

DELTA IMPEX LIMITED

(Regd. Off: Kamakhya Umananda Bhawan, 1st Floor, A.T. Road, Guwahati 781001)

NOTICE

Notice is hereby given that the **Thirty Third Annual General Meeting** of the members of **Delta Impex Limited** will be held on Sunday, the 30th Day of September, 2018 at its registered office at Kamakhya Umananda Bhawan, 1st Floor, A .T. Road, Guwahati 781001 at 10:00 A.M. to transact the following ordinary businesses:-

- 1) To consider and adopt the audited Balance Sheet of the Company for the year ended 31st March' 2018 and the statement of Profit and Loss along with cash flow statements for the year ended on that day together with the Reports of Auditors and Directors thereon.
- 2) To appoint a Director in place of Mr. Nilesh kumar Jain who retires by rotation and is eligible for re-appointment.
- 3) To Consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s N.K. Choudhary & Associates (FRN: 319216E) , as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2019.”

SPECIAL BUSINESS:

- 4) To Consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Company hereby accords its approval and consent of the members in the general meeting of the company provided under Section 197, 198 and 203 read with the schedule V and other applicable provisions, if any, of the companies Act 2013,(including any statutory modification or re-enactment thereof, for the time being in force), to the re-appointment of Mr. Deepak Pandit whose name is proposed for the office of Chief Financial Officer for a period of 5 years with effect from 29.03.2018”.

- 5) To Consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THATthe Company hereby accords its approval and consent of the members in the general meeting of the company provided under Section197, 198 and 203 read with the schedule V and other applicable provisions, if any, of the companies Act 2013, (including any statutory modification or re-enactment thereof, for the time being in force), to the re-appointment of Mrs. Milee Jain whose name is proposed for the office of Managing Director for a period of 5 years with effect from 29.03.2018”.

6) To Consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THATthe Company hereby accords its approval and consent of the members in the general meeting of the company provided under Section197, 198 and 203 read with the schedule V and other applicable provisions, if any, of the companies Act 2013, (including any statutory modification or re-enactment thereof, for the time being in force), to the re-appointment of Mr. Manish Jain whose name is proposed for the office of Company Secretary for a period of 5 years with effect from 29.03.2018”.

By order of the Board
For DELTA IMPEX LIMITED

Place: Guwahati
Date: 08.09.2018

Sd/-

(MILEE JAIN)
ManagingDirector

NOTES:

1. A member entitled to attend and vote at the "Meeting" is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Members and Proxies should bring the attendance slip duly filled for attending the meeting. Corporate members are requested to send a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Meeting.
3. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company during the office hours on all working up to the date of the meeting.
4. Register of Members and Share Transfer Register of the Company shall remain closed from 26/09/2018 to 29/09/2018 (both days inclusive).

By order of the Board
For DELTA IMPEX LIMITED

Place: Guwahati
Date: 08.09.2018

Sd/-

(MILEE JAIN)
Managing Director

Explanatory Statement:

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ItemNo. 4, 5 and 6:

Mr. Deepak Pandit was first inducted to the Board at the Board meeting held on 29.03.2018. He was appointed as Chief Financial Officer and tenure of his appointment was from 29.03.2018 to 28.03.2023, the said appointment have to be approved by the Member of the Company at the 33rd Annual General Meeting held on 30.09.2018.

Mr. Manish Jain was first inducted to the Board at the Board meeting held on 29.03.2018. He was appointed as Company Secretary and tenure of his appointment was from 01.04.2018 to 31.03.2023, the said appointment have to be approved by the Member of the Company at the 33rd Annual General Meeting held on 30.09.2018.

Mrs. Milee Jain was first inducted to the Board at the Board meeting held on 29.03.2018. She was appointed as Managing Director and tenure of his appointment was from 29.03.2018 to 28.03.2023, the said appointment have to be approved by the Member of the Company at the 33rd Annual General Meeting held on 30.09.2018.

In terms of the provisions of the Companies Act, 2013, consent of the shareholders are required for the appointment Mr. Deepak Pandit as Chief financial Officer, Mr. Manish jain as Company Secretary and Mrs. Milee Jain as Managing Director of the company. The board recommend the resolution as set out in item no(s) 4, 5, and 6 for the approval of the member as an ordinary resolution.

The terms set out in the resolution and explanatory statement may be treated as an abstract of the terms and conditions governing the appointment and remuneration and memorandum of interest pursuant to relevant provisions and sections of the companies Act, 2013.

None of the Directors of the Company are interest except Mrs. Milee Jain, is concerned or interested in the proposed resolution.

By order of the Board
For DELTA IMPEX LIMITED

Place: Guwahati
Date: 08.09.2018

Sd/-

(MILEE JAIN)
Managing Director

DELTA IMPEX LIMITED

(Regd. Off: Kamakhya Umananda Bhawan, 1st Floor, A.T. Road, Guwahati 781001)

DIRECTOR'S REPORT FOR YEAR ENDING 31ST March 2018

To
The Shareholders,
Delta Impex Limited
Guwahati

Your Directors have pleasure in presenting you the ANNUAL REPORT of the Company together with the Audited Statement of Accounts of the Company for the year ended 31st March' 2018.

1) Financial Results: (STANDALONE)

Particulars	2017-2018	2016-2017
Income	555052.00	590735.24
Expenses	535694.54	562465.50
Profit before Depreciation	19357.46	28269.74
Depreciation	0.00	0.00
Profit after Depreciation	19357.46	28269.74
Provision for Income Tax	4985.00	8735.00
Deferred Tax Adjustment	-291.00	1937.00
Profit after Tax	14663.46	17597.74
Balance b/f	142097.88	124500.14
Deletion during the year	--	
Surplus carried to Balance Sheet	156761.34	142097.88

2) Delta Impex Limited- A Review:

The Company was incorporated on March 26, 1985 under the Companies Act, 1956 as "Delta Impex Limited" in the state of Assam. The Corporate Identification Number (CIN) of the Company is L51909AS1985PLC002339. The Registered Office of the Company is situated at Kamakhya Umananda Bhawan, 1st Floor, A.T. Road, Guwahati, Assam 781001.

The shares of the Company are listed at Metropolitan Stock Exchange of India Limited (formerly known as MCX Stock Exchange Limited).

3) Operations

The Company has reported total income of ₹555052.00 for the current year as compared to ₹590735.24 in the previous year. The Net Profit for the year under review amounted to ₹14663.46 in the current year as compared to ₹17597.74 in the previous year.

4) Dividend

In view of the planned business growth, your Directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the Financial Year ended March 31, 2018.

5) Composition of Director:

The composition of Board of directors of the company is duly constituted.

Mr. Nilesh Kumar Jain, Director retires by rotation at the forthcoming Annual General Meeting and being eligible, offer herself for reappointment.

Mr. Deepak Pandit has been appointed as a Chief Financial Officer in the board meeting held on 29.03.2018 and their appointment will going to be placed before the shareholders in the Annual General Meeting to be held on 30.09.2018.

Mr. Manish Jain has been appointed as a Company Secretary in the board meeting held on 29.03.2018 and their appointment will going to be placed before the shareholders in the Annual General Meeting to be held on 30.09.2018.

Mrs. Milee Jain has been appointed as a Managing Director in the board meeting held on 29.03.2018 and their appointment will going to be placed before the shareholders in the Annual General Meeting to be held on 30.09.2018.

Further, Both the Independent Directors have given their declarations to the Company that they meet the criteria of independence as specified under Section 149(6) of the Act and Clause 49 of the Listing agreement.

6) Meetings

During the year Eight Board Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

7) Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees.

8) Extract of Annual Return:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9 is attached** to this Annual Report as **ANNEXURE I**.

9) Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

10) Managerial Remuneration:

A) None of the directors of the company are paid any remuneration so, the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the company. However, each Independent directors have been paid remuneration of Rs. 36,000.00 by way of sitting fees for attending board meeting.

B) None of the employee of the Company comes under the purview of 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

C) None of the director is in receipt of any remuneration or commission from the company or from any Holding Company or Subsidiary Company of such Company.

11) Particulars of contracts or arrangements with related parties:

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 is **attached** to this Annual Report as **ANNEXURE II**.

12) Details of Subsidiary Companies

Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient feature of the financial statement of a company's subsidiaries is given as **Annexure-III**

Further, the Annual Accounts and related documents of the subsidiary company shall be kept open for inspection at the Registered Office of the Company. The Company will also make available copy thereof upon specific request by any Member of the Company interested in obtaining the same. Further, pursuant to Accounting Standard AS-21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company in this Annual Report include the financial information of its subsidiary.

13) Consolidated Financial Statements

In terms of Section 129(3) of the Companies Act, 2013 and Clause 32 of the Listing Agreement with the Stock Exchanges, Consolidated Financial Statements of the Company prepared in accordance with Accounting Standards issued by Institute of Chartered Accountants of India, are attached and forms part of the Annual Report.

14) Auditors:

Pursuant to the provisions of Section 139 and 141 of the Companies Act, 2013, M/s N.K. Choudhary & Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company during the Annual General Meeting held on 30.09.2016 to hold office upto the AGM which will be held in the year 2021 subject to the ratification by the members at every Annual General Meeting to be held during their term.

The appointment of M/s N.K. Choudhary & Associates, Chartered Accountants, as Statutory Auditors of the Company, is eligible for ratification and they have consented to the same and have confirmed that the appointment, if ratified, shall be within the limits prescribed under the Companies Act, 2013 and that they are not disqualified for such appointment within the meaning of Section 139 and 141 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014.

The Board recommends the ratification of M/s N.K. Choudhary & Associates, Chartered Accountants, (Firm Registration No. 319216E), as Statutory Auditors of the Company for financial year 2018-19 to the members at the ensuing Annual General Meeting.

The notes referred to by the Auditor's in their Report are self explanatory.

There are no qualifications or observations or remarks made by the Auditor's in their Report.

15) Auditors Report

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

16) Internal Financial Control

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

17) Secretarial Audit Report

In terms of Section 204 of the Act and Rules made there under Sanjay Kumar Baid, Practicing Company Secretary, have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditors is enclosed as **Annexure IV** to this report. The report is self-explanatory and do not call for any further comments.

18) Particulars of Employees

Pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, statement of particulars of employees is annexed as **Annexure V**.

19) Vigil Mechanism

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

20) Risk Management Policy

A statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk has been framed, implemented and monitored. The development and implementation of risk management policy has been covered in the Management Discussion and Analysis Report which forms part of this report.

21) Deposits

During the year the company has not accepted any deposits covered under Chapter V of the Act.

22) Particulars of loans, guarantees or investment u/s 186

The Company has not given / advanced any Loan, Guarantee but has made Investment during the financial year covered under section 186 of the Companies Act, 2013 (refer note no. 6 of Balance sheet as on 31.03.2018)

23) Corporate Governance Certificate

The Compliance certificate from the practicing company secretaries regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement shall be annexed with the report.

24) Management Discussion And Analysis

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March, 2018.

25) Directors' Responsibility Statement

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had 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 statement of profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

26) Listing with Stock Exchange:

The Company has made all the compliances of the Listing agreement including payment of annual listing fees.

27) Re-appointment of Independent Director Sec- 149(10)

Mr. Pulkit Agarwal and Ms. Natasha Jain have been appointed on 16.03.2016 as Independent Directors for a term of 5 consecutive years, eligible for re-appointment by passing of Special Resolution.

28) Explanation on Secretarial Auditor's Qualification – Sec. 134(3)(f)(ii) & 204(3)

There is no Qualification statement given by the secretarial auditor in the secretarial audit report.

29) Composition of Audit Committee- Sec. 177

Audit Committee Consist of Three Non- executive Directors of which two are Independent Directors, namely, Mr. Pulkit Agarwal, Ms. Natasha Jain, Mr. Deepak Pandit and Mr. Nilesh Kumar Jain. There were no Recommendations given by Audit Committee.

30) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

No Specific investment has been made by the Company for Conservation of energy and absorption of technology during the year under review. There was no foreign exchange earnings and outgo during the year under review.

31) DUES AND PENALTY

There was no penalty imposed during the year.

32) CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of the business of the company.

33) CORPORATE SOCIAL RESPONSIBILITY:

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

34) SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

35) Acknowledgements

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board
DELTA IMPEX LIMITED

Sd/-

sd/-

Place: Guwahati
Date:01/08/2018

(Milee Jain)
Managing Director

(Nilesh Kumar Jain)
Director

DELTA IMPEX LIMITED

MANAGEMENT DISCUSSION & ANALYSIS:-

Business performance

The company has earned net profit (after tax) of Rs. 14663.46 for the year ended 31.03.2018.

Opportunities & Threats

During the year ended on 31.03.2018 the company has perused the broking of commodity goods. The result has been moderate. The company is searching more opportunities for further investments and better income. There are no major threats on the company.

Risks & Concerns

Risk Factors

The Company is currently engaged in the broking of commodity goods. Any adverse trend in the industry, adverse trends in domestic/global business environment will have adverse impact on the performance of the Company.

Any adverse changes in climate and rainfall in India will have negative impact on business and performance of the Company. Changes in government policies national or state wise will have adverse consequences on the business of the Company.

Management Perception

The Company, at present follows such rules, regulations and guidelines as may be applicable to a Company. It follows and regularly complies with the guidelines issued by SEBI, Companies Act from time to time and will always strive to take due care to follow the same. Thus the applicability of such laws will have limited consequences upon business and performance of the Company. The Company follows a systematic process for planning and implementation of its strategies. The Company is exposed to specific risks that are particular to its business and the environment within which it operates. The measurement, monitoring management of risk remains key focus areas for the company. The Company has in built balancing business strategy/approach so as to ensure minimum effect on the business of the company in the adverse situations of political, economic scenario and government policies.

Outlook

The overall outlook of the Company continues to be positive and the management remains confident of achieving its growth targets.

Internal Control & their adequacy

The company has an adequate system of internal control implemented by the management. The internal control system is commensurate with the size of the company and nature of its business.

Cautionary statement

Several factors could make a significant difference to the company's operations.

Report On Corporate Governance of Delta Impex Limited for year ended 31st March 2018

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is the means to maximize the long term shareholder value in a legal and ethical manner ensuring fairness, courtesy and dignity in all transactions of the Company. Your Company is committed to the concept and philosophy of Corporate Governance as a means of effective internal control, highest level of accountability, transparency and professionalism in all areas of its operations for enhancing customer satisfaction and shareholder value.

2. BOARD OF DIRECTORS

The Board of Directors at present comprises of One executive Director and Four non-executive Directors of which two are non executive independent directors. The particulars of the Directors as at the end of the financial are given hereunder:

Dates on which the Board Meetings were held	Total Strength of the Board	No. of Directors Present
30/05/2017	5	5
14/08/2017	5	5
02/09/2017	5	5
29/09/2017	5	3
14/11/2017	5	5
14/02/2018	5	3
19/03/2018 (Independent Director Meeting)	2	2
29/03/2018	5	5

Name of Director	Attendance at the Board Meetings held on								Attendance at the AGM held on 29.09.2018
	30/05/2017	14/08/2017	02/09/2017	29/09/2017	14/11/2017	14/02/2018	19/03/2018	29/03/2018	
Mrs. Milee Jain	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes
Ms. Natasha Jain	Yes	Yes	Yes	No	Yes	No	Yes	Yes	Yes
Mr. Nilesh Kumar Jain	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes
Mr. Pulkit Agarwal	Yes	Yes	Yes	No	Yes	No	Yes	Yes	Yes
Mr. Vikash Jain	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes

During the year under review, 8 (Eight) Board meetings were held.

3. AUDIT COMMITTEE

The Audit Committee at present consists of 3 Non- executive Directors and One Chief Financial Officer, who are persons possessing the requisite experience and expertise.

The terms of reference of the Audit Committee include:-

- reviewing internal control systems, nature and scope of audit as well as post audit discussions;
- reviewing quarterly, half-yearly and annual financial statements including financial statements of subsidiaries with particular reference to matters to be included in the Directors' Responsibility Statement to be included in the Board's Report;
- ensuring compliance with internal control systems;
- recommending to the Board any matter relating to financial management, including audit report; overseeing Company's financial reporting process and disclosure of financial information;
- reviewing performance of statutory and internal auditors.

- any other matter which may be referred to the Committee by the Board.

Composition of the Audit Committee during the year 2017-18

Name of director	Attendance	
	No. of meetings entitled to attend	attended
Mr. Nilesh Kumar Jain	4	4
Mr. Pulkit Agarwal	4	4
Ms. Natasha Jain	4	4
Mr. Deepak Pandit	1	1

4. REMUNERATION COMMITTEE

In compliance with Section 178 of the Companies Act, 2013, the Board has formed the "Nomination and Remuneration Committee".

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

The composition of the Remuneration Committee as at March 31, 2018 and details of the Members participation at the Meetings of the Committee are as under:

Name of director	Attendance	
	No. of meetings entitled to attend	attended
Mr. Nilesh Kumar Jain	2	2
Mr. Pulkit Agarwal	2	2
Ms. Natasha Jain	2	2

5. STAKEHOLDER RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee".

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debenture

Name of director	Attendance	
	No. of meetings entitled to attend	attended
Mrs.Milee Jain	2	2
Mr. Nilesh Kumar Jain	2	2
Mr. Vikash Jain	2	2

E-mail ID pursuant to Clause 47(f) of the Listing Agreement with the Stock Exchanges:
deltaimpex1985@gmail.com

Status of Investors' Complaints as on 31st March, 2018

Number of complaints received during the year and entirely dealt with: **NIL**

Number of complaints pending: **NIL**

6. GENERAL BODY MEETINGS

Location and time where last two Annual General Meetings were held:-

Date	Location	Time
30.09.2016	KamakhyaUmanandaBhawan, 1 st floor, A.T. Road, Guwahati - 781001 Assam, India	11.30 am
29.09.2017	KamakhyaUmanandaBhawan, 1 st floor, A.T. Road, Guwahati - 781001 Assam, India	11.30 am

Extraordinary General Meeting (EGM)

There was no Extra Ordinary General meeting held during the financial year 2017-18.

7. PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own

performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

8. DISCLOSURES

Materially significant related party transactions: The Company has not entered into any transactions of material nature with its Promoters, Directors, the management, subsidiary companies or relatives, etc, that may have potential conflict with its interest during the year under review.

9. MEANS OF COMMUNICATION

In compliance with Clause 41 of the Listing Agreement the Company regularly intimates unaudited half yearly and quarterly results as well as the audited annual results to the Stock Exchanges after they are taken on record by the Board of Directors. No presentations have been made to institutional investors or to the analysts.

10. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Company has a Fraud Risk Management Policy (FRM) to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

11. GENERAL SHAREHOLDER INFORMATION

AGM date, time and venue: Sunday, the 30th day of September, 2018 at Kamakhya Umananda Bhawan, 1st Floor, A.T. Road, Guwahati-781001 at 10:00 A.M.

Financial Year: 1st April 2017 to 31st March 2018.

Book closure Period: 26th September 2018 to 29th September 2018 (both days inclusive).

Dividend payment date: No dividend has been recommended for the year ended 31st March, 2018.

Listing on Stock Exchanges: The shares of the Company are listed with the Metropolitan Stock Exchange Of India Limited (w.e.f 22.07.2015)

Stock Price Data: No prices have been quoted at the Exchange.

Share Transfer System: Share transfers are registered within a maximum period of 30 days from the date of receipt, provided, the documents are complete in all respects.

Registrar and Share Transfer Agent: Shares can be lodged at registered office at Kamakhya Umananda Bhawan, 1st Floor, A.T. Road, Guwahati-781001, Assam

'or'

Bigshare Services Pvt Ltd, Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri – East, Mumbai – 400059, Maharashtra

Dematerialisation of shares & liquidity: Shares are partly in Demat and partly in Physical Form.

Outstanding GDR/ADR/Warrants or any convertible instruments: Not Applicable.

Address for Correspondence:-

Registered office:	KamakhyaUmanandaBhawan, 1 st Floor, A.T. Road, Guwahati-781001, Assam
RTA:	Bigshare Services Pvt Ltd Bharat Tin Works Building, 1 st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri – East, Mumbai – 400059, Maharashtra Ph: + 91-22-6263 8200 Website: www.bigshareonline.com Email: info@bigshareonline.com Fax: +91-22-6263 8299

Place: Guwahati
Date: 01.08.2018

For and on behalf of the board
DELTA IMPEX LIMITED

Sd/-
(Milee Jain)
Managing Director

Sd/-
(Nilesh Kumar Jain)
Director

ANNEXURE INDEX

<u>Annexure</u>	<u>Content</u>
i.	Annual Return Extracts in MGT 9
ii.	AOC 2 – Related Party Transactions disclosure
iii.	AOC1- Details of subsidiary
iv.	MR-3 Secretarial Audit Report
v.	Particulars of employees
vi.	Audited Financial Statement

Annexure I

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.**

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L51909AS1985PLC002339
2.	Registration Date	26-03-1985
3.	Name of the Company	DELTA IMPEX LIMITED
4.	Category/Sub-category of the Company	PUBLIC COMPANY LIMITED BY SHARES COMPANY HAVING SHARE CAPITAL
5.	Address of the Registered office & contact details	KAMAKHYA UMANANDA BHAWAN, 1ST FLOOR, A.T. ROAD, GUWAHATI - 781001, ASSAM. Telephone : 9954236026 Email : deltaimpex1985@gmail.com Website: www.deltaimpex.biz
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Pvt Ltd Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri - East, Mumbai - 400059, Maharashtra Ph: + 91-22-6263 8200 Website: www.bigshareonline.com Email: info@bigshareonline.com Fax: +91-22-6263 8299

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	Commission Income of Agricultural Raw Material	46101	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	RithyaEntrade Limited	U74999AS2017PLC017812	Subsidiary	60	2(87)
2.	RajyashreeEntrade Limited	U74999AS2017PLC017807	Subsidiary	57.11	2(87)
3.	Fancies Infodeal Limited	U74999AS2017PLC017865	Subsidiary	51	2(87)
4.	UmanandaTradelink Limited	U74999AS2017PLC017866	Subsidiary	51.2	2(87)
5.	Zeniths North East India Limited	U74999AS2017PLC017861	Subsidiary	52	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end 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	23100	0.00	23100	4.29	26100	0.00	26100	4.84	0.55
b) Central Govt	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c) State Govt(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d) Bodies Corp.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
e) Banks / FI	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
f) Any other	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total shareholdi	23100	0.00	23100	4.29	26100	0.00	26100	4.84	0.55

Grand Total (A+B+C)	387215	151785	539000	100	387215	151785	539000	100	0.00
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B) Shareholding of Promoter-

S N	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	MILEE JAIN	22000	4.08	0.00	22000	4.08	0.00	0.00
2	NILESH KUMAR JAIN	100	0.02	0.00	100	0.02	0.00	0.00
3	MOTILAL RATANLAL CHHABRA (HUF)	100	0.02	0.00	3100	0.58	0.00	0.56
4	MANISH JAIN & SONS (HUF)	100	0.02	0.00	100	0.02	0.00	0.00
5	AMIT KUMAR JAIN & SONS (HUF)	100	0.02	0.00	100	0.02	0.00	0.00
6	MUNNA DEVI JAIN	100	0.02	0.00	100	0.02	0.00	0.00
7	RITESH KUMAR JAIN	100	0.02	0.00	100	0.02	0.00	0.00
8	AMIT KUMAR JAIN	100	0.02	0.00	100	0.02	0.00	0.00
9	MANISH JAIN	100	0.02	0.00	100	0.02	0.00	0.00
10	SUNITA DEVI JAIN	100	0.02	0.00	100	0.02	0.00	0.00

11	PAYAL JAIN	100	0.02	0.00	100	0.02	0.00	0.00
12	MADHURI JAIN	100	0.02	0.00	100	0.02	0.00	0.00

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	23100	4.29	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g allotment/transfer/bonus/sweat equity etc):				
	Reason				
	Transfer	-	-	3000	0.55
	At the end of the year	-	-	26100	4.84

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	MUKESH KUMAR SWAMI				
	At the beginning of the year	26400	4.90	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity	-	-	-	-

	etc.):				
	At the end of the year	-	-	26400	4.90

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	PRABHA CHOUDHURY				
	At the beginning of the year	24235	4.50	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	24235	4.50

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3	SANTOSH KUMAR CHOUDHURY				
	At the beginning of the year	24200	4.49	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	24200	4.49

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4	KAMLESH KUMAR SINGH				
	At the beginning of the year	22000	4.08	-	-
	Date wise Increase / Decrease in	-	-	-	-

	Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year	-	-	22000	4.08

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5	SHIPRA JAIN				
	At the beginning of the year	22000	4.08	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	22000	4.08

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6	RAUNAK JAIN				
	At the beginning of the year	22000	4.08	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	22000	4.08

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7	SHEETAL JAIN				

	At the beginning of the year	22000	4.08	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	22000	4.08

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8	VIMAL KUMAR JAIN				
	At the beginning of the year	22000	4.08	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	22000	4.08

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
9	SUNITA DEVI MACHIWAL				
	At the beginning of the year	22000	4.08	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	22000	4.08

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of	No. of shares	% of total shares of
10	HEMLATA JAIN				

			the company		the company
	At the beginning of the year	22000	4.08	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	22000	4.08

E) Shareholding of Directors and Key Managerial Personnel:

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	MILEE JAIN				
	At the beginning of the year	22000	4.08	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	22000	4.08

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	NILESH KUMAR JAIN				
	At the beginning of the year	100	0.02	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	Date	Reason			
			-	-	-
	At the end of the year	-	-	100	0.02

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3	VIKASH JAIN				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	Date	Reason			
			-	-	-
	At the end of the year	-	-	-	-

V) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0.00	32,06,313.00	0.00	32,06,313.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	0.00	32,06,313.00	0.00	32,06,313.00
Change in Indebtedness during the financial year				
* Addition	0.00	168170.00	0.00	168170.00
* Reduction	0.00	1600000.00	0.00	1600000.00
Net Change	0.00	(1431830.00)	0.00	1431830.00
Indebtedness at the end of the financial year				
i) Principal Amount	0.00	1774483.00	0.00	1774483.00
ii) Interest due but not paid	0.00	0	0.00	0
iii) Interest accrued but not due	0.00	0	0.00	0
Total (i+ii+iii)	0.00	1774483.00	0.00	1774483.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		----	----	----	---	
1	Gross salary	0.00	0.00	0.00	0.00	0.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.00	0.00	0.00	0.00	0.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0.00	0.00	0.00	0.00	0.00
2	Stock Option	0.00	0.00	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00	0.00	0.00
4	Commission - as % of profit - others, specify...	0.00	0.00	0.00	0.00	0.00
5	Others, please specify	0.00	0.00	0.00	0.00	0.00
	Total (A)	0.00	0.00	0.00	0.00	0.00
	Ceiling as per the Act	0.00	0.00	0.00	0.00	0.00

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		PULKIT AGARWAL	NATASHA JAIN	----	---	
1	Independent Directors					
	Fee for attending board committee meetings	36000	36000	0.00	0.00	72000
	Commission	0.00	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00	0.00
	Total (1)	36000	36000	0.00	0.00	72000

2	Other Non-Executive Directors					
	Fee for attending board committee meetings	0.00	0.00	0.00	0.00	0.00
	Commission	0.00	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00	0.00
	Total (2)	0.00	0.00	0.00	0.00	0.00
	Total (B)=(1+2)	36000	36000	0.00	0.00	72000
	Total Managerial Remuneration	36000	36000	0.00	0.00	72000
	Overall Ceiling as per the Act	0.00	0.00	0.00	0.00	0.00

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN

MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.00	0.00	0.00	0.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00	0.00	0.00
2	Stock Option	0.00	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00	0.00
4	Commission	0.00	0.00	0.00	0.00
	- as % of profit	0.00	0.00	0.00	0.00
	others, specify...	0.00	0.00	0.00	0.00
5	Others, please specify	0.00	0.00	0.00	0.00

Total	0.00	0.00	0.00	0.00
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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	0.00	0.00	0.00	0.00	0.00
Punishment	0.00	0.00	0.00	0.00	0.00
Compounding	0.00	0.00	0.00	0.00	0.00
B. DIRECTORS					
Penalty	0.00	0.00	0.00	0.00	0.00
Punishment	0.00	0.00	0.00	0.00	0.00
Compounding	0.00	0.00	0.00	0.00	0.00
C. OTHER OFFICERS IN DEFAULT					
Penalty	0.00	0.00	0.00	0.00	0.00
Punishment	0.00	0.00	0.00	0.00	0.00
Compounding	0.00	0.00	0.00	0.00	0.00

Annexure - II

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.

Form for 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 arms length transaction under third proviso thereto.

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NA
b)	Nature of contracts/arrangements/transaction	NA
c)	Duration of the contracts/arrangements/transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
e)	Justification for entering into such contracts or arrangements or transactions'	NA
f)	Date of approval by the Board	NA
g)	Amount paid as advances, if any	NA
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NA
b)	Nature of contracts/arrangements/transaction	NA
c)	Duration of the contracts/arrangements/transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
e)	Date of approval by the Board	NA
f)	Amount paid as advances, if any	NA

Annexure - III

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies
(Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/associate
companies/joint ventures**

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Particulars	Details				
Name of the subsidiary	RithyaEntrad e Limited	RajyashreeEntr ade Limited	Zeniths North East India Limited	UmanandaTradeli nk Limited	Fancies Infodeal Limited
Reporting period	31.03.2018	31.03.2018	31.03.2018	31.03.2018	31.03.2018
Share capital	25,00,000	35,02,000	5,00,000	5,00,000	5,00,000
Reserves & surplus	72605.00	83549.00	27480.00	-7862.00	-29563.00
Total assets	2644949.00	3652849.00	598245.00	498288.00	524767.00
Total Liabilities	2644949.00	3652849.00	598245.00	498288.00	524767.00
Investments	2215245.00	3239450.00	423750.00	441787.50	442875.00
Turnover	2577350.00	2329825.00	109883.00	98280	412840.00
Profit before taxation	35472.00	28335.00	66264.00	1367.00	9043.00
Provision for taxation	9754.00	8120.00	10365.00	350.00	2330.00
Profit after taxation	25718.00	20215.00	55899.00	1017.00	6713.00
Proposed Dividend	0.00	0.00	0.00	0.00	0.00
% of shareholding	60%	57.11%	52%	51.2%	51%

Annexure – IV

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Delta Impex Limited
Kamakhya Umananda Bhawan, 1st Floor,
A.T Road, Guwahati 781001, Assam

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Delta Impex Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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 authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31/03/2018 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 reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Delta Impex Limited for the financial year ended on 31/03/2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 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;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) Other law that is applicable to the company are as follows:

(A) Income Tax Act 1961

I have also examined compliance with the applicable clauses of the following:

i) Secretarial Standards issued by The Institute of Company Secretaries of India.

ii) The Listing Agreements entered into by the Company with "*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, Listing Agreements etc mentioned above.

I further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive 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, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel.

There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

I 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.

I further report that during the audit period, the company has not taken any actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

I further report that:

- (a) the Company has complied with the requirements under the Equity Listing Agreement entered into with Metropolitan Stock Exchange of India Limited(MSEI);
- (b) the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

(c) the Company has complied with the provisions of the Securities and Exchange Board of India(Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

Signature: sd/-

Name: Sanjay Kumar Baid
FCS No. 5752
C P No.: 4062

Place: Guwahati
Date: 25/07/2018

Notes:

1) 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 Members,
Delta Impex Limited
Kamakhya Umananda Bhawan, 1st Floor,
A.T Road, Guwahati 781001, Assam

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

- (1) Maintenance of secretarial record 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 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 the compliance of laws, rules and regulations and happening of events etc.
- (5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of 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 the efficacy or effectiveness with which the management has conducted the affairs of the company.

Signature: sd/-

Name: Sanjay Kumar Baid
FCS No. 5752
C P No.: 4062

Place: Guwahati
Date: 25/07/2018

Form No. MGT – 8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **Delta Impex Limited** (the Company) as required to be under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **31st March, 2018**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made thereunder in respect of:
 1. its status under the Act;
[The Company is a Non-Government Public Company Limited by Shares]
 2. maintenance of registers/records & making entries therein within the time prescribed therefore;
[The Company has been maintaining registers/records & making entries therein within the time prescribed therefore under the Companies Act, 2013]
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
[The Company has, during the financial year, filed its forms and returns with the Registrar of Companies, Shillong, within or beyond (with additional fees) the prescribed time. There were no instances of any form or return filed by the Company with the Regional Director, Central Government, the Tribunal, Court or

other authorities under the Companies Act, 2013.]

4. calling/convening/holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
[The Company has, during the financial year, duly called and held its various board, committee and general meetings with the time frame prescribed under the Companies Act, 2013, and the proceedings have been properly recorded in the Minute Book maintained for the purpose and the same have been duly signed.]
5. closure of Register of Members/Security holders, as the case may be;
[The Company has closed its Register of Members from 26/09/2017 to 29/09/2017 (both days inclusive) during the financial year]
6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
[The Company has not advanced any loans to its directors and/or persons or firms or Companies referred to in section 185 of the Act]
7. contracts/arrangements with related parties as specified in section 188 of the Act;
[There was no related party transaction entered during the financial year.]
8. issue or allotment or transfer or transmission or buyback of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities and issue of security certificates in all instances;
[The Company has not issued/allotted/transferred any securities during the financial year. The Company was not required to redeem any preference shares or debentures during the financial year]
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
[The Company has not declared any dividend or issued bonus shares during the financial year. Therefore there was no need to keep in abeyance any right of

shareholders relating to dividend or bonus shares]

10. declaration/ payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

[The Company has not declared any dividend during the financial year. Also there were no instances relating to transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund as provided under section 125 of the Act]

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;

[The Company has, during the financial year, complied with the relevant provisions of the Companies Act, 2013, relating to signing of the financial statement and report of the Directors]

12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

[The Board of Directors of the Company is duly constituted. No Remunerations were paid to the Directors of the Company, however sitting fees of Rs. 36000/- was paid to independent directors for attending committee and independent director meeting]

13. appointment/reappointment/filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

[The Company has duly complied with the provisions of Section 139 of the Act.]

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

[The Company was, during the financial year, not required to obtain any approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.]

15. acceptance/ renewal/ repayment of deposits;

[The Company has not accepted or renewed any deposits during the financial year.]

16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/satisfaction of charges in that respect, wherever applicable;
[The Company has borrowed money as per the prescribed limit under Companies Act, 2013.]
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
[The Company has complied with the provisions of section 186 of the Act.]
18. alteration of the provisions of the Memorandum and/or Articles of Association of the Company;
[The Company has not made any alteration of the Memorandum and Articles of Association during the financial year].

Place: Guwahati
Date: 25/07/2018

Signature: sd/-

Name of Company
Secretary in practice: **Sanjay Kumar Baid**
C.P. No. : **4062**

Annexure-V

Statement of Particulars of employees pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sl . N o.	N a m e	Designation/ Nature of Duties	Remuneratio n Received [Rs.]	Qualification	Experience in years	Age in years	Date of commencement of employment	Last employment held
1	2	3	4	5	6	7	8	9
	MILEE JAIN	MANAGING DIRECTOR	-	B.COM	-		29.03.2018	
	DEEPAK PANDIT	CHIEF FINANCAL OFFICER	-	B.COM	-	-	29.03.2018	-

Notes:

- All appointments are / were non-contractual
- Remuneration as shown above comprises of Salary, Leave Salary, Bonus, Gratuity where paid, Leave Travel Assistance, Medical Benefit, House Rent Allowance, Perquisites and Company's Contribution to Provident Fund and Superannuation Fund. Remuneration on Cash basis
- None of the above employees is related to any Director of the Company employed for part of the financial year.

Form No. MGT-11

PROXY FORM

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

Name of the Company: Delta Impex Limited

Registered Office: KamakhyaUmanandaBhawan; 1st Floor, A.T. Road, Guwahati 781001

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID
I/We, being the member(s) of _____ shares of the above named company. Hereby appoint		
Name :	E-mail Id:	
Address:		
Signature , or failing him		

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 33rdAnnual General Meeting of the company, to be held on the 30th day of September, 2018 at 10:00 a.m. at the registered office of the company at KamakhyaUmanandaBhawan; 1st Floor, A.T. Road, Guwahati 781001and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2018
2.	Re-appointment of Mr. Nilesh Kumar Jain as Director
3.	Rectification and Re-appointment of M/s. N. K. Choudhary & Associates, Chartered Accountants as Statutory Auditors & fixing their remuneration
4.	Re-appointment of Mrs. Milee Jain as Managing Director
5.	Re-appointment of Mr. Manish Jain as Company Secretary
6.	Re-appointment of Mr. Deepak Pandit Jain as Chief Financial Officer

Signed this ____ day of _____ 20__

Signature of Shareholder: _____ Signature of Proxy holder: _____

Affix
Revenue
Stamps

Note:

- 1) 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.
- 2) The proxy need not be a member of the company

DELTA IMPEX LIMITED
CIN- L51909AS1985PLC002339
KAMAKHYA UMANANDA BHAWAN, 1st FLOOR, A.T. Road; Guwahati – 781001
Website: www.deltaimpex.biz, E-mail id: deltaimpex1985@gmail.com, Phone-
9954236026

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

33rdAnnual General Meeting on 30/09/2018

Full name of the members attending _____

(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

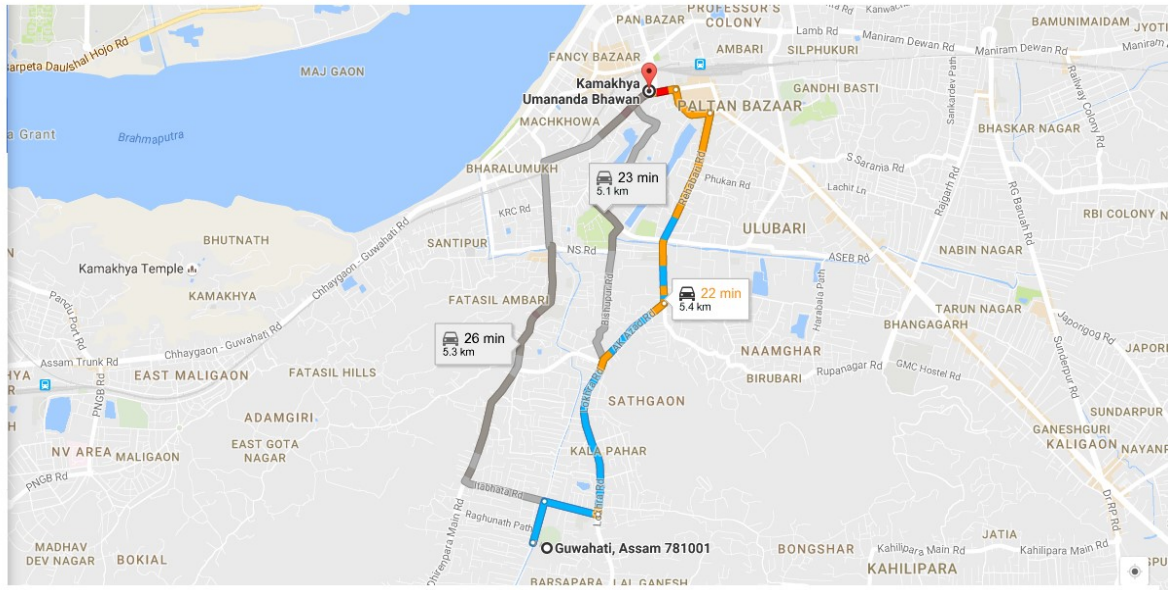
I hereby record my presence at the 33rdAnnual General Meeting of the Company to be held on 30th day of September, 2018 at 10:00 a.m. at the registered office of the company at Kamakhya Umananda Bhawan; 1st Floor, A.T. Road, Guwahati 781001

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

Route Map for 33rd Annual general Meeting of the company



Annexure - VI

AUDITED FINANCIAL STATEMENT



Independent Auditor's Report

To the Members of

DELTA IMPEX LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of ***Delta Impex Limited*** ('the Company'), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss for the year then ended, Cash Flow Statement and a summary of the 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, with respect to the preparation of these standalone 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 Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 standalone financial statements based on 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 thereunder.

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. 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 standalone financial statements.

Opinion

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

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
and
- (b) in the case of Statement of Profit and Loss, of the Loss for the year ended on that date
and
- (c) in the case of cash flow statement for the year under on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order , 2016 ("the Order") 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 purpose 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, and the Cash Flow Statement dealt with by this Report are in agreement with books of account
- d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- 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 the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in ***Annexure "B"***; and
- 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 does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For N. K. Choudhary & Associates

Chartered Accountants

FRN: 319216E

Sd/-

CA N.K. Choudhary

Proprietor

M. No.: 054570

Guwahati, Assam

May 30, 2018



Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2018,

we report that:

- i. (a) The company does not possess any Fixed Assets, so the provisions (a), (b) and (c) of Clause 1 of CARO is not applicable.
- ii. (a) The company did not held any inventories during the year end; accordingly paragraph 3(ii) of the Order is not applicable to the Company.
- iii. (a) The Company had not granted loans to bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'); accordingly paragraph 3(ii) of the Order is not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v. The Company has not accepted any deposits from public covered under sections 73 to 76 of the Companies Act, 2013.
- vi. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.



According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there is no amount payable in respect of income tax, wealth tax, service tax, sales tax, customs duty, excise duty, value added tax and cess whichever applicable, which have not been deposited on account of any disputes.

- viii. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act. This clause is not applicable for the same company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.



- xiv. According to the information and explanations give to us and based on our examination of the records of the Company, 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 the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not a Non – banking Financial Company and is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934 and as such the clause in not applicable.

For N. K. Choudhary & Associates

Chartered Accountants

FRN: 319216E

Sd/-

CA N.K. Choudhary

Proprietor

M. No.: 054570

Guwahati, Assam

May 30, 2018



Annexure “B” to the Standalone Independent Auditor’s Report

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

We have audited the internal financial controls over financial reporting of *Delta Impex Limited* (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for 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 control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ 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 Institute of Chartered Accountants of India. 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 respects.



Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence 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 that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control 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 respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company 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 N. K. Choudhary & Associates

Chartered Accountants

FRN: 319216E

Sd/-

CA N.K. Choudhary

Proprietor

M. No.: 054570

Guwahati, Assam

May 30, 2018

BALANCE SHEET AS AT 31ST MARCH, 2018

All figures in Rupees (negatives within brackets)

Note No.	Year ended 31st March' 2018	Year ended 31st March' 2017
<i>All figures in Rupees (negatives within brackets)</i>		
EQUITY AND LIABILITIES		
Shareholders' funds		
(a) Share Capital	26,95,000.00	26,95,000.00
(b) Reserve & Surplus	1,56,761.34	1,42,097.88
(c) Money received against share warrents	-	-
Share application money pending allotment		
	-	-
Non - Current Liabilities		
(a) Long Term Borrowings	17,74,483.00	32,06,313.00
(b) Deferred Tax Liabilities (net)	-	-
(c) Other Long Term Liabilities	-	-
(d) Long Term Provisions	-	-
Current Liabilities		
(a) Short Term Borrowings	-	-
(b) Trade Payables	-	-
(c) Other Current Liabilities	95,231.00	1,06,743.00
(d) Short -Term Provisions	4,985.00	8,735.00
	47,26,460.34	61,58,888.88
ASSETS		
Non-current assets		
(a) Fixed Assets		
Tangible Assets	-	
Intangible Assets		
Capital work-in-progress		
Intangible Assets under development		
(b) Non -Current Investments	-	-
(c) Deferred Tax Assets (Net)	-	-
(d) Long Term loans and advances		
(e) Other Non-current Assets	-	-
Current Assets		
(a) Current Investment	42,71,000.00	42,71,000.00
(b) Inventories	-	-
(c) Trade Receivables		
(d) Cash and Bank Balances	2,54,854.34	16,36,108.88
(e) Short Term Loans and Advances	-	-
(f) Other current assets	2,00,606.00	2,51,780.00
	47,26,460.34	61,58,888.88
Significant Accounting Policies	19	
Other Notes	15 to 18	

This is the Balance Sheet referred to in our report of even date.

For **N.K. Choudhary & Associates**
 Chartered Accountants
 FRN: 319216E

For & on behalf of the Board of
DELTA IMPEX LIMITED

sd
CA N.K. Choudhary
 Proprietor
 M. No. 054570

sd
 (Dipak Pandit)
 Chief Financial Officer
 PAN: DBEPP7442D
 Guwahati, Assam

sd
 (Manish Jain) (Nilesh Kumar Jain)
 Company Secretary
 PAN: ABWPJ6922F
 Guwahati, Assam

sd
 (Milee Jain)
 Director
 DIN: 02915178
 Guwahati, Assam

sd
 (Milee Jain)
 Managing Director
 DIN: 00808564
 Guwahati, Assam

Place : Guwahati
 May 30, 2018

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2018

All figures in Rupees (negatives within brackets)

PARTICULARS	Note No.	Year ended 31st March 2018	Year ended 31st March 2017
<i>All figures in Rupees (negatives within brackets)</i>			
INCOME			
Income from Operation	9	-	3,01,935.24
Other Income	10	5,55,052.00	2,88,800.00
	Total Income:	5,55,052.00	5,90,735.24
EXPENDITURE			
Cost of Material Consumed		-	-
Purchase of Stock in trade		-	-
Employee Benefit Expenses	11	1,49,134.00	3,63,467.00
Finance Cost	12	1,86,856.00	6,313.00
Depreciation & Amortisation Expenses		-	-
Other Administrative Expenses	13	1,99,704.54	1,92,685.50
	Total Expenses:	5,35,694.54	5,62,465.50
Profit Before Tax		19,357.46	28,269.74
Tax Expenses:			
(i) Current Tax		4,985.00	8,735.00
(iii) Tax/Interest liability of Earlier Years		(291.00)	1,937.00
		4,694.00	10,672.00
Profit for the period		14,663.46	17,597.74
Earnings per equity share of face value of Rs. 5/- Basic (in Rs.)	14	0.03	0.03
Diluted (in Rs.)		0.03	0.03
Significant Accounting Policies	19		
Other Notes	15 to 18		

This is the Statement of Profit & Loss Account referred to in our report of even date.

For **N.K. Choudhary & Associates**
 Chartered Accountants
 FRN: 319216E

For & on behalf of the Board of
DELTA IMPEX LIMITED

sd
CA N.K. Choudhary
 Proprietor
 M. No. 054570

sd
 (Dipak Pandit)
 Chief Financial Officer
 PAN: DBEPP7442D
 Guwahati, Assam

sd
 (Manish Jain)
 Company Secretary
 PAN: ABWPJ6922F
 Guwahati, Assam

sd
 (Nilesh Kumar Jain)
 Director
 DIN: 02915178
 Guwahati, Assam

sd
 (Milee Jain)
 Managing Director
 DIN: 00808564
 Guwahati, Assam

Place : Guwahati
 May 30, 2018

Notes on Financial Statements for the year ended 31st March, 2018

SHAREHOLDER'S FUND	As at 31st March 2018		As at 31st March 2017	
	No. of Shares	Amount	No. of Shares	Amount
<i>All figures in Rupees (negatives within brackets)</i>				
1	SHARE CAPITAL			
Authorised Equity Shares of Rs. 5 Each	6,00,000	30,00,000.00	6,00,000	30,00,000.00
Issued , Subscribed and fully paid- up <u>Equity Shares of Rs. 5 Each</u> At the beginning of the year	5,39,000	26,95,000.00	5,39,000	26,95,000.00
Add : Issued during the year	-	-	-	-
	5,39,000.00	26,95,000.00	5,39,000.00	26,95,000.00
<u>Reconciliation of the shares outstanding at the beginning and at the end of the year.</u>				
	As at 31st March 2018		As at 31st March 2017	
	No of Shares	Amount	No of Shares	Amount
At the beginning of the year	5,39,000	26,95,000.00	5,39,000	26,95,000.00
Issued during the year	-	-	-	-
Redeemed during the year	-	-	-	-
Outstanding at the end of the year	5,39,000	26,95,000.00	5,39,000	26,95,000.00
<i>All figures in Rupees (negatives within brackets)</i>				
2	RESERVES AND SURPLUS			
Surplus in Statement of Profit and Loss				
At the beginning of the year			1,42,097.88	1,24,500.14
Add : Profit for the year			14,663.46	17,597.74
Add : Transfer from general Reserve			-	-
Net Profit available for appropriation			1,56,761.34	1,42,097.88
Less: Dividend on Equity shares			-	-
At the end of the year			1,56,761.34	1,42,097.88
3	LONG TERM BORROWINGS			
Unsecured considered goods				
Assam Valley Finance and Investments Private Limited			11,91,446.00	11,02,170.00
Shrey Finance and Investments Private Limited			5,83,037.00	21,04,143.00
		TOTAL	17,74,483.00	32,06,313.00
4	OTHER CURRENT LIABILITIES			
Other Payables				
Other Accrued Expenses		<i>As per Annexure</i>	76,545.00	1,06,743.00
TDS Payable			18,686.00	-
		TOTAL	95,231.00	1,06,743.00
5	SHORT - TERM PROVISIONS			
Provision for Income Tax			4,985.00	8,735.00
		TOTAL	4,985.00	8,735.00
6	CURRENT INVESTMENT			
Inveseted in equity instrument(Unquoted)				
In Others				
Investment in other Indian companies equity instruments unquoted trade (current investment) (lower of cost and Market value)		<i>As per Annexure</i>	42,71,000.00	42,71,000.00
Gross Investment			42,71,000.00	42,71,000.00
Net Investment			42,71,000.00	42,71,000.00
Aggregate amount of unquoted instruments			42,71,000.00	42,71,000.00

	As at 31st March 2018	As at 31st March 2017
<i>All figures in Rupees (negatives within brackets)</i>		
7 CASH & BANK BALANCES		
(i) Cash and Cash equivalents		
Balance with Schedule Banks (Current Account)	2,08,952.34	14,56,625.88
Cheque in hand	-	1,65,000.00
Cash in Hand	45,902.00	14,483.00
TOTAL	2,54,854.34	16,36,108.88
8 OTHER CURRENT ASSETS		
<u>Miscellaneous expenditure not written off</u>		
Listing processing fees	1,59,600.00	2,39,400.00
<u>Other Assets</u>	-	-
Any Other Assets	41,006.00	12,380.00
TOTAL	2,00,606.00	2,51,780.00
9 REVENUE FROM OPERATIONS		
Sales	-	3,01,935.24
	-	3,01,935.24
10 OTHER INCOME		
Interest Income	672.00	1,23,800.00
Commision Income	5,54,380.00	-
Profit on sale of Investment	-	1,65,000.00
TOTAL	5,55,052.00	2,88,800.00
11 EMPLOYEE BENEFITS EXPENSES		
Staff Salary	77,134.00	1,99,467.00
Directors' Remuneration	72,000.00	1,64,000.00
TOTAL	1,49,134.00	3,63,467.00
12 FINANCE COST		
Interest paid on Loan	1,86,856.00	6,313.00
TOTAL	1,86,856.00	6,313.00
13 OTHER ADMINISTRATIVE EXPENSES		
Audit Fees	9,440.00	5,750.00
Bank Charges	987.00	395.50
ROC Filing fees	5,500.00	4,500.00
Secreterial Compliance Fees	2,000.00	2,000.00
Consultancy Fees	4,500.00	4,500.00
General Expenses <i>As per Annexure</i>	1,67,727.54	1,72,045.00
Miscellaneous Expenses	5,635.00	-
Printing and stationery	3,915.00	3,495.00
TOTAL	1,99,704.54	1,92,685.50

14 Earning per Share

Basic earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, weighted average number of shares outstanding are adjusted for the effects of all dilutive potential equity shares from the exercise of option on unissued share capital.

The calculations of earning per share (basic and diluted) are based on the earning and number of shares as computed below.

	2017-2018	2016-2017
<i>All figures in Rupees (negatives within brackets)</i>		
Profit after tax for the financial year (attributable to equity shareholders)	14,663.46	17,597.74
Reconciliation of number of shares	No. of Shares	No. of Shares
Weighted average number of shares:		
For basic earning per share	5,39,000.00	5,39,000.00
Add:		
deemed exercise of options on unissued equity share capital	-	-
For diluted earning per share	5,39,000.00	5,39,000.00
Earning per share (face value Rs. 5 each)	Rs.	Rs
Basic	0.03	0.03
Diluted	0.03	0.03

15 Expenditure in Foreign Currency : Nil (Previous Yr. Nil)

16 Earnings in Foreign Exchange : Nil (Previous Yr. Nil)

17 Disclosures in respect of Related Parties

Persuance to Accounting Standard - 18 "Related Party disclosures" issued by ICAI, following are the related parties.

Description of their relationship and transactions with them during the year in the ordinary course of business :

i) List of Related Parties where control exists and related parties with whom transactions have taken place and relationship.

Relationship	Name Of The Related Party	
Key Managerial Personnel & Their Relatives	Milee Jain	Managing Director
	Manish Jain	Company Secretary
	Nilesh Kumar Jain	Director
	Vikash jain	Director
	Natasha Jain	Independent Director
	Pulkit Agarwal	Independent Director
	Dipak Pandit	Chief Financial Officer
Enterprises Owned Or Significantly influenced by Key Management And/Or Their Relatives		

ii) Transactions During The Year With Related Parties **NIL**

NOTES: 1) Related Party Relationship is Identified By The Company On The Basis Of Available Information

18 Contingent Liabilities and Commitments NIL (Prev Yr. Rs. Nil)

**CASH FLOW STATEMENT
 FOR THE YEAR ENDED 31.03.2018**

<u>Particulars</u>	<u>Details (in Rs.)</u>	<u>Amount (in Rs.)</u>
<u>Cash Flow from Operating Activities</u>		
<i>Net profit before taxation and extraordinary item</i>		19,357.46
Less: Tax Expenses		
(i) Current Tax	4,985.00	
(iii) Tax/Interest liability of Earlier Years	-291.00	4,694.00
		14,663.46
<u>Adjustments for Non Cash Items:-</u>		
Listing Processing Fees		79,800.00
Operating Profit before working capital changes		94,463.46
<u>Adjustments for Change in Working Capital:-</u>		
Increase/(Decrease) in Current Liabilities	-11,512.00	
Increase/(Decrease) in Tax Liabilities	-3,750.00	
(Increase)/Decrease in Current Assets	-28,626.00	-43,888.00
Net Cash from Operating Activities (A)		50575.46
<u>Cash Flow from Investing Activities</u>		
Increase in Investment in Equity Instruements		0.00
Net Cash from Investing Activities (B)		0.00
<u>Cash Flow from Financing Activities</u>		
Increase in Loag term Borrowings		(1431830.00)
Net Cash from Financing Activities (C)		(1431830.00)
Net Increase/(Decrease) in Cash & Cash Equivalent (A+B+C)		(1381254.54)
Cash & Cash Equivalent at the Beginning of the Year		1636108.88
Cash & Cash Equivalent at the End of the Year		254854.34

For **N.K. Choudhary & Associates**
 Chartered Accountants
 FRN: 319216E

For & on behalf of the Board of
DELTA IMPEX LIMITED

sd
CA N.K. Choudhary
 Proprietor
 M. No. 054570

sd
 (Nilesh Kumar Jain)
 Director
 DIN: 02915178
 Guwahati, Assam

sd
 (Milee Jain)
 Managing Director
 DIN: 00808564
 Guwahati, Assam

Place : Guwahati
 May 30, 2018

sd
 (Dipak Pandit)
 Chief Financial Officer
 PAN: DBEPP7442D
 Guwahati, Assam

sd
 (Manish Jain)
 Company Secretary
 PAN: ABWPJ6922F
 Guwahati, Assam

As at 31st March 2018	As at 31st March 2017
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Annexure - 1

OTHER ACCURED EXPENSES

Sanjay Kumar Baid	6,500.00	6,500.00
S.L Gangwal and Company	56,180.00	56,180.00
Bigshares Services Pvt. Ltd.	4,425.00	4,313.00
Directors Remuneration Payable	-	34,000.00
N.K. Choudhary & Associates	9,440.00	5,750.00
	76,545.00	1,06,743.00

Annexure - 2

CURRENT INVESTMENT

Investment in other Indian companies equity instruments unquoted trade
 (current investment) (lower of cost and Market value)

Francies Infodeal Limited	2,55,000.00	2,55,000.00
Rajyashree Entrade Limited	20,00,000.00	20,00,000.00
Rithya Entrade Limited	15,00,000.00	15,00,000.00
Umananda Tradelink Limited	2,56,000.00	2,56,000.00
Zenith North East India Limited	2,60,000.00	2,60,000.00
	42,71,000.00	42,71,000.00

Annexure - 3

GENERAL EXPENSES

Meeting Expenses	3,437.00	2,725.00
Sundry Expenses	-	8,940.00
CDSL Custodial Fees	10,350.00	10,176.00
NSDL Depository Charges	10,350.00	10,305.00
RTA Maintenance Charges	17,588.00	17,252.00
Website Maintenance Charges	3,492.54	2,907.00
Listing Processing Fees	79,800.00	79,800.00
Listing Fees	40,250.00	28,625.00
Courier Charges	2,460.00	2,115.00
Penalty MCX	-	9,200.00
	1,67,727.54	1,72,045.00

1. SIGNIFICANT ACCOUNTING POLICIES

i. Basis for preparation of accounts

The financial statements of Delta Impex Limited have been prepared in accordance with the Generally Accepted Accounting Principles in India ("Indian GAAP") to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year. Current assets do not include elements which are not expected to be realised within one year and current liabilities do not include items which are due after one year.

ii. Use of Estimates

The preparation of financial statements require the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses for the reporting period. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods. Example of such estimates includes provision for non - performing loans, provision for employee benefit plans and provision for income taxes.

iii. Revenue recognition

All significant income and expenses are accounted for on accrual basis.

iv. Investments

The Company had invested its funds in Equity Instruments of Other Company and is stated in the balance sheet at their actual value.

vi. Fixed Assets/ Depreciation

The Company does not hold any fixed assets at the year end.

viii. Employee Benefits

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund, compensated absences, long service awards and post-employment medical benefits if any.

ix. Taxation

Income Tax

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provision of the Income Tax Act, 1961 and the other applicable tax laws.

Deferred tax corresponds to the net effect of tax on all timing differences, which occur as a result of items being allowed for income tax purposes during a year different from when they were recognised in the financial statements.

x. Operating Cycle

Based on the nature of products/activities of the company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non current.

xi. Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the year, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

for N. K. Choudhary & Associates.

Chartered Accountants

FRN: 319216E

Sd/-

CA N K Choudhary

Proprietor

M. No.: 054570

Guwahati, Assam

May 30, 2018

(B) Notes on Accounts

1. Other Current Liabilities are subject to confirmation.

2. Payments to Auditors:-

Auditors Remuneration	2017-2018	2016-2017
Audit Fees	8,000.00	5,000.00
Service Tax/ GST	1,440.00	750.00
Total	9,440.00	5,750.00

3. The Company has not granted any advances to concerns in which directors are interested.

4. Provisions of Accounting Standards (AS) - 17 issued by the Institute of Chartered Accountants of India on "Segment Reporting" are not been applicable to the Company.

5. Previous Year figures have been re-grouped or re-arranged wherever considered necessary.

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

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

8. Remuneration was paid to the directors during the year amounting to Rs. 72,000.00.

for N. K. Choudhary & Associates.

Chartered Accountants

FRN: 319216E

CA N K Choudhary

Proprietor

M. No.: 054570

Guwahati, Assam

May 30, 2018