

DELTA INDUSTRIAL RESOURCES LIMITED

CIN: LS2110DL1984PLC019625

Regd. Office: UNIT NO.-111, AGGARWAL CITY SQUARE, PLOT NO. 10, DISTRICT CENTRE MANGLAM PLACE, SECTOR-3, ROHINI, NEW DELHI-110085
Phone No. 8657458159, Email Id: deltaindustrialresourcesltd@gmail.com, website: www.delta.ind.in

30TH September, 2023

To,

BSE Limited
Department of corporate services,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001.
Scrip Code: 539596

Metropolitan stock Exchange of India
205(A), 2nd Floor, Piramal Agastya Corporate park
Kamani Junction, LBS Road, Kuria (west) Mumbai
PIN Code-400070
Symbol: DELTA

Dear Sir/ Madam,

Sub: Outcome of Board Meeting

Pursuant to Regulation 30 and other applicable regulations of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Board of Directors of the Company, at its meeting held today i.e., Wednesday, September 06, 2023 has considered and transacted the following business:

1. The Board has approved the Draft Notice of the 38th Annual General Meeting of the Company to be held on Saturday, September 30, 2023 at 10.00 AM AT Vijendra Bhawan, Swagat Market, Main Mubarak Pur Road, Near by Patanjali Mega store, Main Road , AgarNagar, Kirari, New Delhi-110086. The Notice of the AGM and Annual Report 2022-23 will be available on the website of the Company and will be submitted to the Stock Exchanges in due course.
2. The Board has considered and approved the Draft Director's Report, Management Discussion & Analysis Report & Corporate Governance Report for the Year ended March 31, 2023.
3. The Board has decided that the Registrar of Members & Share Transfer Books of the Company will Remain Closed from Sunday September 24, 2023 to Saturday September 30, 2023 (both days inclusive) for the Purpose of Annual General Meeting.

The meeting of the Board of Directors commenced at 06:00 P.M. and concluded at 06:30 P.M. Kindly take the above document on your record.

Thanking You,
Yours Truly,

For Delta Industrial Resources Limited,


Jay Nath Jha
Managing Director
(DIN: 10099333)
Place: New Delhi



NOTICE

Notice is hereby given that the 38Th Annual General Meeting of the members of **Delta Industrial Resources Limited** will be held on Saturday, 30Th September, 2023 at 10:00 A:M. at Vijendra Bhawan,Swagat Market,Main Mubarak Pur Road,Near By Patanjali Mega store, Main Road ,AgarNagar,Kirari,NewDelhi-110086 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 31st March, 2023 and the Reports of the Board of Directors and the Auditors thereon.

ItemNo.2: Appoint Statutory Auditors of the Company and Fix their remuneration.

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

***RESOLVED THAT** pursuant to the provisions of Section 139-142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and read with the underlying Rules viz. Companies (Audit and Auditors) Rules, 2014 and Pursuant to the recommendation made by the Audit Committee of the Board, as amended from time to time M/s NITIN GAMI & ASSOCIATES, Chartered, Accountants (Firm Registration No.332567E), be and is hereby appointed as Auditors of the Company in place of the retiring auditors M/s V.N. Purohit & Co.Chartered Accountants having Firm Registration Number(FRN:304040E) to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the Forty (43rd) AGM to be held in 2028(subject to ratification of their appointment at every AGM, if so required under the Act), at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors:

ItemNo.3: Appointment of Secretarial Auditors:

To consider and thought fit, to pass with or without modifications the following resolution as ordinary resolution:

***RESOLVED THAT** pursuant to the provisions of Section 204(1) of the Companies Act 2013 rule 9 of the Companies (Appointment and Remuneration personnel) Rules 2014 and other applicable provisions if any of the Companies Act, 2013, M/s. Shraavan A,Gupta & Associates, Practicing Company Secretaries (CP.No.9990) within the meaning of Section 2(25) of the Companies Act, 2013 be and is hereby appointed as secretarial auditor of the company for the financial Year 2023-24 on the terms of remuneration as agreed by the Board of directors and the Board of directors of the company be and is authorized to fix the remuneration from time to time in consultation with Audit Committee and the conclusion of this annual general meeting until the conclusion of next annual general meeting



Delta Industrial Resources Limited
Annual Report 2022-23



SPECIAL BUSINESS:

Item No.4: FOR SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF DELHI TO THE STATE OF MAHARASHTRA.

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

"RESOLVED THAT subject to the provisions of section 12 & 13 read with Rule 30 of Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the confirmation/approval of the Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), consent of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of Delhi to the State of Maharashtra."

"RESOLVED FURTHER THAT subject to the aforementioned confirmation/approval and pursuant to section 13 and all other applicable provisions, if any of the Companies Act, 2013, the existing clause II of Memorandum of Association of the Company be and is hereby substituted with the following clause II: "II. The Registered Office of the Company will be situated in the State of Maharashtra"

"RESOLVED FURTHER THAT upon the approval of the Regional Director, the Registered office of the Company be shifted from the State of Delhi to the State of Maharashtra."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard as the Board may in its sole and absolute discretion deem fit and delegate all or any of its powers herein conferred to any Director(s), Officer(s) and/or the Consultant of the Company, if required, as it may in its absolute discretion deem it necessary or desirable.

Item No.5: To Appoint of Mr. Jay Nath Jha (DIN: 1009333) as the Managing Director of the Company:

To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:

"RESOLVED THAT in accordance with the provisions of Section 196, 197 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, at the recommendation of the Nomination and Remuneration Committee, Mr. Jay Nath Jha (DIN: 1009333) be and is hereby appointed as Managing Director for a period of Three years effective from April 19, 2023 at the remuneration, allowances/ perquisites and other terms and conditions as detailed below and will liable to retire by rotation: A salary at the rate of Rs.45000/- per month w.e.f April 19, 2023, which may be reviewed by the Board per month as may be approved by the Board of Directors from time to time at the recommendation of Nomination and Remuneration Committee. No sitting fee shall be payable to the Managing Director for attending any meeting of the Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the Company shall pay to Managing Director the remuneration as mentioned above as minimum remuneration as per provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT that the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution."



"RESOLVED FURTHER THAT, Board of director of the company be and is hereby authorized to make necessary compliance with Registrar of Companies and to do such other acts and deeds as may be necessary for giving effect to this resolution."

Item No.6 Regularization of Additional Director, Mr. RAJU DAYARAM ANBHORKAR (DIN.10104257) as Director of the Company:

To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:

Mr. RAJU DAYARAM ANBHORKAR [DIN.10104257], was inducted to the Board at the Board meeting held on April 19,2023 who was appointed as an Additional Director. In terms of section 161(1) of the companies Act,2013(the "Act") RAJU DAYARAM ANBHORKAR can hold office only up to the date of ensuring Annual General Meeting with respect the same ,the company has received a notice in writing pursuant to the provision of section 160 of the companies,Act,2013 proposing his candidature for appointment letter to be issued to Mr. RAJU DAYARAM ANBHORKAR the office of the Company .The Terms & Condition of appointment are set out in draft Appointment letter to be issued to Mr. RAJU DAYARAM ANBHORKAR by the company .The Board is opinion that the appointment and presence of Mr. RAJU DAYARAM ANBHORKAR on the Board will be desirable ,beneficial and in the best interest of the company .The Board recommended the resolution set out setout in the Item no.6 of the accompanying Notice for approval and adoption of the members .A copy of Board resolution and Draft appointment letter issued to Mr. RAJU DAYARAM ANBHORKAR will be available for inspection between 11.00 A.m. to 1.00 P.m on all working days (Monday to Friday) at the Registered office of the company .

Item No.7 Regularization of Additional Director (Woman), Miss. Lily Mundu (DIN.10118884) as Independent Director of the Company:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Board be and is hereby accorded, to appoint Miss. Lily Mundu (DIN.10118884) as an Additional Woman Director (Non-Executive & Independent) on the Board of the Company w.e.f. 19.04.2023 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as an Independent Director to hold office for a term upto 5 consecutive years from the date of ensuing general meeting."

"RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

"RESOLVED FURTHER THAT any one of the Directors for the time being be and are hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as and when required."

Item No.8 Regularization of Additional Director, Mr. KRISHNA KUMAR KULSHRESTHA (DIN. 09719927) as Independent Director of the Company:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Board be and is hereby accorded, to appoint



**Delta Industrial Resources Limited
Annual Report 2022-23**



Mr. KRISHNA KUMAR KULSHRESTHA (DIN. 09719927) as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. 11.08.2023 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as an Independent Director to hold office for a term upto 5 consecutive years from the date of ensuing general meeting."

"RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

"RESOLVED FURTHER THAT any one of the Directors for the time being be and are hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as and when required."

Item No.9 Regularization of Additional Director, Mr. DEEPAK SINHA (DIN. 09726154) as Independent Director of the Company:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Board be and is hereby accorded, to appoint Mr. DEEPAK SINHA (DIN. 09726154) as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. 11.08.2023 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as an Independent Director to hold office for a term upto 5 consecutive years from the date of ensuing general meeting."

"RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

"RESOLVED FURTHER THAT any one of the Directors for the time being be and are hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as and when required."

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


Jyoti Jha
Managing Director

Date: 06.09.2023
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. The relevant details of the pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed.

Item No:2

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act. Due to preoccupation M/s V.N.Purohit & Co.Chartered Accountants having Firm Registration Number[FRN-304040E] have expressed their inability to continue as the Auditors of the Company. The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on 12th August, 2023, proposed the appointment of M/s NITIN GAMI & ASSOCIATES, Chartered, Accountants (Firm Registration No.332567E), Address at P-141, Kalindi Vatika, Block B, Flat 3A, Kolkata-700089, as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the Forty (43rd) AGM of the Company to be held in 2028, subject to ratification of their appointment at every AGM, if required under the Act. M/s NITIN GAMI & ASSOCIATES, Chartered, Accountants (Firm Registration No.332567E), have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act and fix their remuneration. The Board commends the Ordinary Resolution set out at Item No.2 of the Notice for approval by the Members. None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No.2 of the Notice.

Item No: 3

Pursuant to section 204 of the Companies Act, 2013, every listed Company has to provide Secretarial Audit Report given by Company Secretary in Practice. The Board of Directors of the Company at its meeting held on 2nd September, 2023 has considered and approved appointment of M/s. Shrawan A.Gupta & Associates, Practising Company Secretaries [CP.No.9990] for the financial year 2023-24 at agreed remuneration. The proposed change will in no way be detrimental to the interest of any member of public, Employees or other associates of the Company in any manner whatsoever.

None of the Directors of the Company is deemed to be interested or concerned in the proposed resolution.

Item No: 4

As per provisions of Section 12 & 13 of the Companies Act, 2013 shifting of registered office of a company from Delhi to Maharashtra we requires approval of shareholders by way of Special Resolution. With a view to operational convenience and ease, the Board of Directors considered and subject to approval of shareholders, approved the proposal for shifting the registered office to in the state of Maharashtra. The proposed location is outside the state of Delhi and therefore requires approval of shareholders by way of special resolution. If approved, the registered office will be moved to the state of Maharashtra, with effect from after approval of the Relevant authorities. The Directors recommend the approval of the special resolution.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No.4 of the accompanying Notice. The Board of Directors recommends the resolution for your approval. The Promoter(s) of the Company are not interested in the resolution.

Item No.5 Regularization of Additional Director, Mr. Jay Nath Jha (DIN: 10099333) the Managing Director of the company

The brief profile of Mr. Jay Nath Jha (DIN: 10099333) the Managing Director of the company given below:- Based on recommendation of Nomination and Remuneration Committee and in terms of provisions of Section 152, and any other applicable provisions of the Companies Act, 2013, SEBI Listing regulations 2015, the Board has proposed the appointment of Mr. Jay Nath Jha (DIN: 10099333) The Managing Director of the company , at this Annual General Meeting for a term of 3 (Three) years from 19th April,2023 and he shall be liable to retire by rotation, with effect from 30th September,2023."

Mr. Jay Nath Jha, an Indian Habitat is currently engaged in the business to ensure PAN India level smooth running of equipment rental business, Operations, Maintenance & Social media (Digital) marketing. He is an effective communicator with a wide spectrum of Constructions Equipment, Material Handling Equipment, Aerial Work Platforms, Industrial Cleaning Equipment etc. with interpersonal relationship management



skills with a growth, oriented organization of repute to become a part of the Company that can utilize his knowledge & experience to fulfill the requirement and which will provide me with a challenging job which has a good opportunity to rise and grow and be conducive for development of personality.

Therefore, it is proposed to appoint him for a period of 3 years effective from April 19,2023 and fix his remuneration/terms and conditions as given in the resolution. The Nomination and Remuneration Committee, in its meeting held on 19th April,2023 has recommended his appointment and remuneration to the Board of Directors. The Board has accepted recommendation of Nomination and Remuneration Committee and approved and appointment of Mr. Jay Nath Jha and fixed his remuneration/ terms and conditions, in its meetings held on April 19,2023,subject to your approval in ensuing Annual General Meeting. He will draw the remuneration of Rs.45000/- per month as may be approved by the Board of Directors from time to time at the recommendation of Nomination and Remuneration Committee. The appointment and remuneration is in conformity with the provisions and requirements of section 196, 197 read with Schedule V of the Companies Act, 2013. Accordingly, no approval of the Central Government is required.

None of the Directors, Key Managerial Personnel or their relatives, except the proposed Director Mr. Jay Nath Jha is concerned or interested in the resolution. The Board recommends Special resolution set out at number 5 of the Notice for your approval.

Item No.6 Regularization of Additional Director, Mr. RAJU DAYARAM ANBHORKAR (DIN.10104257) as Director of the Company:
Mr. RAJU DAYARAM ANBHORKAR(DIN.10104257),was inducted to the Board at the Board meeting held on April,19,2023 who was appointed as an Additional Director. In terms of section 161(1) of the companies Act,2013(the "Act" RAJU DAYARAM ANBHORKAR can hold office only up to the date of ensuing Annual General Meeting with respect the same ,the company has received a notice in writing pursuant to the provision of section 160 of the companies,Act,2013 proposing his candidature for appointment letter to be issued to Mr.RAJU DAYARAM ANBHORKAR the office of the Company .The Terms & Condition of appointment are set out in draft Appointment letter to be issued to Mr. RAJU DAYARAM ANBHORKAR by the company The Board is opinion that the appointment and presence of Mr. RAJU DAYARAM ANBHORKAR on the Board will be desirable,beneficial and in the best interest of the company .The Board recommended the resolution set out setout in the Item no.6 of the accompanying Notice for approval and adoption of the members. A copy of Board resolution and Draft appointment letter issued to Mr.RAJU DAYARAM ANBHORKAR will be available for inspection between 11.00 A.m. to 1.00 P.m on all working days (Monday to Friday) at the Registered office of the company .

Item No.7 Regularization of Additional Woman Director, Miss. Lily Mundu (DIN.10118884) as Non Executive Independent Director of the Company:

Miss. Lily Mundu (DIN.10118884) was appointed as an independent woman Director with effect From 19th April,2023, in accordance with provision section 161 of the Companies Act,2013 read with the Articles of Association . pursuant to Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014 the above Director hold office upto the ensuing Annual General Meeting of the company .The Board is of the View that appointment Miss.Lily Mundu the company Board is Desirable and would be beneficial to The Company and hence it is recommends the said resolution No.7for Approval of the Members of the company .

None of the Directors, Key Managerial Personnel or their relatives, except the proposed Director Miss. Lily Mundu is concerned or interested in the resolution. The Board recommends Special resolution set out at number 7 of the Notice for your approval.



Item No.8 Regularization of Additional Director, Mr. KRISHNA KUMAR KULSHRESTHA (DIN. 09719927) as Non Executive Independent Director of the Company:

Mr. KRISHNA KUMAR KULSHRESTHA (DIN. 09719927) was appointed as an Non Executive independent Director with effect from 11th August,2023, in accordance with provision section 161 of the Companies Act,2013 read with the Articles of Association . pursuant to Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014 the above Director hold office upto the ensuring Annual General Meeting of the company .The Board is of the View that appointment Mr. KRISHNA KUMAR KULSHRESTHA the company Board is Desirable and would be beneficial to The Company and hence it is recommends the said resolution No.8 for Approval of the Members of the company .

None of the Directors, Key Managerial Personnel or their relatives, except the proposed Director Mr. KRISHNA KUMAR KULSHRESTHA is concerned or interested in the resolution. The Board recommends Special resolution set out at number 8 of the Notice for your approval.

Item No.9 Regularization of Additional Director, Mr. DEEPAK SINHA (DIN. 09726154) as Non Executive Independent Director of the Company:

Mr. DEEPAK SINHA (DIN. 09726154) was appointed as an Non Executive independent Director with effect from 11th August,2023, in accordance with provision section 161 of the Companies Act,2013 read with the Articles of Association . pursuant to Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014 the above Director hold office upto the ensuring Annual General Meeting of the company .The Board is of the View that appointment Mr. DEEPAK SINHA the company Board is Desirable and would be beneficial to The Company and hence it is recommends the said resolution No.9 for Approval of the Members of the company .

None of the Directors, Key Managerial Personnel or their relatives, except the proposed Director Mr. DEEPAK SINHA is concerned or interested in the resolution. The Board recommends Special resolution set out at number 9 of the Notice for your approval.

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


Jeetesh Jha
Managing Director



Date: 06.09.2023

Place: New Delhi

