



# Delta Industrial Resources Limited

CIN : L52110DL1984PLC019625

September 04, 2020

To

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai-400001	<b>Metropolitan Stock Exchange of India Limited</b> 4th Floor, Vibgyor Towers, Bandra Kurla Complex, Bandra East, Mumbai – 400098
<b>Script Code:539596</b>	<b>Symbol: DELTA</b>

**Subject: Submission of Annual Report**

Dear Sir,

Pursuant to Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report of the Company for the financial year ended 31st March, 2020 as the AGM scheduled to be held on Wednesday, September 30, 2020 at 11: 00 A.M at the registered office of the Company at 325, IIIrd Floor, Aggarwal Plaza, Sector 14, Rohini, New Delhi-110085.

The Notice convening the Meeting has been sent to the members to their registered address and electronically to those members who have registered their e- mail address with the Depositories/Company .

Copy of Annual Report for the FY 2019-20 is also being uploaded on company website i:e [www.dirl.in](http://www.dirl.in)

We request you to kindly take the above information on record

Thanking You,

For Delta Industrial Resources Limited

  
Kiran Mittal

Director

DIN: 00749457

R/O : I-19, Sai Apartment, Sector-13,  
Rohini, New Delhi-110085



Encl. ANNUAL REPORT

# **DELTA INDUSTRIAL RESOURCES LIMITED**

## **35<sup>TH</sup> ANNUAL REPORT FINANCIAL YEAR 2019-20**

## **CORPORATE INFORMATION**

### **CIN**

L52110DL1984PLC019625

### **BOARD OF DIRECTORS**

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

### **KEY MANAGERIAL PERSONNEL**

Ms. Anamika, Company Secretary  
Mr. Rohit Mittal CFO&CEO

### **STATUTORY AUDITORS**

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

### **SECRETARIAL AUDITOR**

M/s G Aakash & Associates  
Company Secretaries,  
1878, H.B.C., Sector-13, 17  
Panipat-132103, Haryana

### **INTERNAL AUDITOR**

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

### **BANKERS**

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

### **COMPANY'S WEBSITE**

www.dirl.in

### **BOARD COMMITTEES**

#### **Audit Committee**

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

#### **Nomination & Remuneration Committee**

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

#### **Stakeholder's Relationship Committee**

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

#### **REGISTRAR & SHARE TRANSFER AGENT**

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

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

BSE Limited  
Metropolitan Stock Exchange of India Limited (MSEI)

#### **REGISTERED OFFICE**

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

#### **INVESTOR'S HELPDESK**

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

## **DECLARATION ON AUDITED FINANCIAL RESULTS**

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

Pursuant to Regulation 33(3)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, by the SEBI (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2016 vide notification No. SEBI/LAD-NRO/GN/2016-17/001 dated May 25, 2016 read with Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016, we, the undersigned, on behalf of the Board of Directors of Delta Industrial Resources Limited ("Company") (CIN: L52110DL1984PLC019625) having its registered office at Shop No. 325, Third Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi 110085 hereby confirms that M/s. V. N. Purohit & Co., Chartered Accountants (FRN: 304040E), the Statutory Auditors of the Company have issued their Audit Report with unmodified opinion on Audited Standalone Financial Results of the Company for the quarter and year ended 31st March, 2020.

For **Delta Industrial Resources Limited**

Sd/-

**Rohit Mittal**

**CFO & CEO**

**PAN: APTPM8802N**

Date: 18.06.2020

Place: New Delhi

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## **NOTICE**

Notice is hereby given that the 35th Annual General Meeting of the members of **Delta Industrial Resources Limited** will be held on Wednesday, 30th September, 2020 at 11:00 A.M. at **Shop No. 325, Third Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085** to transact the following business:

### **ORDINARY BUSINESS**

- Item No. 1:** To receive, consider and adopt the Audited standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2020 and the Reports of the Board of Directors and the Auditors thereon.
- Item No. 2:** To appoint a Director in place of Mr. Pawan Kumar Mittal (DIN: 00749265) who retires by rotation and, being eligible, offers herself for re-election.

### **SPECIAL BUSINESS**

- Item No. 3: Re-Appointment Of Mr. Jitender Kumar Agarwal (DIN:00850314) as Independent Director .**

To consider and if though fit, to pass with or without modification(s) the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule IV to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Jitender Kumar Agarwal (DIN: 00850314), who was appointed as an Independent Director for a term of five (5) consecutive years by the Shareholders, being eligible and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of Five (5) consecutive years i.e. from 30<sup>th</sup> September, 2020 upto the conclusion of 40<sup>th</sup> GM.

**Item No.4 Re-appointment of Mr. Prakash Chand Jajoria (Din : 07020057) as an independent director .**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule IV to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Prakash Chand Jajoria (DIN: 07020057), who was appointed as an Independent Director for a term of five (5) consecutive years by the Shareholders, being eligible and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of Five (5) consecutive years i.e. from 30th September ,2020 upto the conclusion of 40<sup>th</sup> AGM.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No:05 Power To Loan And Investment By A Company**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as Special Resolution:

**“RESOLVED THAT** pursuant to provision of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, and in supersession of the resolution passed by the members of the Company in their earlier Extraordinary General Meeting/Annual General Meeting, with regard to investment activity of the Company, the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), to give any loans/any other form of debt to any person or other body corporate(s) and/or to give guarantee in connection with a loan/any other form of debt to any other body corporate(s) or person and to acquire, invest and/or deploy the funds of the Company from time to time in inter-corporate investments,

debt/equity/quasi-equity securities or instruments, derivatives, bonds/debentures (whether fully, partially or optionally convertible or non-convertible) and/or in other financial/money market instruments of one or more bodies corporate, banks and other financial institutions, units of mutual funds or by contribution to the capital of Limited Liability Partnership ('LLPs') in one or more tranches, whether in India or overseas, up to an aggregate sum of Rs. 50 Crores, outstanding at any point of time in addition to the limits prescribed under section 186 of the Companies Act, 2013..

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment(s), including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment(s) and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution

**Item No: 06: Approval Of Loans, Investments, Guarantee Or Security Under Section 185 Of Companies Act, 2013:**

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a Special Resolution.

**RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made there under as amended from time to time, the consent and approval of the Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum of Rs.50 Crores (Rupees Fifty Crores Only), which the Board in its absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment , Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and



incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval there to expressly by the authority of this resolution.”

**By the order of the Board of Directors of  
Delta Industrial Resources Limited  
sd/-  
Anamika  
Company Secretary & Compliance officer  
M. No. A41114**

**Date: 04.09.2020**

**Place: New Delhi**

#### **NOTES**

1. The Explanatory Statement pursuant to Section 102(1) of the companies Act, 2013 relating to the Special Business, if any to be transacted at the meeting is annexed hereto
2. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and a proxy need not be a member of the company. A blank form of proxy is enclosed herewith and if intended to be used, it should be deposited duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the commencement of Annual General Meeting.**
3. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Attendance slip, proxy form, Ballot Form and the route map of the venue of the meeting are annexed hereto.
5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the relevant Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Information’s and instructions including details of user id and password relating to e

voting are sent herewith. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.

8. A brief resume of each of the Directors proposed to be re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership / chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated 3 under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in Annexure 1
9. Pursuant to section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive) for the purpose of Annual General Meeting.
10. The ISIN of the Equity Shares of Rs.10/- each is INE681Q01015.
11. Sections 101 and 136 of the Companies Act, 2013 read with the rules made thereunder, permit the listed companies to send the notice of Annual General Meeting and the Annual Report, including financial statements, board's report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company or for the other whose e-mail id is not registered same shall couriered to them.
12. Members may also note that the Notice of the AGM and the Annual Report for F.Y. 2019-20 will also be available on the Company's website www.dirl.in.
13. Members/ proxies/Authorized representatives are requested to bring to the meeting necessary details of their shareholdings, attendance slips and copies of Annual Report.
14. The following Statutory Registers are open for inspection of members and others at the registered office of the Company as prescribed in the respective sections of the Companies Act, 2013 as specified below:
  - a. Register of contracts with related party and contracts and bodies etc. in which directors are interested under section 189 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.
  - b. Register of directors and key managerial personnel and their shareholding under section 170 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.

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

15. Members are requested to notify change in address, if any, to the Share Transfer Agent and to the Company quoting their Folio Numbers, number of shares held etc.
16. Members are requested to register their e-mail addresses for receiving communications including Annual Reports, Notices, and Circulars etc. by the Company electronically.
17. Members holding shares in demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company in order to comply with the SEBI guidelines.

18. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
19. Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
20. All documents referred to in accompanying Notice shall be open for inspection and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.
21. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of decartelisation members are advised to dematerialise shares held by them in physical form.

### VOTING THROUGH ELECTRONIC MEANS

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote at the 35th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e- Voting system.

The Notice of the 35th Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or [www.dirl.in](http://www.dirl.in).

The facility for voting through Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

### PROCEDURE TO LOGIN TO E-VOTING WEBSITE

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

Step 1: Log in to NSDL’s e-voting system at <https://www.evoting.nsdl.com/>

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

#### **Details on Step 1 is mentioned below**

How to log in to the NSDL e-voting website

1. Visit the e-voting website of NSDL by opening your web browser and typing the following URL either on a desktop computer / laptop or on a mobile or scan the QR code using your smart phone.
2. Once the homepage of the e-voting system is launched, click on the icon, ‘Login’, available under ‘Shareholders’.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services, i.e. IDEAS, you can log in at <https://eservices.nsdl.com/> with your existing IDEAS log-in details. Once you log in to NSDL e-services using your log-in credentials, click on ‘e-Voting’ and proceed to Step 2, i.e., cast your vote electronically.
4. Your User ID details are given below :

<b>Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical</b>	<b>User ID</b>
a) For members who hold shares in demat accounts with NSDL	8-character DP ID followed by 8-digit Client ID

	For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For members who hold shares in demat account with CDSL	16-digit Beneficiary ID  For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For members holding shares in physical form	EVEN, followed by Folio Number registered with the company  For example, if your EVEN is 101456, and Folio Number is 001*** then your User ID is 101456001***

5. Your password details are given below :

- a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
  - b) If you are using the NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and change your password, as prompted by the system.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment (it will be a .pdf file). Open the file. The password to open the file is your 8-digit client ID for your NSDL account, or the last 8 digits of your CDSL client ID, or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you have not received the 'initial password', or are unable to retrieve it, or have forgotten your password:
- a) Click on the 'Forgot User Details / Password?' (for those holding shares in demat accounts with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) A 'Physical User Reset Password?' (for those holding shares in physical mode) option is also available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are unable to get your password following the aforesaid options, you can send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name, and your registered address.

7. After entering your password, agree to the terms and conditions by checking the box.

8. Next, click on the 'Login' button.

9. After you click on the 'Login' button, the homepage of e-voting will open.

**Details on Step 2 is given below**

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

1. After successfully logging in following Step 1, you will be able to see the e-voting homepage. Click on 'e-Voting'. Then, click on 'Active Voting Cycles'.

2. Upon clicking on 'Active Voting Cycles', you will be able to see the 'EVEN' of all the companies in which you hold shares and whose voting cycles are in 'active' status.
3. Select the 'EVEN' of the company for which you wish to cast your vote.
4. Now you are on the voting page and ready for e-voting.
5. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote, and click on 'Submit'. Also click on 'Confirm' when prompted.
6. Upon confirmation, the message, 'Vote cast successfully', will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Please remember that you are not allowed to modify your vote once you confirm your vote on a resolution.

#### **GENERAL GUIDELINES FOR SHAREHOLDERS**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to amitkumar\_cs@hotmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

#### **OTHER INFORMATION**

1. The e-voting period commences on 27th September, 2020 (9:00 a.m.) and ends on 29th September, 2020 (5:00 p.m.). During this period, members of the Company holding shares either in physical or dematerialized form, as on the relevant date i.e. Wednesday, 23rd September, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which a vote has already been cast. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice convening the AGM and up to the cut-off date i.e. 23rd September, 2020, may obtain his login ID and password by sending a request at evoting@nsdl.co.in.
2. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Wednesday, 23rd September, 2020
3. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
4. Mr. Amit Kumar, Practicing Company Secretary (Membership No.: FCS 5917, C.P. No.: 6184) has been appointed as the Scrutinizer for the Purpose of Annual General Meeting.
5. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the voting cast at the meeting and make a Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the AGM not later than three working days from the conclusion of the AGM.

6. The Results shall be declared forthwith after the submission of Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
7. The Results declared along with the Scrutinizer's Report will be available on the website of the Company [www.dirl.in](http://www.dirl.in) after the declaration of the results by the Chairman.

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

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

**sd/-**

**Anamika**

**Company Secretary & Compliance officer**

**M. No. A41114**

**Date: 04.09.2020**

**Place: New Delhi**

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

### **Item No: 3**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report. Mr. Jitender Kumar Agarwal (DIN: 00850314) were appointed as an Independent Directors (Non-Executive) of the Company for a period of five (5) years..

The Nomination and Remuneration Committee on the basis of their skills, experience, knowledge and report of his performance evaluation recommended re- appointment of Mr. Jitender Kumar Agarwal (DIN: 00850314) as Non-Executive Independent Directors for a second term of five consecutive years on the Board of the Company w.e.f. 30th September, 2020 upto the conclusion of 40th AGM.

The Company has received a notice in writing from the Directors under Section 160 of the Companies Act, 2013, proposing their candidature for the office of Independent Directors of the Company. The Board accordingly re-appointed them as Non – Executive Independent Directors not liable to retire by rotation for a further period of five years w.e.f. 30th September, 2020 .

Except for the Directors being appointed and their relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any manner, concerned or interested, financially or otherwise, in the respective resolution set out at Item No. 03 of the Notice.

The Board recommends the Special Resolution set out at Item No. 03 of the Notice for approval by the shareholders.

The information or details required as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to him are given below:

<b>S. No.</b>	<b>Name of the Director</b>	Mr. Jitender Kumar Agarwal
1.	DIN	00850314
1.	Date of Birth	05/10/1952
2.	Date of Appointment	29/09/2015
3.	Qualification	M.A ( Economics)
4.	Experience &Expertise	He is Ex-Banker’s and retired from Bank as Assistant General Manager. He had experience of 22 years in the field of banking &finance .
5.	Directorship in other Public Entities	1. Rita Finance and leasing Limited



		2. Shree Worstex Limited
6.	Number of Shares Held in Company	NIL
7.	Chairman / Member of Committee(s) of Board of Directors of the Company	Member of 3 Committee in the board and Chairman of 1 Committee of the Company
8.	Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	Member of total Four (4) Committee of Board of Directors of other Companies
9.	Whether related with other Directors / Key Managerial Personnel	NIL

**Item No: 4**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report. Mr. Prakash Chand Jajoria (DIN: 07020057) were appointed as an Independent Directors (Non-Executive) of the Company for a period of five (5) years.

The Nomination and Remuneration Committee on the basis of their skills, experience, knowledge and report of his performance evaluation recommended re- appointment of Mr. Prakash Chand Jajoria (DIN: 07020057) as Non-Executive Independent Directors for a second term of five consecutive years on the Board of the Company w.e.f. from 30th September 2020 upto the conclusion of 40<sup>th</sup> AGM.

The Company has received a notice in writing from the Directors under Section 160 of the Companies Act, 2013, proposing their candidature for the office of Independent Directors of the Company. The Board accordingly re-appointed them as Non – Executive Independent Directors not liable to retire by rotation for a further period of five years w.e.f. 30th September, 2020.

Except for the Directors being appointed and their relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any manner, concerned or interested, financially or otherwise, in the respective resolution set out at Item No. 06 of the Notice.

The Board recommends the Special Resolution set out at Item No. 04 of the Notice for approval by the shareholders.

The information or details required as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to him are given below:

S. No.	Name of the Director	Mr. Prakash Chand Jajoria
1.	DIN	07020057
1.	Date of Birth	13/01/1954
2.	Date of Appointment	29/09/2015

3.	Qualification	Graduate
4.	Experience & Expertise	He is retired banker of Syndicate Bank and having experience in the field of banking & finance .
5.	Directorship in other Public Entities	1. Skybox Industries Limited 2. Rita Finance and Leasing Limited 3. Adishakti Loha and Ispat Limited
6.	Number of Shares Held in Company	NIL
7.	Chairman / Member of Committee(s) of Board of Directors of the Company	Member of 3 Committee and Chairman of 2 Committee in the board of the Company
8.	Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	Member of total Six (6) Committees and Chairman of three (3) Committees of Board of Directors of other Companies
9.	Whether related with other Directors / Key Managerial Personnel	NIL

**Item No.5:**

Section 186 of the Companies Act, 2013, permits the Company to extend loans or guarantee or invest the surplus funds of the Company in any other body corporates in to the tune of the 60% of its aggregate of the paid-up share capital and free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more. However, in the event the Company proposes to make loans/guarantee/investment, in excess of the limits stipulated under Section 186 of the Companies Act, 2013, it can do so only post approval of the members by way of a special resolution. Accordingly, in order to enable the Board of Directors of the Company to make optimum investment decisions and/or to enable the Company to extend loans and/or guarantee, the Board of Directors recommend enhancement of the limits stipulated under Section 186 of the Companies Act, 2013.

Accordingly, the Board recommends the resolution as set out in Item No. 5 above for approval of the members of the Company as a special resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

**ITEM NO. 06**

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Group.

In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the Group.

Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors Recommend the Special Resolution for approval by the members. All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

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

S. No.	Name of the Director	Mr. PAWAN KUMAR MITTAL
1.	DIN	00749265
2.	Date of Birth	07/12/1971
3.	Date of Appointment	24/05/2017
4.	Qualification	Chartered Accountant, B. Com
5.	Expertise	He has experience of 24 years in the field of finance and taxation. He is responsible for overall planning and management of the Company.
6.	Directorship in other Entities	<ol style="list-style-type: none"> <li>1. Patback Business Limited</li> <li>2. Shree Worstex Limited</li> <li>3. Gulmohar Investments and holdings Limited</li> <li>4. Rita Finance and Leasing Limited (Formerly known as Rita Holdings Limited)</li> <li>5. Sky box Industries Limited(Formerly known as Smart Capital Services limited)</li> <li>6. Adishakti Loha And Ispat Limited ( Formerly Aawas Infratech Private Limited)</li> <li>7. Dolf Leasing Limited</li> <li>8. R.S. Football CLUB</li> <li>9. Ispatika International Limited</li> </ol>
7.	Number of Shares Held in Company	12,11,900
8.	Chairman / Member of Committee(s) of Board of Directors of the Company	Member in One (3) Committee of Board of Directors of Company
9.	Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	Member of total Three (3) Committees of Board of Directors of other Companies
10.	Whether related with other Directors / Key Managerial Personnel	Spouse of Mrs. Kiran Mittal, Director of the Company

**Delta Industrial Resources Limited**  
**CIN: L52110DL1984PLC019625**  
**Regd. Office: Shop No. 325, Third Floor, Aggarwal Plaza, Sector-14,**  
**Rohini, New Delhi-110085**  
**website: www.dirl.in, e-mail: deltaind ltd@gmail.com, Ph. No. 011-**  
**27860681**

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**ATTENDANCE SLIP**

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

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

I/We certify that I/We am/are registered Shareholder/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the 35th Annual General Meeting of the Company held on Wednesday, 30th September, 2020 at 11:00 A.M., at the Registered Office of the Company situated at Shop No. 325, Third Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085.

**Signature of the Member/Proxy**

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

**Delta Industrial Resources Limited**  
**CIN: L52110DL1984PLC019625**  
**Regd. Office: Shop No. 325, Third Floor, Aggarwal Plaza, Sector-14,**  
**Rohini, New Delhi-110085**  
**website: www.dirl.in, e-mail: deltaind ltd@gmail.com, Ph. No. 011-**  
**27860681**

FORM NO. MGT-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]

<b>CIN: L52110DL1984PLC019625</b>
<b>Name of the Company: Delta Industrial Resources Limited</b>
<b>Venue of the Meeting: Shop No. 325, Third Floor, Aggarwal Plaza Sector-14, Rohini, New Delhi</b> <b>110085</b>
<b>Date and Time: 30th September, 2020 at 11:00 A.M.</b>

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

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

I/We, being the member(s) of ..... shares of the above named company, hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, 30<sup>th</sup> September, 2020 at 11:00 AM. at Shop No. 325, Third Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085 and at any adjournment thereof) in respect of such resolutions as are indicated below:

1. Name: .....	Address: .....
E-mail ID: .....	Signature: .....
or failing him/her	

2. Name: .....	Address: .....
E-mail ID: .....	Signature: .....

or failing him/her

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

S. No.	Resolution	Number of shares held	For	Against
<b>Ordinary Business</b>				
1.	To receive, consider and adopt the Audited standalone Financial Statements of the Company for the Financial Year ended 31st March, 2020 and the Reports of the Board of Directors and the Auditors thereon.			
2.	To appoint a Director in place of Mr. Pawan Kumar Mittal (DIN: 00749265) who retires by rotation and, being eligible, offers herself for re-election			
<b>Special Business</b>				
3.	Re-Appointment Of Mr. Jitender Kumar Agarwal (DIN:00850314) as Independent Director .			
4.	Re-appointment of Mr. Prakash Chand Jajoria (Din : 07020057) as an independent director .			
5.	Power To Loan And Investment By A Company			
6.	Approval Of Loans, Investments, Guarantee Or Security Under Section 185 Of Companies Act, 2013			

Signature of shareholder ..... Signature of Proxy holder(s) .....

Signed this ..... Day of ..... 2020

Affix  
Reven

**Note:**

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

**Delta Industrial Resources Limited**  
**CIN: L52110DL1984PLC019625**  
**Regd. Office: Shop No. 325, Third Floor, Aggarwal Plaza, Sector-14, Rohini,**  
**New Delhi-110085**  
**website: www.dirl.in, e-mail: deltaindLtd@gmail.com, Ph. No. 011-27860681**

FORM NO. MGT-12

POLLING PAPER

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

<b>CIN: L52110DL1984PLC019625</b>
<b>Name of the Company: Delta Industrial Resources Limited</b>
<b>Venue of the Meeting: Shop No. 325, Third Floor, Aggarwal Plaza Sector-14, Rohini, New Delhi</b> <b>110085</b>
<b>Date and Time: 30th September, 2020 at 11:00 A.M.</b>

BALLOT PAPER

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

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

S. No.	Resolution	Number of shares held	I assent to the resolution	I dissent from the resolution
<b>Ordinary Business</b>				
1.	To receive, consider and adopt the Audited standalone Financial Statements of the Company for the Financial Year ended 31st March, 2020 and the Reports of the Board of Directors and the Auditors thereon.			
2.	To appoint a Director in place of Mr. Pawan Kumar Mittal (DIN: 00749265) who retires by rotation and, being eligible, offers herself for re-election			
<b>Special Business</b>				
3.	Re-Appointment Of Mr. Jitender Kumar Agarwal (DIN:00850314) as Independent Director .			
4.	Re-appointment of Mr. Prakash Chand Jajoria (Din : 07020057) as an independent director .			



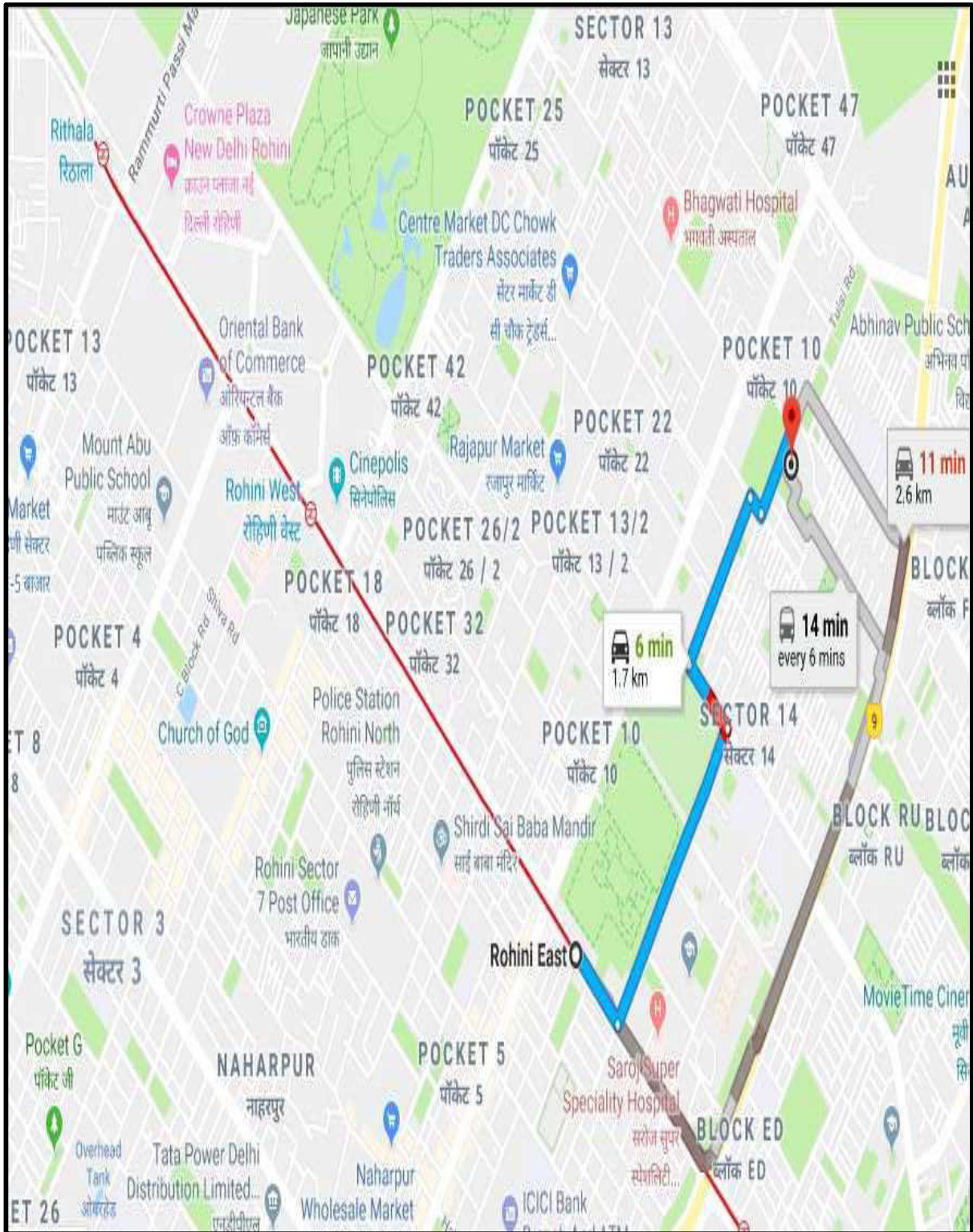
5.	Power To Loan And Investment By A Company			
6.	Approval Of Loans, Investments, Guarantee Or Security Under Section 185 Of Companies Act, 2013			

**Place:**

**Date:**

**(Signature of the shareholder)**

## ROUTE MAP



## **DIRECTORS' REPORT**

To the Shareholders,

Your Directors take pleasure in presenting the 35th Annual Report on the business and operations of your Company along with the Audited Standalone Financial Statements for the year ended March 31, 2020.

### **COMPANY OVERVIEW**

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

### **FINANCIAL PERFORMANCE OF THE COMPANY**

The Company's financial results are as under:

(In ₹ in Thousand)

<b>Particular</b>	<b>Current Year 2019-20</b>	<b>Previous Year 2018-19</b>
Revenue from Operations	6402.00	60382.95
<b>Total revenue (including other income)</b>	<b>9660.89</b>	<b>63872.15</b>
<b>Total Expenses</b>	<b>9766.66</b>	<b>65285.28</b>
<b>Profit/(Loss) before tax</b>	<b>(105.77)</b>	<b>(1413.13)</b>
Tax Expenses:		
Less: Current tax	-	-
Add: Deferred tax	(1.43)	2.14
<b>Profit/(Loss) after tax</b>	<b>(107.20)</b>	<b>(1410.99)</b>

### **BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR**

The total revenue from operations of your Company for the year ended March 31, 2020 stood at ₹6402.00 as against ₹ 60382.25 for the year ended March 31, 2019. The company incurred loss before tax of an amount of ₹ (105.77) as compared to fit loss before tax of ₹ (1413.13) in the previous year. Hence, The loss after tax for the year ended March 31, 2020 recorded of ₹ (107.20) as compared to loss after tax of ₹ (1410.99) in the previous year.

### **STATE OF COMPANY'S AFFAIRS**

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

## RESERVES

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

## DIVIDEND

The Company incurred the loss this year, therefore, directors do not recommend any dividend on Equity Shares for the financial year 2019-20.

## SHARE CAPITAL

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

Paid up share capital of the Company as on 31<sup>st</sup> March, 2020 is ₹ 5,39,30,000/- (Rupees Five Crore Thirty Nine Lacs Thirty Thousand) divided into 53,93,000 (Fifty Three Lacs Ninety Three Thousand) equity shares of ₹ 10/- (Rupees Ten) each .

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

## DEPOSITS

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

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

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

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

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

## MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

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

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

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

## **PARTICULAR OF EMPLOYEES AND RELATED DISCLOSURES**

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

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

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

## **CORPORATE GOVERNANCE**

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

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

## **SUBSIDIARIES, HOLDING, JOINT VENTURES OR ASSOCIATE COMPANIES**

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

## **RISK MANAGEMENT**

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

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

## **INTERNAL CONTROL SYSTEMS**

The company's Internal Control System is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The

internal control system is supported by an internal audit process for reviewing the adequacy and efficiency of the Company's internal controls, including its systems and processes and compliance with regulations and procedures.

### **HEALTH, SAFETY AND ENVIRONMENT PROTECTION**

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

### **BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)**

#### **Board of Directors**

In accordance with the provisions of Section 152 of the Act and the Company's Articles of Association, Mr. Pawan Kumar Mittal, Director retires by rotation at the forthcoming Annual General Meeting and, being eligible offers herself for re-appointment. The Board recommends her re-appointment for the consideration of the Members of the Company at the forthcoming Annual General Meeting. Brief profile of Mr. Pawan Kumar Mittal has been given in the Notice convening the Annual General Meeting.

Mr. Rohit Mittal, have been appointed as CEO & CFO of the Company w.e.f 30.01.2020 .

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct & Ethics.

#### **Key Managerial Personnel**

As on March 31, 2020, following persons holds the position of Key Managerial Personnel are:

- Mr. Rohit Mittal, CEO&CFO
- Ms. Anamika, Company Secretary

#### **Board Evaluation**

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

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

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of



the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

#### **Declaration given by Independent Directors**

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

#### **Familiarisation Programme**

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

#### **Directors' Appointment and Remuneration Policy**

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

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

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) Remuneration to directors and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals. During the year under review, none of the Directors of the company receive any remuneration.

#### **DIRECTORS RESPONSIBILITY STATEMENT**

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

- (a) in the preparation of the annual accounts for the financial year ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts for the financial year ended March 31, 2020, on a going concern basis;
- (e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## MEETINGS

### Board Meetings

The Board of Directors of the Company met Four (4) times during the financial year 2019-20. The meetings of Board of Directors were held on 24<sup>th</sup> May, 2019, 12th August, 2019, 11th November, 2019, 30th January, 2019.

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

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

Name of the Director	Designation	Category	Number of Board Meetings during the year		Attendance of Last AGM
			Held	Attended	
Pawan Kumar Mittal	Director	Non Executive- Non Independent	4	4	Yes
Kiran Mittal	Director	Non Executive- Non Independent	4	4	Yes
Jitendra Kumar Agarwal	Director	Non Executive- Independent	4	4	Yes
Prakash Chand Jajoria	Director	Non Executive- Independent	4	4	Yes

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

### Information provided to the Board



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

- Annual operating plans of businesses, capital budgets, updates.
- Quarterly results of the Company and its operating divisions or business segments.
- Information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Materially important litigations, show cause, demand, prosecution and penalty notices.
- Fatal or serious accidents.
- Any material default in financial obligations to and by the Company or substantial non-payment for services rendered by the Company.
- Any issue, which involves possible public liability claims of substantial nature, including any judgment or order, which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Transactions had involved substantial payments towards good-will, brand equity, or intellectual property.
- Significant development in the human resources front.
- Sale of material, nature of investments, assets which is not in the normal course of business.
- Quarterly update on the return from deployment of surplus funds.
- Non-compliance of any regulatory or statutory provisions or listing requirements as well as shareholder services as non-payment of dividend and delays in share transfer.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources /Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.

### **Independent Directors Meetings**

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

One (1) meeting of Independent Directors was held on 25th March, 2020 during the year 2019-20.

## **Committee Meetings**

### **Audit Committee**

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

### **Brief description of the terms of reference**

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

The board has re-constituted the Audit Committee in accordance with the requirement of Companies Act, 2013 and other applicable provisions. All members of Audit Committee are financially literate and have financial management expertise. The Audit Committee comprises of three members including two members as independent director out of which one is chairman of this committee.

The Audit Committee met Four (4) times during the financial year 2019-20. The meetings of Audit Committee were held on 24<sup>th</sup> May, 2019, 12<sup>th</sup> August, 2019, 11<sup>th</sup> November, 2018, 30<sup>th</sup> January, 2020.

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

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

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

#### **Nomination and Remuneration Committee**

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

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

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

The Nomination and Remuneration Committee met Two (2) times during the financial year 2019-20. The meetings of Nomination and Remuneration Committee were held on 12th August, 2019 and 30th January, 2020.

The Minutes of the Meetings of the Nomination and Remuneration Committee are discussed and taken note by the board of directors.

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

Name	Designation	No. of Meetings	
		Held	Attended
Prakash Chand Jajoria	Chairman & Member	2	2
Pawan Kumar Mittal	Member	2	2
Jitendra kumar Aggarwal	Member	2	2

### Stakeholder's Relationship Committee

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

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

The Stakeholders' Relationship Committee met Two (2) time during the financial year 2018-19. The meetings of Stakeholders' Relationship Committee were held on 12<sup>th</sup> August, 2019 and 30<sup>th</sup> January, 2019.

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

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

Name	Designation	No. of Meetings	
		Held	Attended
Jitendra kumar Aggarwal*	Chairman & Member	2	2
Prakash Chand Jajoria	Member	2	2
Pawan Kumar Mittal	Member	2	2

### Compliance Officer

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

### Shareholders Meetings

There was only one (1) annual general meeting of shareholders was held on 27<sup>th</sup> September, 2019.

### AUDITORS

#### Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. V.N. Purohit & Co., Chartered Accountants, were appointed in the 34<sup>th</sup> Annual General Meeting as the Statutory Auditors of the Company and for a period of five years hold office up to the conclusion of the 39<sup>th</sup> Annual General Meeting.

■ **Statutory Auditors Reports**

The Statutory Auditors have given an audit report for financial year 2019-20, are given in "Annexure D" of this report.

■ **Statutory Auditors Observations**

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualifications, reservations, adverse remarks or disclaimer. The Statutory Auditors have not reported any incident of fraud to the Audit Committee or the Board of Directors under Section 143(12) of the Companies Act, 2013 during the financial year ended March 31, 2020.

**Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed M/s. G Aakash & Associates, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the Financial Year 2019-20.

■ **Secretarial Auditors Reports**

The Secretarial Auditors have given Secretarial audit report in Form MR-3 for financial year 2019-20, are given in "Annexure C" of this report.

■ **Secretarial Auditors Observations**

The Secretarial Audit Report are self-explanatory. The Auditor's Report does not contain any qualifications, reservations, adverse remarks or disclaimer.

**Internal Auditors**

Pursuant to the provision of Section 138 of the Companies Act, 2013 has mandated the appointment of Internal Auditor in the Company. Accordingly, the Board had appointed M/s S.K. Goel & Associates, Chartered Accountants, as the Internal Auditors of the Company for the financial year 2019-20.

■ **Internal Auditors Reports**

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

■ **Internal Auditors Observations**

Internal Audit Report was self explanatory and need no comments.

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

The particulars of contracts or arrangements with related parties for the financial year 2019-20 along with the Financial Statements in Form No. AOC-2 are given in "Annexure E" of this report.

## **EXTRACT OF ANNUAL RETURN**

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

## **ENHANCING SHAREHOLDER VALUE**

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

## **DEMATERIALIZATION OF SHARES**

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN-INE681Q01015 has been allotted for the Company. Therefore, the matter and/or investors may keep their shareholding in the electronic mode with their Depository Participates. 95.89% of the Company's Paid-up Share Capital is in dematerialized form and balance 4.11% is in physical form as on 31<sup>st</sup> March, 2020.

## **VIGIL MECHANISM (WHISTLE BLOWER POLICY)**

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

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

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

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

The following is a summary of sexual harassment complaints received and disposed off during the year 2019-20:

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

### **HUMAN RESOURCES**

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

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

### **CORPORATE SOCIAL RESPONSIBILITY**

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

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

During the year under review, your Directors do not observe any transactions which could result in a fraud. Your Directors hereby declares that the Company has not been encountered with any fraud or fraudulent activity during the Financial Year 2019-2020.

### **OTHER DISCLOSURES**

Your Directors state that during the financial year 2019-20:

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

### **COMPLIANCE**

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

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

## **SECRETARIAL STANDARDS OF ICSI**

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

## **CAUTIONARY STATEMENT**

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

## **ACKNOWLEDGMENT**

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

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

sd/-

**Kiran Mittal**

**Director**

**DIN: 00749457**

sd/-

**Pawan Kumar**

**Director**

**DIN: 00749265**

**Mittal**

**Date:** 04.09.2020

**Place:** New Delhi



## ANNEXURE A

### PARTICULAR OF EMPLOYEES AND RELATED DISCLOSURES

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

- i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year: **6:1**
- ii) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the Financial Year:

Name	Mr. Rohit Mittal	Anamika
% increase in remuneration	NA	NA

- iii) The percentage increase in the median remuneration of employees in the financial year: **10%**
- iv) the number of Permanent employees on the rolls of the company : Three **(3)**
- v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: **NIL**
- vi) Affirmation that the remuneration is as per the remuneration policy of the company: **It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company and No any Remuneration was paid to any directors during the year under review except Sitting fees.**

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

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

A. Names of top ten employees in terms of remuneration drawn during the financial year 2019-20:

Name & Designation	Remuneration Received	Nature of Employment (Contractual or otherwise)	Qualification & Experience	Date of commencement of Employment	Last Employment	% of Equity Share held	Whether Related to Director or Manager
Mr. Rohit Mittal	₹ 7,20,000/-	Regular	Graduate, Admin Expertise		-	0.00	No
Ms. Anamika	₹ 1,42,000/-	Regular	Company Secretary, Legal & Secretarial Expertise		-	0.00	No

B. Names of employees who are in receipt of aggregate remuneration of not less than rupees one crore and two lakh if employed throughout the financial year 2019-20:

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

C. Name of employee whose remuneration in aggregate was not less than eight lakh and fifty thousand per month if employed for part of the financial year 2019-20:

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

## **ANNEXURE B**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

#### **INDUSTRY STRUCTURE AND DEVELOPMENT**

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

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

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

Your Company's performance for the year 2019-20 has to be viewed in the context of aforesaid economic and market environment.

#### **OPERATING RESULTS OF THE COMPANY**

The total revenue from operations of your Company for the year ended March 31, 2020 stood at ₹6402.00 as against ₹ 60382.25 for the year ended March 31, 2019. The company incurred loss before tax of an amount of ₹ (105.77) as compared to fit loss before tax of ₹ (1413.13) in the previous year. Hence, The loss after tax for the year ended March 31, 2020 recorded of ₹ (107.20) as compared to loss after tax of ₹ (1410.99) in the previous year.

#### **OPPORTUNITIES**

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

## **THREATS**

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

## **PROSPECT & OUTLOOK**

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

## **RISKS AND CONCERNS**

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

## **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

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

## **HUMAN RESOURCES**

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

ANNEXURE C

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

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

To,

The Members,

**DELTA INDUSTRIAL RESOURCES LIMITED**

**CIN: L52110DL1984PLC019625**

**Shop No. 325, Third Floor, Aggarwal Plaza,**

**Sector-14, Rohini, New Delhi-110085**

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

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **March 31, 2020** (Audit Period) 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 along with **Annexure-A** attached to this report.

- I. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2020** 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 (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB); **(Not applicable to the Company during the Audit Period)**
- 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended till date;
  - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**;
  - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**;
  - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**;
  - g) 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;
  - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**;
  - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**;
- vi. Other Laws applicable to the Company:-

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

Other Miscellaneous and state laws.

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

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India;
- b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Listing Agreements entered into by the Company with Metropolitan Stock Exchange of India Limited (MSEI) and BSE Limited (BSE).
- c) During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, and Guidelines to the extent applicable, Standards, etc. mentioned above subject to following:
  1. *In terms of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Listed Entity has not filed the Annual Secretarial Compliance Report with the Stock Exchange for the financial year ending 31<sup>st</sup> March, 2019.*
  2. *In terms of Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Listed Entity has not filed the shareholding pattern with the Bombay Stock Exchange for the quarter ending 30<sup>th</sup> June, 2019 and 30<sup>th</sup> September, 2019 within due time frame i.e. 21 Days from the end of each quarter.*
  3. *In terms of Section 185 of the Companies Act, 2013, the Listed Entity has granted loans to its director and to the Companies in which director is interested, without passing special resolution at the general meeting. Hence, provisions of the said section has not been complied with.*

As per Regulation 15(2) of SEBI (LODR) Regulations, 2015, the compliances with the corporate governance provisions as specified in Reg. 17 to 27 and Clause (b) to (i) of Regulation 46(2) and Para C, D, E of Schedule V for Corporate Governance do not apply to this Listed Entity as the Paid-up share capital of the Listed Entity is Rs. 5,39,30,000/- (i.e. less than Rs. 10 Crore) and Net Worth is Rs. 5,03,56,540/- (i.e. less than Rs. 25 Crores) as on the last day of the previous financial year. During the audit, we observed that the company is voluntarily complying the provisions to the extent possible as a part of good corporate governance practice.

Based on the information received and records maintained, we further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive, women 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.

2. Adequate notice of at least seven days was given to all directors to schedule the Board Meetings along with agenda and detailed notes on agenda 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 in compliance of the Act.

3. Majority decision is carried through and recorded in the minutes of the Meetings. Further as informed, no dissent was given by any director in respect of resolutions passed in the board and committee meetings.

Based on the compliance mechanism established by the company and on the basis of the Compliance Certificate (s) placed and taken on record by the Board of Directors at their meeting (s), we further report that;

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has not incurred any specific event / action that can have major bearing on the company's affairs in pursuance of above referred laws, rules, regulations; guidelines, standards etc.

**For G AAKASH & ASSOCIATES  
COMPANY SECRETARIES**

**AAKASH GOEL  
(PROP.)  
M. NO.: A57213  
CP NO.: 21629  
UDIN: A057213B000591692**

**Date: 18.08.2020  
Place: Haryana**



**ANNEXURE-A**

**To,  
The Members,  
DELTA INDUSTRIAL RESOURCES LIMITED  
CIN: L52110DL1984PLC019625  
Shop No. 325, Third Floor, Aggarwal Plaza,  
Sector-14, Rohini, New Delhi-110085**

**Sub: Our Secretarial Audit for the Financial Year ended March 31, 2020 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. We believe that the processes and practices, we followed provide a reasonable basis to our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever 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 the management. Our examination was limited to the verification of the 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.

**For G AAKASH & ASSOCIATES  
COMPANY SECRETARIES**

**AAKASH GOEL  
(PROP.)  
M. NO.: A57213  
CP NO.: 21629  
UDIN: A057213B000591692  
Date: 18.08.2020  
Place: Haryana**

# **INDEPENDENT AUDITOR'S REPORT**

To  
The members of  
DELTA INDUSTRIAL RESOURCES LIMITED

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of DELTA INDUSTRIAL RESOURCES LIMITED (“the Company”), which comprise the balance sheet as at 31<sup>st</sup> March 2020, the statement of profit and loss and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31<sup>st</sup> March, 2020, and the net loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the ‘Auditor’s Responsibilities for the Audit of the Financial Statements’ section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described hereunder to be key audit matters to be communicated in our report.

Key audit matters	Auditor's response
<p data-bbox="256 233 521 260"><u>Measurement of Revenue</u></p> <p data-bbox="256 310 776 380">As per Ind AS 115, measurement of revenue to be made on transaction price.</p>	<p data-bbox="797 233 1357 260">Our audit procedure inter- alia included the following-</p> <ul data-bbox="857 317 1370 638" style="list-style-type: none"> <li data-bbox="857 317 1370 428">● We used assessment of overall control environment relevant for measurement of revenue.</li> <li data-bbox="857 485 1370 638">● We performed testing of journal entries, with particular focus on manual adjustment to revenue account, to mitigate the risk of manipulation of revenue and profit figures.</li> </ul>

Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and the auditor's report thereon.

Our opinion on the financial statement does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the AS and the other accounting principles generally accepted in India. 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 are operating effectively for insuring

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 misstatements, whether due to fraud or error.

In the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

#### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain a reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise due to fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- (i) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- (ii) Obtain an understanding of the internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- (iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to

modify our opinion. Our conclusions are based on the audit evidence obtained upto the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- (v) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statement, individually or in aggregate, makes it probable that the economic decision of reasonable knowledgeable user of the financial statement may be influenced.

We consider quantitative materiality and qualitative factors in (i) Planning the scope of our audit work and in evaluating the results of our work; and, (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonable be thought to bear on our independence, and where applicable, relevant safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, or when in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Other Matters

We draw your attention to note 32 of the financial statement which explains the uncertainties and management's assessment of the financial impact due to the lockdown/ restrictions related to COVID-19 pandemic imposed by the Government for which definitive assessment of the impact is dependent upon the future economic conditions. Our opinion is not modified in respect of this matter.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. the Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
  - d. In our opinion, the aforesaid financial statements comply with the accounting standards specified under Section 133 of the Act;
  - e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2020 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. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact, if any of pending litigations on its financial position, in its financial statements (Refer note no. 31 of the financial statements).
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund.

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

O.P. Pareek

Partner

Membership No. 014238

UDIN: 20014238AAAABW5840

New Delhi, the 18<sup>th</sup> day of June, 2020

## ANNEXURE- A TO THE AUDITOR'S REPORT

The Annexure referred to in Paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report of even date to the members of DELTA INDUSTRIAL RESOURCES LIMITED for the year ended on 31<sup>st</sup> March 2020.

- (i) (a) As per information and explanation given to us, the company is maintaining proper records showing full disclosures of fixed assets.  
(b) As per information and explanation given to us, physical verification of fixed assets has been conducted once in a year by the management and no material discrepancies were noticed during the course of verification.  
(c) According to information and explanation given to us, the Company does not hold any immovable properties during the period dealt with under this report;
- (ii) As per information and explanation given to us, physical verification of inventory has been conducted once in a year by the management and no material discrepancies were noticed during the course of such physical verification;
- (iii) According to information and explanation given to us, the Company has granted loans to parties covered in register maintained under section 189 of the Companies Act, 2013;
  - (a) According to the information and explanations given to us, unsecured loans have been granted by the Company. The terms and conditions of the grant of such loans are not prima facie prejudicial to the Company's interest;
  - (b) According to the information and explanations given to us, the unsecured loans are repayable on demand, no schedule for repayment of principal or payment of interest has been stipulated, thus there arises no question of regularity in repayment of principal or payment of interest;
  - (c) According to the information and explanation given to us, no amount is overdue in respect of unsecured loan so granted as per stipulation.
- (iv) According to information and explanations given to us, the Company has complied with the provisions of section 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and securities so given. *However, the Company has not complied with the provisions of section 185 of the Companies Act, 2013 with respect to granting of loans to director and to the Companies in which director is interested, without passing special resolution at the general meeting in this regard.*
- (v) According to information and explanations given to us, the Company has not accepted public deposits and the provision of section 73 to 76 or other relevant provisions of the Companies Act, 2013 and rules framed thereunder are not applicable to the Company;
- (vi) According to information and explanations given to us, the Company is not liable to maintain cost records as prescribed under section 148(1) of the Companies Act, 2013;
- (vii) (a) According to information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including income-tax and any other applicable statutory dues to the appropriate authorities and there are no outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable;

- (b) According to information and explanation given to us, there are no outstanding statutory dues on part of the Company which is not deposited on account of dispute.
- (viii) According to information and explanations given to us, the company has not obtained any loans and borrowings from any financial institution, bank, government or dues to debenture holders, and hence question of default in repayment does not arise;
- (ix) According to information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer. The Company has not taken any term loans from any bank or financial institution, hence reporting under provision of this sub-clause is not applicable to the Company;
- (x) According to information and explanations given to us, there is no noticed or unreported fraud on or by the Company during the year under audit;
- (xi) According to information and explanations given to us, the Company has not paid remuneration to managing directors / whole-time directors / managers. Thus, the provisions of this sub-clause are not applicable to the Company.
- (xii) As per information, the Company is not a Nidhi Company, hence provisions of sub-clause (xii) of the Paragraph 3 of the Order are not applicable;
- (xiii) According to information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards;
- (xiv) According to information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year;
- (xv) According to information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him;
- (xvi) According to information and explanations given to us, the Company is not a Non-Banking Financial Company and is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Signed for the purpose of identification  
FOR V.N. PUROHIT & CO.  
Chartered Accountants  
Firm Regn. No. 304040E

O.P. Pareek  
Partner  
Membership No. 014238  
UDIN: 20014238AAAABW5840

New Delhi, the 18<sup>th</sup> day of June, 2020



## ANNEXURE- B TO THE AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of DELTA INDUSTRIAL RESOURCES LIMITED as on 31<sup>st</sup> March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management's Responsibility for the Internal Financial Controls

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

### Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error.

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

## Meaning of Internal Financial Controls over Financial Reporting

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

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

## Inherent Limitations of Internal Financial Controls over Financial Reporting

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

## Opinion

In our opinion, the Company has, in all material aspects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2020, based on "the internal financial controls over financial reporting criteria considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India".

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

O.P. Pareek

Partner

Membership No. 014238

UDIN: 20014238AAAABW5840

New Delhi, the 18<sup>th</sup> day of June, 2020

**DELTA INDUSTRIAL RESOURCES LIMITED**

CIN: L52110DL1984PLC019625

BALANCE SHEET AS AT 31ST MARCH 2020

	Notes	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')
<b>ASSETS</b>			
<b>Non- current assets</b>			
Property, plant and equipment	3	5.40	17.85
Financial assets			
Investments	4	80.75	113.95
Deferred tax assets (net)	5	8.02	9.45
Other non- current assets	6	1,300.00	1,300.00
<b>Current assets</b>			
Inventories	7	36.99	6,407.45
Financial assets			
Trade receivables	8	7,511.75	1,093.74
Cash and cash equivalents	9	97.88	1,522.89
Loans	10	55,087.35	36,121.49
Other financial assets	11	3,260.51	2,773.39
Current tax assets (net)		574.27	691.46
Other current assets	12	346.00	252.23
<b>Total assets</b>		<b>68,308.92</b>	<b>50,303.90</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	13	53,930.00	53,930.00
Other equity	14	(3,880.99)	(3,726.24)
<b>Liabilities</b>			
<b>Current Liabilities</b>			
Financial liabilities			
Other financial liabilities	15	110.90	94.70
Other current liabilities	16	18,149.00	5.46
<b>Total equity and liabilities</b>		<b>68,308.92</b>	<b>50,303.90</b>
Notes to the financial Statements	1-35		

The accompanying notes form an integral part of the financial statements.  
As per our report of even date

FOR V.N. PUROHIT & CO.  
Chartered Accountants  
Firm Regn. No. 304040E

For and on behalf of the Board of Directors of  
Delta Industrial Resources Limited

O. P. Pareek  
Partner  
Membership No. 014238  
UDIN: - 20014238AAAABW5840

Pawan Kumar Mittal  
Director  
DIN: 00749265

Kiran Mittal  
Director  
DIN: 00749457

New Delhi, the 18th day of June 2020

Anamika  
Company Secretary  
PAN: BAFPA1605M

Rohit Mittal  
CFO & CEO  
PAN: APTPM8802N

**DELTA INDUSTRIAL RESOURCES LIMITED**

CIN: L52110DL1984PLC019625

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2020

	Notes	For the year ended on 31st March 2020 (Rs. in '000')	For the year ended on 31st March 2019 (Rs. in '000')
<b>REVENUE</b>			
Revenue from operations	17	6,402.00	60,382.95
Other income	18	3,258.89	3,489.20
<b>Total Revenue (I)</b>		<b>9,660.89</b>	<b>63,872.15</b>
<b>EXPENSES</b>			
Purchases of stock-in-trade	19	-	66,251.63
Changes in inventories of stock in trade	20	6,370.46	(6,287.30)
Employee benefits expense	21	982.00	1,210.74
Depreciation expenses	3	5.70	16.77
Other expenses	22	2,408.50	4,093.44
<b>Total expenses (II)</b>		<b>9,766.66</b>	<b>65,285.28</b>
<b>Profit/ (loss) before exceptional items and tax (I-II)</b>		<b>(105.77)</b>	<b>(1,413.13)</b>
Exceptional items		-	-
<b>Profit/ (loss) before tax</b>		<b>(105.77)</b>	<b>(1,413.13)</b>
Tax expense			
Current tax		-	-
Deferred tax		(1.43)	2.14
<b>Profit/ (loss) for the period (III)</b>		<b>(107.20)</b>	<b>(1,410.99)</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
Items that will not be reclassified to profit or loss			
Equity instrument through other comprehensive income- gain/ (loss)		(47.55)	(57.10)
<b>Total Other Comprehensive Income (IV)</b>		<b>(47.55)</b>	<b>(57.10)</b>
<b>Total Comprehensive Income for the period (III+IV)</b>		<b>(154.75)</b>	<b>(1,468.09)</b>
<b>Earning per equity share (EPS)</b>			
[nominal value of share Rs. 10]			
Basic (In Rupees)		(0.02)	(0.26)
Diluted (In Rupees)		(0.02)	(0.26)

Notes to the financial Statements 1-35

The accompanying notes are an integral part of the financial statements.  
As per our report of even date

FOR V.N. PUROHIT & CO.  
Chartered Accountants  
Firm Regn. No. 304040E

For and on behalf of the Board of Directors of  
Delta Industrial Resources Limited

O. P. Pareek  
Partner  
Membership No. 014238  
UDIN: - 20014238AAAABW5840

Pawan Kumar Mittal  
Director  
DIN: 00749265

Kiran Mittal  
Director  
DIN: 00749457

New Delhi, the 18th day of June 2020

Anamika  
Company Secretary  
PAN: BAFPA1605M

Rohit Mittal  
CFO & CEO  
PAN: APTPM8802N

**DELTA INDUSTRIAL RESOURCES LIMITED**

CIN: L52110DL1984PLC019625

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2020

	For the year ended on 31st March 2020 (Rs. in '000')	For the year ended on 31st March 2019 (Rs. in '000')
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit/ (loss) before tax and after exceptional items	(105.77)	(1,413.13)
<u>Adjustments for items: -</u>		
Profit on sale of Property, plant & equipment	(1.27)	-
Interest received	(3,253.17)	(3,488.10)
Dividend received	(1.10)	(1.10)
Depreciation	5.70	16.77
Operating Profit before working capital changes	<u>(3,355.61)</u>	<u>(4,885.56)</u>
<u>Working capital adjustments: -</u>		
(Increase)/ decrease in inventories	6,370.47	(6,287.30)
(Increase)/ decrease in trade receivables	(6,418.01)	60,390.75
(Increase)/ decrease in other financial assets	(487.12)	429.89
(Increase)/ decrease in other current assets	(93.78)	(411.70)
Increase/ (decrease) in trade payables	-	(59,280.45)
Increase/ (decrease) in other financial liabilities	16.20	25.77
Increase/ (decrease) in other liabilities	18,143.54	(3.04)
Cash generated from operations	<u>14,175.69</u>	<u>(10,021.64)</u>
Direct taxes paid	117.22	(280.68)
<b>Net cash flow from operating activities (A)</b>	<u><b>14,292.91</b></u>	<u><b>(10,302.32)</b></u>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
(Increase)/ decrease in loans and advances	(18,965.86)	3,476.08
Sale/(purchase) of property, plant & equipment	8.02	-
Sale/(purchase) of investments	(14.35)	-
Dividend received	1.10	1.10
Interest received	3,253.17	3,488.10
<b>Net cash flow from investing activities (B)</b>	<u><b>(15,717.92)</b></u>	<u><b>6,965.28</b></u>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
<b>Net cash flow from financing activities (C)</b>	<u><b>-</b></u>	<u><b>-</b></u>
<b>Net cash flow during the year (A + B + C)</b>	(1,425.01)	(3,337.04)
Add: Opening cash and cash equivalents	1,522.89	4,859.93
<b>Closing cash and cash equivalents</b>	<u><b>97.88</b></u>	<u><b>1,522.89</b></u>
<b>Components of cash and cash equivalents</b>		
Cash on hand	95.07	141.05
Balance with banks in current accounts	2.81	1,381.84
<b>Total cash and cash equivalents (Note 9)</b>	<u><b>97.88</b></u>	<u><b>1,522.89</b></u>

The accompanying notes form an integral part of the financial statements.  
As per our report of even date

**FOR V.N. PUROHIT & CO.**  
Chartered Accountants  
Firm Regn. No. 304040E

For and on behalf of the Board of Directors of  
Delta Industrial Resources Limited

**O. P. Pareek**  
Partner  
Membership No. 014238  
UDIN: - 20014238AAAABW5840

**Pawan Kumar Mittal**  
Director  
DIN: 00749265

**Kiran Mittal**  
Director  
DIN: 00749457

New Delhi, the 18th day of June 2020

**Anamika**  
Company Secretary  
PAN: BAFPA1605M

**Rohit Mittal**  
CFO & CEO  
PAN: APTPM8802N

**DELTA INDUSTRIAL RESOURCES LIMITED**

CIN: L52110DL1984PLC019625

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31ST MARCH, 2020

**A. Equity Share Capital***(Rupees in '000')*

Balance as at 1st April 2019	Changes in equity share capital during the year	Balance as at 31st March 2020
53,930.00	-	53,930.00

**B. Other Equity***(Rupees in '000')*

Particulars	Reserve & Surplus	Equity Instruments	Total
	Retained Earnings	through Other Comprehensive Income	
Balance as at 1st April, 2018	(2,350.91)	92.76	(2,258.15)
Profit/(loss) for the year	(1,410.99)	-	(1,410.99)
<b>Other Comprehensive Income</b>			
Re-measurement of investments carried at FVTOCI	-	(57.10)	(57.10)
Total Other Comprehensive Income	-	(57.10)	(57.10)
Total Comprehensive Income	(1,410.99)	(57.10)	(1,468.09)
<b>Balance as at 31st March 2019</b>	<b>(3,761.90)</b>	<b>35.66</b>	<b>(3,726.24)</b>
Balance as at 1st April, 2019	(3,761.90)	35.66	(3,726.24)
Profit/(loss) for the year	(107.20)	-	(107.20)
<b>Other Comprehensive Income</b>			
Re-measurement of investments carried at FVTOCI	-	(47.55)	(47.55)
Total Other Comprehensive Income	-	(47.55)	(47.55)
Total Comprehensive Income	(107.20)	(47.55)	(154.75)
<b>Balance as at 31st March 2020</b>	<b>(3,869.10)</b>	<b>(11.89)</b>	<b>(3,880.99)</b>

Notes to the financial Statements

1-35

The accompanying notes form an integral part of the financial statements.

As per our report of even date

FOR V.N. PUROHIT & CO.  
Chartered Accountants  
Firm Regn. No. 304040E

For and on behalf of the Board of Directors of  
Delta Industrial Resources Limited

O. P. Pareek  
Partner  
Membership No. 014238  
UDIN: - 20014238AAAABW5840

Pawan Kumar Mittal  
Director  
DIN: 00749265

Kiran Mittal  
Director  
DIN: 00749457

New Delhi, the 18th day of June 2020

Anamika  
Company Secretary  
PAN: BAFPA1605M

Rohit Mittal  
CFO & CEO  
PAN: APTPM8802N

## **1. Corporate Information:**

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

## **2. Significant Accounting Policies:**

### **2.1 Statement of Compliance:**

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) specified under section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015.

### **2.2 Basis for preparation of financial statements:**

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

### **2.3 Use of Estimates:**

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

### **2.4 Critical accounting estimates**

#### **i. Income Taxes:**

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

#### **ii. Impairment of Investments:**

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

**iii. Provisions:**

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

### **2.5 Property, Plant and Equipment**

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

The Company has chosen the cost model for recognition and this model is applied to all class of assets. After recognition as an asset, an item of PPE is carried at its cost less any accumulated depreciation and any accumulated impairment losses.

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

Depreciation on Property, Plant and Equipment, including assets taken on lease, other than freehold land is charged based on Written Down Value method on an estimated useful life as prescribed in Schedule II to the Companies Act, 2013. The useful life of asset taken into consideration as per Schedule II for the purpose of calculating depreciation is as follows: -

<b>Particulars of Property, Plant &amp; Equipment</b>	<b>Useful life (in years)</b>
Computers	3
Mobiles	5
Telephone	5

An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment are determined as a difference between the sale proceeds and the carrying amount of the asset and is recognized in the profit and loss.

At the end of each reporting period, the Company reviews the carrying amounts of tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss.



## **2.6 Revenue recognition:**

Effective 1<sup>st</sup> April, 2018, the Company has applied Ind AS 115 – Revenue from Contracts with Customers. Pursuant to adoption of Ind AS 115, Revenue from contracts with customers are recognized when the control over the goods or services promised in the contract are transferred to the customer. The amount of revenue recognized depicts the transfer of promised goods and services to customers for an amount that reflects the consideration to which the Company is entitled to in exchange for the goods or services.

### (i) Sale of goods: -

Revenue from sale of goods is recognized when the control over such goods have been transferred, being when the goods are delivered to the customers. Delivery occurs when the products have been shipped or delivered to the specific location as the case may be, risks of loss have been transferred to the customers, and either the customer has accepted the goods in accordance with the sales contract or the acceptance provisions have lapsed or the Company has objective evidence that all criteria for acceptance have been satisfied. Revenue from these sales are recognized based on the price specified in the contract.

### (ii) Interest Income: -

The Company recognises interest income using Effective Interest Rate (EIR) on all financial assets subsequently measured at amortised cost. EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments/receipts through the expected life of the financial asset/financial liability to the gross carrying amount of a financial asset or to the amortised cost of a financial liability.

### (iii) Dividend: -

Dividend income from investments is recognised when the shareholders' right to receive payment has been established which is generally when the shareholders approve the dividend.

## **2.7 Interest income**

Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.

## **2.8 Other income**

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

## **2.9 Foreign currency transactions:**

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

## **2.10 Financial Instruments:**

### **Financial Assets: -**

#### Recognition and initial measurement: -

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

#### Subsequent measurement: -

#### Financial Assets measured at Amortised Cost (AC)

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Amortised cost is the cost of a financial asset adjusted to achieve a constant effective interest rate over the life of the financial asset.

#### Financial Assets measured at Fair Value Through Other Comprehensive Income (FVTOCI)

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

#### Financial Assets measured Fair Value Through Profit and Loss (FVTPL)

Financial assets are subsequently measured at fair value through profit or loss unless they are measured at amortized cost or at fair value through other comprehensive income. For financial assets measured at fair value through profit and loss, all changes in the fair value are recognized in profit and loss when they occur.

#### De- recognition of Financial Assets: -

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

**Financial Liabilities: -**

Recognition and initial measurement: -

All Financial liabilities are recognized initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. Financial liabilities are classified as amortized cost.

Subsequent measurement: -

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

De-recognition of Financial liabilities

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

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

Offsetting of Financial Instrument: -

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

**2.11 Impairment of Financial Assets**

Equity instruments, Debt Instruments and Mutual Fund: -

In accordance with Ind -AS 109, the Company applies Expected Credit Loss model for measurement and recognition of impairment loss for Financial Assets.

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

Other Financial Assets: -

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

### **2.12 Inventories**

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

### **2.13 Cash & Cash equivalent**

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

### **2.14 Taxation**

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

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

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

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

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

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

### **2.15 Earnings Per Share**

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

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

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

### **2.16 Provision, Contingent Liabilities and Contingent Assets:**

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

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

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

**DELTA INDUSTRIAL RESOURCES LIMITED**

CIN: L52110DL1984PLC019625

## NOTES TO THE FINANCIAL STATEMENTS

**3. Property, plant and equipment:**

	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')
<u>Carrying amount:</u> -		
Computers	-	8.02
Mobiles	5.32	9.69
Telephone	0.08	0.14
<b>Total</b>	<b>5.40</b>	<b>17.85</b>

	Computers (Rupees) (Rs. in '000')	Mobiles (Rupees) (Rs. in '000')	Telephone (Rupees) (Rs. in '000')	Total (Rupees) (Rs. in '000')
<u>Cost or Deemed Cost:</u> -				
Balance as at 1st April 2019	160.40	73.99	1.08	235.47
Assets disposal/ written off during the year	(160.40)	-	-	(160.40)
Balance as at 31st March 2020	<u>-</u>	<u>73.99</u>	<u>1.08</u>	<u>75.07</u>
<u>Accumulated Depreciation:</u> -				
Balance as at 31st March 2019	152.38	64.30	0.94	217.62
Charge for the year	1.27	4.37	0.06	5.70
Depreciation on assets disposed/written off during the year	(153.65)	-	-	(153.65)
Balance as at 31st March 2020	<u>-</u>	<u>68.67</u>	<u>1.00</u>	<u>69.67</u>
<u>Carrying amount:</u> -				
Balance as at 31st March 2019	8.02	9.69	0.14	17.85
Balance as at 31st March 2020	-	5.32	0.08	5.40

**3.1 Notes**

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

**4. Investments: non-current**

	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')
<u>In Equity Instruments (quoted)</u>		
500 (31st March 2019: 500) equity shares of Uflex Ltd. of Rs. 10 each fully paid up.	69.00	113.95
19 (31st March 2019: Nil) equity shares of SBI Cards & Payment Services Ltd. of Rs. 10 each fully paid up.	11.75	-
	<u>80.75</u>	<u>113.95</u>
4.1 Aggregate amount of quoted investments (at cost)	92.63	78.29
4.2 Aggregate market value of quoted investments	80.75	113.95
4.3 Investment in quoted equity instruments is recognised at 'Fair Value Through Other Comprehensive Income' (FVTOCI).		

**5. Deferred tax assets/ (liabilities) (net)**

	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')
At the start of the year	9.45	7.31
Credit/(debit) to the statement of profit and loss	(1.43)	2.14
<b>At the end of year</b>	<b>8.02</b>	<b>9.45</b>

5.1 Deferred tax asset is recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

**DELTA INDUSTRIAL RESOURCES LIMITED**

CIN: L52110DL1984PLC019625

## NOTES TO THE FINANCIAL STATEMENTS

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

Particulars	For the year ended 31st March 2020 (Rs. in '000')			
	As at 31st March 2019	Recognised in Profit and Loss	Recognised in OCI	As at 31st March 2020
Property, plant and equipment	9.45	(1.43)	-	8.02
<b>Total</b>	<b>9.45</b>	<b>(1.43)</b>	<b>-</b>	<b>8.02</b>

Particulars	For the year ended 31st March 2020 (Rs. in '000')			
	As at 31st March 2019	Recognised in Profit and Loss	Recognised in OCI	As at 31st March 2020
Property, plant and equipment	7.31	2.14	-	9.45
<b>Total</b>	<b>7.31</b>	<b>2.14</b>	<b>-</b>	<b>9.45</b>

<b>6. Other non current assets</b>	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')
Advance for purchase of investments	1,300.00	1,300.00
	<b>1,300.00</b>	<b>1,300.00</b>
<b>7. Inventories</b>	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')
<u>Stock in trade:</u> -		
- Shares and securities (quoted)	36.99	115.45
- Diamond	-	6,292.00
	<b>36.99</b>	<b>6,407.45</b>
7.1 Inventories consisting of quoted equity shares & securities are recognised at 'Fair Value Through Profit & Loss' (FVTPL).		
<b>8. Trade receivables: current</b>	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')
Considered good - unsecured	7,511.75	1,093.74
	<b>7,511.75</b>	<b>1,093.74</b>
<b>9. Cash and cash equivalents</b>	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')
Cash on hand (as certified)	95.07	141.05
Balances with banks in current accounts	2.81	1,381.84
	<b>97.88</b>	<b>1,522.89</b>
<b>10. Loans: current</b>	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')
<u>Unsecured, considered good</u>		
- Loans to related parties	7,399.11	4,845.97
- Loans to others	47,688.24	31,275.52
	<b>55,087.35</b>	<b>36,121.49</b>
<b>11. Other financial assets: current</b>	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')
Accrued interest on loan	3,260.51	2,773.39
	<b>3,260.51</b>	<b>2,773.39</b>

<b>DELTA INDUSTRIAL RESOURCES LIMITED</b>				
CIN: L52110DL1984PLC019625				
NOTES TO THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2019				
<b>11.</b>	<b>Other current assets</b>		<b>As at</b>	<b>As at</b>
			<b>31st March 2019</b>	<b>31st March 2018</b>
			<i>(Rs. in Thousands)</i>	<i>(Rs. in Thousands)</i>
	Advance for purchase of investments		1,300.00	1,000.00
	Input credit of GST		252.23	140.53
			<b>1,552.23</b>	<b>1,140.53</b>
<b>12</b>	<b>Equity share capital</b>		<b>As at 31st March 2019</b>	<b>As at 31st March 2018</b>
			<b>Nos.</b>	<b>Nos.</b>
			<i>(Rs. in Thousands)</i>	<i>(Rs. in Thousands)</i>
	<b>Authorized shares</b>			
	Equity shares of Rs. 10 each with voting rights	6,500,000	65,000	6,500,000
	Issued, subscribed and fully paid- up shares	5,393,000	53,930	5,393,000
<b>12.1</b>	<b>Reconciliation of number of equity shares and amount outstanding</b>			
			<b>As at 31st March 2019</b>	<b>As at 31st March 2018</b>
			<b>Nos.</b>	<b>Nos.</b>
			<i>(Rs. in Thousands)</i>	<i>(Rs. in Thousands)</i>
	<u>Equity Shares</u>			
	- At the beginning of the period	5,393,000	53,930	5,393,000
	- Issued during the year	-	-	-
	<b>Total Outstanding at the end of the period</b>	<b>5,393,000</b>	<b>53,930</b>	<b>5,393,000</b>
<b>12.2</b>	<b>Terms and rights attached to equity shares</b>			
	The company has issued only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to vote per share. The company declares and pays dividend if any, in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all the preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholder.			
<b>12.3</b>	<b>Details of shareholders holding more than 5% shares in the company: -</b>			
			<b>As at 31st March 2019</b>	<b>As at 31st March 2018</b>
			<b>Nos.</b>	<b>Nos.</b>
			<b>% holding</b>	<b>% holding</b>
	Kiran Mittal	400,000	7.42%	400,000
	Pawan Kumar Mittal	765,000	14.19%	765,000
	Pawan Kumar Mittal (HUF)	1,000,000	18.54%	1,000,000
	Namaskar Dealcom Private Limited	380,100	7.05%	380,100
	As per records, registers and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.			
<b>13.</b>	<b>Other equity</b>		<b>As at</b>	<b>As at</b>
			<b>31st March 2019</b>	<b>31st March 2018</b>
			<i>(Rs. in Thousands)</i>	<i>(Rs. in Thousands)</i>
	<u>Retained earnings</u>			
	Opening balance	(2,198.14)		(2,159.39)
	Profit/ (loss) for the period	(1,410.98)		(38.75)
	Closing balance		(3,609.12)	(2,198.14)
	<u>Equity instruments through other comprehensive income</u>			
	Opening balance	92.76		60.66
	Utilised/ transferred during the year	(57.10)		32.10
	Closing balance		35.66	92.76
			<b>(3,573.46)</b>	<b>(2,105.38)</b>



**DELTA INDUSTRIAL RESOURCES LIMITED**

CIN: L52110DL1984PLC019625

## NOTES TO THE FINANCIAL STATEMENTS

12. Other current assets	As at		As at	
	31st March 2020		31st March 2019	
	(Rs. in '000')		(Rs. in '000')	
Input credit of GST	346.00		252.23	
	<u>346.00</u>		<u>252.23</u>	

13. Equity share capital	As at 31st March 2020		As at 31st March 2019	
	Nos.	(Rs. in '000')	Nos.	(Rs. in '000')
<b>Authorized shares</b>				
Equity shares of Rs. 10 each with voting rights	6,500,000	65,000.00	6,500,000	65,000.00
<b>Issued, subscribed and fully paid- up shares</b>	<b>5,393,000</b>	<b>53,930.00</b>	<b>5,393,000</b>	<b>53,930.00</b>

## 13.1 Reconciliation of number of equity shares and amount outstanding

	As at 31st March 2020		As at 31st March 2019	
	Nos.	(Rs. in '000')	Nos.	(Rs. in '000')
<u>Equity Shares</u>				
- At the beginning of the period	5,393,000	53,930.00	5,393,000	53,930.00
- Issued during the year	-	-	-	-
<b>Total Outstanding at the end of the period</b>	<b>5,393,000</b>	<b>53,930.00</b>	<b>5,393,000</b>	<b>53,930.00</b>

## 13.2 Terms and rights attached to equity shares

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

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all the preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholder.

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

	As at 31st March 2020		As at 31st March 2019	
	Nos.	% holding	Nos.	% holding
Kiran Mittal	400,000	7.42%	400,000	7.42%
Pawan Kumar Mittal	765,000	14.19%	765,000	14.19%
Pawan Kumar Mittal (HUF)	1,000,000	18.54%	1,000,000	18.54%
Namaskar Dealcom Private Limited	380,100	7.05%	380,100	7.05%

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

14. Other equity	As at		As at	
	31st March 2020		31st March 2019	
	(Rs. in '000')		(Rs. in '000')	
<u>Retained earnings</u>				
Balance as per last financial statements	(3,761.90)		(2,350.91)	
Profit/ (loss) for the period	<u>(107.20)</u>		<u>(1,410.99)</u>	
Closing balance		(3,869.10)		(3,761.90)
<u>Equity instruments through other comprehensive income</u>				
Balance as per last financial statements	35.66		92.76	
Re-measurement of Investments through FVTOCI	<u>(47.55)</u>		<u>(57.10)</u>	
Closing balance		(11.89)		35.66
		<u>(3,880.99)</u>		<u>(3,726.24)</u>

**DELTA INDUSTRIAL RESOURCES LIMITED**

CIN: L52110DL1984PLC019625

## NOTES TO THE FINANCIAL STATEMENTS

<b>15. Other financial liabilities: current</b>	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')
Audit fees payable	35.00	36.00
Salary payable	70.00	33.48
Expenses payable	5.90	25.22
	<b>110.90</b>	<b>94.70</b>
<b>16. Other current liabilities</b>	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')
TDS payable	5.00	5.46
Advance received from customers	18,144.00	-
	<b>18,149.00</b>	<b>5.46</b>
<b>17. Revenue from operation</b>	For the year ended on 31st March 2020 (Rs. in '000')	For the year ended on 31st March 2019 (Rs. in '000')
<u>Income from sale of:</u> -		
Fabric	-	60,382.95
Diamond	6,402.00	-
	<b>6,402.00</b>	<b>60,382.95</b>
<b>18. Other income</b>	For the year ended on 31st March 2020 (Rs. in '000')	For the year ended on 31st March 2019 (Rs. in '000')
Interest income on loans advanced	3,253.17	3,488.10
Dividend income	1.10	1.10
Interest on income tax refund	3.35	-
Profit on sale of property, plant & equipment	1.27	-
	<b>3,258.89</b>	<b>3,489.20</b>
<b>19. Purchases of stock-in-trade</b>	For the year ended on 31st March 2020 (Rs. in '000')	For the year ended on 31st March 2019 (Rs. in '000')
<u>Purchase of:</u> -		
Diamonds	-	6,292.00
Fabric	-	59,959.63
	<b>-</b>	<b>66,251.63</b>
<b>20. Changes in inventories</b>	For the year ended on 31st March 2020 (Rs. in '000')	For the year ended on 31st March 2019 (Rs. in '000')
Opening balance of stock in trade	6,407.45	120.15
Less: Closing balance stock in trade	(36.99)	(6,407.45)
	<b>6,370.46</b>	<b>(6,287.30)</b>
<b>21. Employee benefit expenses</b>	For the year ended on 31st March 2020 (Rs. in '000')	For the year ended on 31st March 2019 (Rs. in '000')
Salaries & allowances	916.00	520.74
Director's remuneration (basic salary)	-	660.00
Director sitting fee	66.00	30.00
	<b>982.00</b>	<b>1,210.74</b>

**DELTA INDUSTRIAL RESOURCES LIMITED**

CIN: L52110DL1984PLC019625

**NOTES TO THE FINANCIAL STATEMENTS****22. Other expenses**

	For the year ended on 31st March 2020 (Rs. in '000')	For the year ended on 31st March 2019 (Rs. in '000')
Advertisement expenses	62.40	73.35
Annual Membership fees	396.80	331.82
ROC Filing fees	8.40	6.60
Interest paid on statutory dues	21.05	0.61
Legal & professional charges	1,861.76	71.09
Conveyance Expenses	1.00	-
Bank Charges	1.29	-
Miscellaneous expenses	-	4.59
Net loss on derivatives	-	3,029.92
Payment to statutory auditors (Note no. 30)	50.00	48.00
Payment to internal auditor	-	50.00
STT paid	-	474.53
Website expenses	2.80	2.93
Printing & Stationery	3.00	-
	<b>2,408.50</b>	<b>4,093.44</b>

**23. Related parties: -**

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

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

(i)	Key Management Personnel	Sh. Pawan Kumar Mittal (Director) Ms. Kiran Mittal (Director) Sh. Rohit Mittal (CFO & CEO) Ms. Anamika (Company Secretary)
(ii)	Relatives of Key Management Personnel	None
(iii)	Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives	M/s. Dolf Leasing Limited M/s. Pawanshiv Tradevin Private Limited M/s. Gulmohar Investments and Holdings Limited M/s. Skybox Industries Limited (formerly known as Smart Capital Services Limited)

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

(Rs. in ‘000)

	Transaction with	Nature of Transaction	Transaction during the year		Balance as on	
			31/03/2020	31/03/2019	31/03/2020	31/03/2019
(i)	Key Management Personnel:-					
	Ms. Anamika	Remuneration	142.00	102.58	12.00	Nil
	Mr. Rohit Mittal	Remuneration	720.00	660.00	58.00	Nil
	Mr. Pawan Kumar Mittal	Loan given	5,500.00	Nil	5,500.00	Nil
		Interest income	44.02	Nil	44.02	Nil
(ii)	Relatives of Key Management Personnel:- None					
(iii)	Enterprises in which Key Management Personnel and Relatives are having significant influences: -					
	M/s. Dolf Leasing Limited	Loan given	1,900.00	Nil	1,900.00	Nil
		Interest Income	8.90	Nil	8.01	Nil
	M/s. Pawanshiv Tradevin Private Limited	Advance for purchase of investment	Nil	Nil	1,000.00	1,000.00
	M/s. Gulmohar Investments and Holdings Limited	Loan given	Nil	Nil	Nil	300.00
		Loan recovered	300.00	1,900.00	Nil	Nil
		Interest income	4.01	162.19	Nil	145.97
	M/s. Skybox Industries Limited (M/s. formerly known as Smart Capital Services Limited)	Loan given	12,900.00	13,800.00	Nil	4,400.00
		Loan recovered	17,300.00	9,400.00	Nil	Nil
		Interest income	1,084.42	153.98	975.93	138.58
		Goods purchased	Nil	6,292.00	Nil	Nil

## 24. Segment information

(a) The Company has identified three reportable segments viz., Fabric, Diamond and Shares & securities after taking into account the nature of product and services and the differing risk and returns on such products and services. The accounting policies adopted for segment reporting are in line with the accounting policy of the company with following additional policies for segment reporting: -

(i) Revenue and expenses have been identified to a segment on the basis of relation to operating activities of the segment. Revenue and expenses that relate to an enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as “Un-allocable”.

(ii) Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as “Un-allocable”.

(b) Segment information:-

Particulars		For the year ended on 31st March 2020 (Rs. in '000)	For the year ended on 31st March 2019 (Rs. in '000)
Segment Revenue: -			
	Fabric	Nil	60,382.95
	Diamond	6,402.00	Nil
	Share & Securities	Nil	Nil
	Total Revenue	6,402.00	60,382.95
Segment Results			
(Profit/ loss before interest and taxes)			
	Fabric	Nil	423.32
	Diamond	110.00	Nil
	Share & Securities	(78.47)	(479.23)
Less:	Interest	Nil	Nil
Less:	Other Un-allocable expenditure (net)	(137.31)	(1,357.21)
	Total Profit Before Taxes	(105.78)	(1413.12)
Segment assets			
	Fabric	Nil	Nil
	Diamond	7,511.75	7,385.74

	Shares & securities	36.99	115.45
	Un- allocable	60,752.16	42,793.29
	Total Assets	68,300.90	50,294.48
Segment Liabilities			
	Fabric	Nil	Nil
	Diamond	Nil	Nil
	Shares & securities	5.90	Nil
	Un- allocable	18,254.00	100.16
	Total	18,259.90	100.16
Capital employed (segment assets- segment liabilities)			
	Fabric	Nil	Nil
	Diamond	7,511.75	7,385.74
	Shares & securities	31.09	115.45
	Un- allocable	42,498.16	42,693.13
	Total	50,041.00	50,194.32

(c) Secondary Segment Information: -

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

25. Balance of receivables, payables and advances are subject to confirmation.

26. Particulars	31/03/2020	31/03/2019
	(Rs. in '000)	(Rs. in '000)
Earnings/ Remittances and/ or Expenditure in Foreign Currency	Nil	Nil

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

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

29. The financial statements were approved for issue by the Board of Directors on 18th June, 2020.

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

Particulars	31/03/2020 (Rs. in '000)	31/03/2019 (Rs. in '000)
In respect of statutory audit (including tax audit)	40.00	40.00
In respect of certification	10.00	8.00
TOTAL	50.00	48.00

31. Particulars	31/03/2020 (Rs. in '000)	31/03/2019 (Rs. in '000)
Contingent Liability not provided for	Nil	Nil
Pending litigation by/ against the Company	Nil	Nil

32. The outbreak of COVID-19 pandemic is causing significant disturbance and slowdown of economic activities globally. The nationwide lockdown ordered by the Government of India has resulted in significant reduction in economic activities and also the business operations of the Company in terms of sales and production. The management has considered the possible effects that may result from the pandemic on the recoverability / carrying value of the assets. Based on the current indicators of future economic conditions, the management expects to recover the carrying amount of the assets, however the management will continue to closely monitor any material changes to future economic conditions. Given the uncertainties, the final impact on Company's assets in future may differ from that estimated as at the date of approval of these financial results.

33. Previous year's figures have been re- arranged or re- grouped wherever considered necessary.

34. Figures have been rounded off to the nearest thousand of rupees.

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

Signed for the purpose of Identification

FOR V.N. PUROHIT & CO.  
Chartered Accountants  
Firm Regn. 304040E

For and on behalf of Board of Directors of  
Delta Industrial Resources Limited

O.P. Pareek  
Partner  
Membership No. 014238

Kiran Mittal  
Director  
DIN: 00749457

Pawan Kumar Mittal  
Director  
DIN: 00749265

UDIN: 20014238AAAABW5840

New Delhi, the 18th day of June 2020

Rohit Mittal  
CFO & CEO  
PAN: APTPM8802N

Anamika  
Company Secretary  
PAN NO- BAFPA1605M



## ANNEXURE E

### **FORM NO. AOC - 2**

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

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

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

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

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

(₹ in thousands)

	Transaction with	Nature of Transaction	Transaction during the year		Balance as on	
			31/03/2020	31/03/2019	31/03/2020	31/03/2019
			0	9	0	19
(i)	Key Management Personnel:-					
	Ms. Anamika	Remuneration	142.00	102.58	12.00	Nil
	Mr. Rohit Mittal	Remuneration	720.00	660.00	58.00	Nil
	Mr. Pawan Kumar Mittal	Loan given	5,500.00	Nil	5,500.00	Nil
		Interest income	44.02	Nil	44.02	Nil
(ii)	Relatives of Key Management Personnel:- None					

(iii)	Enterprises in which Key Management Personnel and Relatives are having significant influences: -				
M/s. Dolf Leasing Limited	Loan given	1,900.00	Nil	1,900.00	Nil
	Interest Income	8.90	Nil	8.01	Nil
M/s. Pawanshiv Tradevin Private Limited	Advance for purchase of investment	Nil	Nil	1,000.00	1,000.00
M/s. Gulmohar Investments and Holdings Limited	Loan given	Nil	Nil	Nil	300.00
	Loan recovered	300.00	1,900.00	Nil	Nil
	Interest income	4.01	162.19	Nil	145.97
M/s. Skybox Industries Limited (M/s. formerly known as Smart Capital Services Limited)	Loan given	12,900.00	13,800.00	Nil	4,400.00
	Loan recovered	17,300.00	9,400.00	Nil	Nil
	Interest income	1,084.42	153.98	975.93	138.58
	Goods purchased	Nil	6,292.00	Nil	Nil

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

sd/-  
**Kiran Mittal**  
**Director**  
**DIN: 00749457**

sd/-  
**Pawan Kumar Mittal**  
**Director**  
**DIN: 00749265**

**Date:** 04.09.2020

**Place:** New Delhi

# ANNEXURE F

## FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON MARCH 31, 2020

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

### I REGISTRATION & OTHER DETAILS

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

### II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No	Name and Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
1.	Trading of Fabrics	51311	0
2.	Trading of Diamond	32112	100

### III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

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

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the end of the year [As on 31-March-2020]				No. of Shares held at the beginning of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	2165000	0	2165000	40.14	2165000	0	2165000	40.14	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(1)</b>	<b>2165000</b>	<b>0</b>	<b>2165000</b>	<b>40.14</b>	<b>2165000</b>	<b>0</b>	<b>2165000</b>	<b>40.14</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>TOTAL (A)</b>	<b>2165000</b>	<b>0</b>	<b>2165000</b>	<b>40.14</b>	<b>2165000</b>	<b>0</b>	<b>2165000</b>	<b>40.14</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>I. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-

f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.	1174231	61950	1236181	22.92	1174231	400	1322946	24.53	1.61
i) Indian									
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	389414	65300	454714	8.43	295253	125150	420403	7.79	0.64
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	1154020	63650	1217670	22.58	1118520	63650	1182170	21.92	0.66
c) Others									
HUF	284890	0	284890	5.28	238790	32200	270990	5.02	0.26
d) Non Resident Indians	34545	0	34545	0.64	28691	0	28691	0.53	0.11
e) Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
f) Foreign Nationals	-	-	-	-	-	-	-	-	-
g) Clearing Members	-	-	-	-	-	-	-	-	-
h) Trusts	-	-	-	-	-	-	-	-	-
i) Foreign Bodies	-	-	-	-	-	-	-	-	-
<b>Sub-total</b>	<b>3006600</b>	<b>221400</b>	<b>322800</b>	<b>59.86</b>	<b>3006600</b>	<b>221400</b>	<b>322800</b>	<b>59.86</b>	<b>0.00</b>

<b>(B)(2):-</b>			<b>0</b>				<b>0</b>		
<b>Total Public (B)</b>	<b>3006600</b>	<b>221400</b>	<b>322800</b>	<b>59.86</b>	<b>3006600</b>	<b>221400</b>	<b>322800</b>	<b>59.86</b>	<b>0.00</b>
			<b>0</b>				<b>0</b>		
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>5171600</b>	<b>221400</b>	<b>539300</b>	<b>100</b>	<b>5171600</b>	<b>221400</b>	<b>539300</b>	<b>100</b>	
			<b>0</b>				<b>0</b>		

(ii) Share Holding Of Promoters

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

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

There is no change in shareholdings of Promoters

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

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

	Shares acquired/sold	0	0.00	0	0
	At the end of the year	250500	4.64	250500	4.64
<b>3</b>	<b>LIVELY EQUIPMENTS SUPPLIERS PRIVATE LIMITED</b>				
	At the beginning of the year	170733	3.16	170733	3.16
	Shares acquired/sold	0	0	0	0
	At the end of the year	170733	3.16	170733	3.16
<b>4</b>	<b>BMA WEALTH CREATORS LTD.</b>				
	At the beginning of the year	163961	3.04	163961	3.04
	Shares acquired/sold	(496)	(0.009)	163465	3.031
	At the end of the year	163465	3.031	163465	3.031
<b>5</b>	<b>NATIONAL STOCK EXCHANGE OF INDIA LIMITED</b>				
	At the beginning of the year	118497	2.20	118497	2.20
	Shares acquired/sold	-	-	-	-
	At the end of the year	118497	2.20	118500	2.20
<b>6</b>	<b>PRASHANT ARORA</b>				
	At the beginning of the year	100000	1.85	100000	1.85
	Shares acquired/sold	0	0.00	0	0
	At the end of the year	100000	1.85	100000	1.85
<b>7</b>	<b>PRASIDHI ANEJA</b>				
	At the beginning of the year	100000	1.85	100000	1.85
	Shares acquired/sold	0	0.00	0	0
	At the end of the year	100000	1.85	100000	1.85
<b>8</b>	<b>PRANAY ANEJA</b>				
	At the beginning of the year	100000	1.85	100000	1.85
	Shares acquired/sold	0	0.00	0	0
	At the end of the year	100000	1.85	100000	1.85
<b>9</b>	<b>RAJNI ANEJA</b>				
	At the beginning of the year	100000	1.85	100000	1.85
	Shares acquired/sold	0	0.00	0	0
	At the end of the year	100000	1.85	100000	1.85
<b>10</b>	<b>RISHABH ANEJA</b>				
	At the beginning of the year	100000	1.85	100000	1.85
	Shares acquired/sold	0	0.00	0	0
	At the end of the year	100000	1.85	100000	1.85

(v) Shareholding of Directors and Key Managerial Personnel

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares

1	Pawan Kumar Mittal	765000	14.19	765000	14.19
2	Kiran Mittal	400000	7.42	400000	7.42

## V INDEBTEDNESS

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

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

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of the CEO/CFO	Name of Company Secretary	Total Amount (Rs.)
Name		Rohit Mittal	Anamika	
1	Gross salary	720,000/-	142000/-	862000/-
	(a) Salary as per provisions contained in section 17(1) of the Income Tax 1961 (Rs.)			
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 (Rs.)	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 (Rs.)	-	-	-
2	Stock option	-	-	-
	Sweat Equity	-	-	-
	Commission	-	-	-
	as % of profit	-	-	-
	others (specify)	-	-	-
	Others, please specify	-	-	-
	<b>Total (A)</b>	720,000/-	142000/-	862000/-



	Ceiling as per the Act	-		-
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b. Remuneration to Other Directors

SI. No.	Particulars of Remuneration	Name of the Directors		Total Amount
1	Independent Directors	Jitendra Kumar Aggarwal	Prakash Chand Jajoria	
	(a) Fee for attending board committee meetings	42,000/-	24,000/-	66,000/-
	(b) Commission	0	0	0
	(c ) Others, please specify	0	0	0
	Total (1)	42,000/-	24,000/-	66,000/-
2	Other Non Executive Directors	-	-	-
	(a) Fee for attending board committee meetings	0	0	0
	(b) Commission	0	0	0
	(c ) Others, please specify.	0	0	0
	Total (2)	0	0	0
	<b>Total (B)=(1+2)</b>	<b>42,000/-</b>	<b>24,000/-</b>	<b>66,000/-</b>
	Total Managerial Remuneration	0	0	0
	Overall Ceiling as per the Act.	0	0	0

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

SI. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO/ CFO	Company Secretary		
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	720,000/-	142,000/-		862,000/-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961				
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-		-
2	Stock Option	-	-		-
3	Sweat Equity	-	-		-
4	Commission as % of profit others, specify	-	-		-
5	Others, please specify	-	-		-
	<b>Total</b>	<b>720,000/-</b>	<b>142,000/-</b>		<b>862,000/-</b>
		-	-		

**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)
<b>A. COMPANY</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
<b>B. DIRECTORS</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment			N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

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

sd/-

Kiran Mittal

Director

DIN: 00749457

sd/-

Pawan Kumar Mittal

Director

DIN: 00749265

Date: 04.09.2020

Place: New Delhi

Please Return to this address, if Undelivered:

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