shares
V	Address of the Registered office and contact details	Shop No. 325, Third Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085
VI	Whether listed Company	Yes
VII	Name, Address and Contact details of Registrar and Transfer Agent, if any:-	Skyline Financial Services Private Limited D-153 A, 1 st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Ph.: 011-64732681

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

S. No	Name and Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
1.	Trading of Fabrics	51311	74.50
2.	Trading of Diamonds	51398	25.50

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/Subsidiary / Associate	% of Shares Held	Applicable Section
NOT APPLICABLE					

IV SHAREHOLDING PATTERN (Equity Share capital Break up as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the end of the year [As on 31-March-2018]				No. of Shares held at the beginning of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	2165000	0	2165000	40.14	2165000	0	2165000	40.14	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A)	2165000	0	2165000	40.14	2165000	0	2165000	40.14	0.00
(2) Foreign									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A)	-	-	-	-	-	-	-	-	-
TOTAL (A)	2165000	0	2165000	40.14	2165000	0	2165000	40.14	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-

g) Flls	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non- Institutions									
a) Bodies Corp.	1293603	400	1294003	24.00	1714476	400	1714876	31.80	(7.80)
i) Indian									
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	281487	125150	406637	7.54	240517	125150	365667	6.78	0.76
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	1164020	63650	1227670	22.77	820500	63650	884150	16.40	6.37
c) Others	238790	32200	270990	5.02	202107	32200	234307	4.34	0.68
HUF									
d) Non Resident Indians	28700	0	28700	0.53	29000	0	29000	0.54	(0.01)
e) Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
f) Foreign Nationals	-	-	-	-	-	-	-	-	-
g) Clearing Members	-	-	-	-	-	-	-	-	-
h) Trusts	-	-	-	-	-	-	-	-	-
i) Foreign Bodies	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	3006600	221400	3228000	59.86	3006600	221400	3228000	59.86	0.00
Total Public (B)	3006600	221400	3228000	59.86	3006600	221400	3228000	59.86	0.00

C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	5171600	221400	5393000	100.00	5171600	221400	5393000	100.00	0.00

(ii) Share Holding Of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Pawan Kumar Mittal (HUF)	1000000	18.54	0	1000000	18.54	0	0
2	Pawan Kumar Mittal	765000	14.19	0	765000	14.19	0	0
3	Kiran Mittal	400000	7.42	0	400000	7.42	0	0
	Total	2165000	40.14	0	2165000	40.14	0	0

(iii) Change in promoters' shareholding (please specify if there is no change)

There is no change in shareholdings of Promoters

(iv) Shareholding pattern of top ten shareholders (Other than Directors, Promoters and Holders of GDRS & ADRS)

S. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	NAMASKAR DEALCOM PRIVATE LIMITED				
	At the beginning of the year	380100	7.05	380100	7.05
	Shares acquired/sold	0	0	380100	7.05
	At the end of the year	380100	7.05	380100	7.05
2	LAGAN BARTER PRIVATE LIMITED				
	At the beginning of the year	250500	4.64	250500	4.64
	Shares acquired/sold	0	0.00	250500	4.64
	At the end of the year	250500	4.64	250500	4.64

3	LIVELY EQUIPMENTS SUPPLIERS PRIVATE LIMITED				
	At the beginning of the year	0	0	0	0
	Shares acquired/sold	170733	3.16	170733	3.16
	At the end of the year	170733	3.16	170733	3.16
4	BMA WEALTH CREATORS LTD.				
	At the beginning of the year	119634	2.22	119634	2.22
	Shares acquired/sold	44327	0.82	163961	3.04
	At the end of the year	163961	3.04	163961	3.04
5	AMRAPALI AADYA TRADING & INVESTMENT PVT. LTD.				
	At the beginning of the year	409292	7.59	409292	7.59
	Shares acquired/sold	(290792)	(5.39)	118500	2.20
	At the end of the year	118500	2.20	118500	2.20
6	PRASHANT ARORA				
	At the beginning of the year	100000	1.85	100000	1.85
	Shares acquired/sold	0	0.00	100000	1.85
	At the end of the year	100000	1.85	100000	1.85
7	PRASIDHI ANEJA				
	At the beginning of the year	100000	1.85	100000	1.85
	Shares acquired/sold	0	0.00	100000	1.85
	At the end of the year	100000	1.85	100000	1.85
8	PRANAY ANEJA				
	At the beginning of the year	100000	1.85	100000	1.85
	Shares acquired/sold	0	0.00	100000	1.85
	At the end of the year	100000	1.85	100000	1.85
9	RAJNI ANEJA				
	At the beginning of the year	100000	1.85	100000	1.85
	Shares acquired/sold	0	0.00	100000	1.85
	At the end of the year	100000	1.85	100000	1.85
10	RISHABH ANEJA				
	At the beginning of the year	100000	1.85	100000	1.85
	Shares acquired/sold	0	0.00	100000	1.85
	At the end of the year	100000	1.85	100000	1.85

(v) Shareholding of Directors and Key Managerial Personnel

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Pawan Kumar Mittal	765000	14.19	765000	14.19
2	Kiran Mittal	400000	7.42	400000	7.42

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

a. Remuneration to Managing Director, Whole time Director and/or Manager

Sl. No.	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount (Rs.)
1	Gross salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income Tax 1961 (Rs.)	-	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 (Rs.)	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 (Rs.)	-	-
2	Stock option	-	-
	Sweat Equity	-	-
	Commission	-	-
	as % of profit	-	-
	others (specify)	-	-
	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act	-	-

b. Remuneration to Other Directors

Sl. No.	Particulars of Remuneration	Name of the Directors		Total Amount
1	Independent Directors	Jitendra Kumar Aggarwal	Prakash Chand Jajoria	
	(a) Fee for attending board committee meetings	18,000/- p.a.	24,000/- p.a.	42,000/- p.a.
	(b) Commission	0	0	0
	(c) Others, please specify	0	0	0
	Total (1)	18,000/- p.a.	24,000/- p.a.	42,000/- p.a.
2	Other Non Executive Directors	-	-	-
	(a) Fee for attending board committee meetings	0	0	0
	(b) Commission	0	0	0
	(c) Others, please specify.	0	0	0
	Total (2)	0	0	0
	Total (B)=(1+2)	0	0	0
	Total Managerial Remuneration	0	0	0
	Overall Ceiling as per the Act.	0	0	0

c. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
	Gross Salary	CEO	Company Secretary	CFO	
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	-	1,18,680/- p.a.	-	1,18,680/- p.a.
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission as % of profit others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	1,18,680/- p.a.	-	1,18,680/- p.a.

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
B. DIRECTORS					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment			N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

**By the order of the Board of Directors of
Delta Industrial Resources Limited**

sd/-

Rohit Mittal
Chairman & Managing Director
DIN: 02527072

sd/-

Pawan Kumar Mittal
Director
DIN: 00749265

Date: 03.08.2018

Place: New Delhi

Please Return to this address, if Undelivered:

Delta Industrial Resources Limited
Shop No. 325, Third Floor, Aggarwal
Plaza, Sector 14, Rohini, New Delhi-
110085