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CIN: L32109MH1982PLC028280

Tel No. 253 2382238 **Fax No.** 253 2382926 **Email Id:** secretarial@dmltd.in

Website: www.deltamagnets.com

Notice is hereby given that the Extra Ordinary General Meeting (EGM) of Members of Delta Manufacturing Limited (the Company) will be held on Wednesday, 22nd January, 2025 at 3:30 p.m. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

SPECIAL BUSINESS:

1. TO APPROVE TRANSFER OF THE SOFT FERRITES UNDERTAKING OF THE COMPANY TO MMG FERRITES PRIVATE LIMITED AND EXECUTION OF BUSINESS TRANSFER AGREEMENT

To consider and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT in accordance with and pursuant to the provisions of Section 180(1)(a), 188 of the Companies Act, 2013 (including any statutory modification thereto or re-enactment thereof for the time being in force) (**“Act”**), Regulations 23 and 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (**“Listing Regulations”**), and any other applicable laws, rules and regulations, relevant provisions of Memorandum of Association of the Company and the Articles of Association of the Company and subject to any such other approvals, consents, permissions and sanctions as may be deemed necessary, and on the recommendation of the Audit Committee of the Company and the Board of Directors (**“Board”**), the consent of the members of the Company is hereby accorded, for entering into a related party transaction with MMG Ferrites Private Limited (**“MFPL”**), for transfer of the development, homologation, manufacture, distribution and sale of soft ferrite cores and coils (**“Soft Ferrites Business”**) of the Company together with all specified tangible and intangible assets and liabilities, identified to be part of the undertaking as a going concern on a ‘slump sale basis’ to its wholly owned subsidiary company, MFPL, for a lump sum consideration of INR 1,00,000 (Indian Rupees One Lakh only), on such terms and conditions as set out in the draft business transfer agreement (including any amendments or modifications thereto) to be entered into between the Company and MFPL.

RESOLVED FURTHER THAT any of the directors, or chief financial officer, or company secretary of the Company and any other person duly authorized by the Board be and are hereby severally authorized to undertake such acts, deeds, matters and things and to finalize and execute/ amend all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion including without limitation, effecting any modifications or changes to the foregoing, for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any committee of directors or to any director or officer(s) or authorized representative(s) of the Company in order to give effect to this resolution.

RESOLVED FURTHER THAT the copy of this resolution certified to be true by any director of the Company or the company secretary or chief financial officer be submitted to the concerned authorities and they be requested to act thereon.

2. TO APPROVE DISPOSAL OF 50% SHAREHOLDING OF THE COMPANY IN ITS MATERIAL SUBSIDIARY, MMG FERRITES PRIVATE LIMITED

To consider and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in accordance with and pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder, Regulation 24 (5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and any other applicable provisions in law, if any (including any statutory modification thereto or re-enactment thereof for the time being in force), relevant provisions of the Memorandum of Association of the Company and the Articles of Association of the Company and the consent of the Board, consent of the Members of the Company be and is hereby accorded to approve the disposal of 50% shareholding of its material subsidiary, MMG Ferrites Private Limited to Premo, S.L. in accordance with the provisions of the Share Subscription And Shareholders Agreement (“**SSHA**”) to be entered amongst the Company, Premo, S.L. and MFPL setting out (a) the terms on which Premo S.L. will subscribe to 50% of the paid-up share capital of MFPL, and (b) the terms and conditions of Premo S.L. and the Company vis-à-vis MFPL.

RESOLVED FURTHER THAT any of the directors, or chief financial officer, or company secretary of the Company and any other person duly authorized by the Board be and are hereby severally authorized to negotiate, finalize, sign, amend and execute the SSHA and such other ancillary documents, undertakings, applications etc., and to do all such acts, deeds and things on behalf of the Company, in relation to, or pursuant to the transactions contemplated under the SSHA.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any committee of directors or to any director or officer(s) or authorized representative(s) of the Company in order to give effect to this resolution.

RESOLVED FURTHER THAT the copy of this resolution certified to be true by any director of the Company or the company secretary or chief financial officer be submitted to the concerned authorities and they be requested to act thereon.”

3. TO APPROVE EXECUTION OF LOAN AGREEMENT BETWEEN MMG FERRITES PRIVATE LIMITED AND MYRA MALL MANAGEMENT COMPANY PRIVATE LIMITED

To consider and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in accordance with and pursuant to the provisions of Section 188 of the Companies Act, 2013 (including any statutory modification thereto or re-enactment thereof for the time being in force) (“**Act**”), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**Listing Regulations**”), and any other applicable laws, rules and regulations, relevant provisions of Memorandum of Association of the Company and the Articles of Association of the Company and subject to any such other approvals,

consents, permissions and sanctions as may be deemed necessary and pursuant to consent of the Board of Directors of the Company ("**Board**"), the approval of the Members of the Company be and is hereby accorded for the related party transaction between MMG Ferrites Private Limited ("**MFPL**"), wholly owned subsidiary of the Company and Myra Mall Management Company Private Limited, a related party of the Company, on such terms and conditions as set out in the draft agreement (including any amendments or modifications thereto) to be entered into between the MFPL and Myra Mall Management Company Private Limited.

RESOLVED FURTHER THAT any of the directors, or chief financial officer, or company secretary of the Company and any other person duly authorized by the Board be and are hereby severally authorized to negotiate, finalize, sign, amend and execute the Loan Agreement and such other ancillary documents, undertakings, applications etc., and to do all such acts, deeds and things on behalf of the Company, in relation to, or pursuant to the Loan Agreement.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any committee of directors or to any director or officer(s) or authorized representative(s) of the Company in order to give effect to this resolution.

RESOLVED FURTHER THAT the copy of this resolution certified to be true by any director of the Company or the company secretary or chief financial officer be submitted to the concerned authorities and they be requested to act thereon.

By Order of the Board of Directors,

Dr. Ram H. Shroff
Managing Director & Executive Vice Chairman
DIN: 00004865

Place: Mumbai,

Date: 13th December, 2024

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has, vide its circular dated 19th September, 2024, allowed companies to convene General Meetings through VC / OAVM till 30th September, 2025 in accordance with relevant provisions of other applicable Circulars (collectively referred as 'MCA Circulars'). Accordingly, in compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the EGM of the Company is being held through VC / OAVM, without the physical presence of the Members at a common venue. The deemed venue of the EGM shall be the Registered Office of the Company.
2. As the EGM is being conducted through VC/OAVM, the facility to appoint Proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate therein and cast their votes through e-Voting. Corporate members are required to send, (before e-Voting/ attending EGM) a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the EGM, pursuant to Section 113 of the Act on the e-mail id secretarial@dmltd.in
3. The members can join the EGM through VC/OAVM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations, in line with MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 the Company is providing facility of remote e-Voting to its members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.
6. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
7. In line with the MCA Circular No. 17/2020 dated 13th April, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.deltamagnets.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com EGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circulars as issued from time to time. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circulars as issued from time to time.

8. The explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 1 to 3 set out above is annexed hereto.
9. Members may note that relevant documents referred to in the Notice shall be made available for inspection in accordance with applicable statutory requirement based on request received by the Company at secretarial@dmltd.in.
10. In compliance with the aforesaid MCA Circulars and SEBI Circulars dated 12th May, 2020, 15th January, 2021 and 05th January, 2023 respectively, Notice of the EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that the Notice will be available on the Company's website www.deltamagnets.com , websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com , and www.nseindia.com respectively, and on the website of NSDL www.evoting.nsdl.com
11. Members are requested to register/update their e-mail addresses with the Depository Participant (DP) (in case of shares held in dematerialized form) or with Registrar and Share Transfer Agent (RTA) (in case of shares held in physical form) which will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.
12. The Company has appointed Mr. Ashish Kumar Jain (Membership No. 6058 and CP No. 6124) of M/s A.K. Jain & Co. to act as the Scrutinizer to scrutinize the entire e-Voting process in a fair and transparent manner.
13. Any person holding shares in physical form and non- individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Wednesday, January 15, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/ RTA at support@purvashare.com . However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholder holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Wednesday, January 15, 2025 may follow steps mentioned in the Notice of the EGM under "Access to NSDL e-Voting system".
14. Since the EGM will be held through VC/OAVM, the route map is not annexed to this Notice.
15. Voting through electronic means:
In compliance with the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), clarification(s), exemption(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the Listing Regulations and SS - 2, the Company is providing to its members with the facility to cast their vote electronically ("remote e-Voting") using an electronic voting system provided by NSDL, on all the business items set forth in the Notice of EGM and the business may be transacted through such remote e-Voting. The instructions for remote e-Voting explain the process and manner for generating/receiving the password and for casting of vote(s) in a secure manner. However, the members are requested to take note of the following items:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 18th January, 2025 at 09: 00 A.M. and ends on Tuesday, 21st January, 2025 at 05: 00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. January 15, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number

	<p>hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to secretarial@dmltd.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@dmltd.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@dmltd.in .
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/ members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request, along with the questions, from their registered e-mail id mentioning their name, DP ID and Client ID / Folio No., PAN, Mobile No. at secretarial@dmltd.in on or before Friday, 10th January, 2025. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers/questions depending on the availability of time for the AGM.

In case of any grievances connected with facility for e-Voting, please contact

A. Madhuri Deokar,

Company Secretary
Delta Manufacturing Limited
Corporate Office:
Delta House, Hornby Vellard Estate,
Next to Copper Chimney, Dr. Annie Besant
Road,
Worli, Mumbai - 400018.
Email: secretarial@dmltd.in
Phone: 022-69874700

B. Deepali Dhuri

Purva Sharegistry (India) Pvt. Ltd.
Registered Office:
Unit No. 9, Ground Floor, Shiv Shakti Ind.
Estt,
J. R. Boricha Marg, Lower Parel East,
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Company proposes to transfer its business of development, homologation, manufacture, distribution and sale of soft ferrite cores and coils ("**Soft Ferrites Business**") together with all specified tangible and intangible assets and liabilities, identified to be part of the undertaking as set out in the business transfer agreement ("**BTA**") by way of a slump sale on a going concern basis to its wholly owned subsidiary company, MMG Ferrites Private Limited ("**Purchaser**"), for an aggregate lumpsum consideration of INR 1,00,000 (Indian Rupees One Lakh), subject to the terms and conditions more specifically set out in the BTA and any other agreements executed or to be executed by the Company and the Purchaser pursuant to the BTA or otherwise.

Upon recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on 13th December, 2024 has, subject to approval from Members of the Company, approved the transfer of soft ferrite business on a slump sale and going concern basis to the Purchaser in accordance with the terms of the BTA as approved by the Board at the same meeting.

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 ("**Act**"), any sale, lease or otherwise disposal of the whole or substantially all of the undertaking of a company requires the approval of the members of the Company accorded by way of the special resolution. An undertaking for the purpose of Section 180(1)(a) of the Act is an undertaking in which the investment of the Company exceeds 20% (twenty percent) of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% (twenty percent) of the total income of the company during the previous financial year. Since the soft ferrite business exceeds the threshold specified herein, the transfer of the soft ferrite business requires an approval of the Members by way of a special resolution under Section 180(1)(a) of the Act.

Additionally, in compliance with Regulation 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), a special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution and that no public shareholder shall vote on the resolution if any public shareholder is a party, directly or indirectly, to such transaction.

As part of the corporate restructuring, the Company intends to transfer soft ferrite business to its wholly owned subsidiary. This will enable the company to have flexibility to engage in strategic partnerships for technology upgradation, development, etc.

Utilization of proceeds: The Company will utilize the same for business activities in the normal course of business.

Regulation 23 of the Listing Regulations, requires companies to obtain a shareholders approval for specified related party transactions. While Regulation 23(5) exempts the transactions between a holding company and its wholly owned subsidiary, since the current slump sale of the Soft Ferrites Business is being undertaken to have flexibility to engage in strategic partnerships for technology upgradation, development, etc. therefore, the Board has recommended and consented to the above transaction, subject to the approval of Members of the Company.

Section 188 (1) (b) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 states that entering into an arrangement with a related party for selling or otherwise disposing of, or buying, property of any kind amounting to 10% or more of net worth of the Company shall require prior approval of the shareholders of the company.

The Board is of the opinion that the aforesaid special resolution is in the best interest of the Company and hence, recommends the special resolution for approval of the Members of the Company.

In view of the above, the approval of the Members of the Company is being sought as set out at Item no. 1 of the Notice. The members may note that as per the provisions of the Act and the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not), shall not vote to approve the resolution set out in Item No. 1.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the aforesaid Special Resolution set out at Item No. 1 of this Notice.

Information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI circular dated November 22, 2021, bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662, are as follows:

Sr. No.	Particulars	Details
1.	Type, material terms and particulars of the proposed transaction	Transfer of Soft Ferrites Business of the Company together with all specified tangible and intangible assets and liabilities, identified to be part of the undertaking as a going concern on a slump sale basis.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	MMG Ferrites Private Limited (“MMG”) is a wholly owned subsidiary of the Company.
3.	Tenure of the proposed transaction	The slump sale of Business is estimated to be completed in the last quarter of FY 2024-25.
4.	Value of the proposed transaction	Rs. 1,00,000/-
5.	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis shall be additionally provided)	Annual consolidated turnover of DML as on 31 st March 2024 was INR 8,357.35 Lakhs and accordingly basis the aforesaid turnover its percentage represented by the value of the proposed transaction is 0.01%. MFPL has been incorporated on 2 nd May, 2024 and accordingly its annual financial results are not available.
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	N.A.

	i) details of the source of funds in connection with the proposed transaction;	
	ii) where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	
7.	Justification as to why the RPT is in the interest of the listed entity	As part of the corporate restructuring, the Company intends to transfer soft ferrite business to its wholly owned subsidiary. This will enable the company to have flexibility to engage with potential strategic partners for technology upgradation, development, etc.
8.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed related party transaction, on a voluntary basis	Since MFPL was incorporated on 2 nd May, 2024, the annual consolidated turnover is not available.
9.	Any other information that may be relevant or important for the Board to take a decision on the proposed transaction	N.A.

Item No. 2

As a part of corporate restructuring it is proposed to transfer its business of development, homologation, manufacture, distribution and sale of soft ferrite cores and coils ("**Soft Ferrites Business**") of the Company as a going concern on a 'slump sale basis' to its wholly owned subsidiary company, MMG Ferrites Private Limited ("**MFPL**").

The proposed transfer will enable the Company to have flexibility to engage with a strategic partner for technology upgradation, i.e. Premo, S.L.. Premo, S.L. is a company incorporated in Malaga, Spain engaged in the designing and manufacturing of electronic components for various industries i.e. auto etc.

In view of the said transaction the Company is required to execute Share Subscription and Shareholders Agreement ("**SSHA**") among the company, Premo, S.L. and MMG Ferrites

Private Limited (“MFPL”). Pursuant to the transactions contemplated thereunder, MFPL, a wholly owned material subsidiary of the Company shall cease to be a subsidiary.

Hence, approval of the Members of the Company is sought under Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board is of the opinion that the aforesaid special resolution is in the best interest of the Company and hence, recommends the special resolution for approval of the Members of the Company

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the aforesaid Special Resolution set out at Item No. 2 of this Notice.

Item No. 3

The Company had availed a loan from Myra Mall Management Company Private Limited, out of the total loan availed by the Company a loan amounting to Rs. 9 crores will be transferred as liabilities to MMG Ferrites Private Limited pursuant to the Business Transfer Agreement.

As the amount of the loan availed exceeds 10% of the of the annual consolidated turnover of the Company, the transaction being a material transactions requires approval of members of the Company.

In view of the above, the approval of the Members of the Company is being sought as set out at Item no. 3 of the Notice. The members may note that as per the provisions of the Companies Act and the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not), shall not vote to approve the resolution set out in Item No. 3.

The Board is of the opinion that the aforesaid special resolution is in the best interest of the Company and hence, recommends the special resolution for approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the aforesaid Special Resolution set out at Item No. 3 of this Notice.

Information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI circular dated November 22, 2021, bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662, are as follows:

Sr. No.	Particulars	Details
1.	Type, material terms and particulars of the proposed transaction	Loan Agreement between MMG Ferrites Private Limited and Myra Mall Management Company Private Limited
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	1. MMG Ferrites Private Limited, wholly owned subsidiary 2. Myra Mall Management Company Private Limited (related party of DML)
3.	Tenure of the proposed transaction	Till the limit utilized and fully repaid
4.	Value of the proposed transaction	Rs. 9,00,00,000/-

5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Annual consolidated turnover of DML as on 31 st March 2024 was INR 8,357.35 Lakhs and accordingly basis the aforesaid turnover its percentage represented by the value of the proposed transaction is 10.77%. MFPL has been incorporated on 2 nd May, 2024 and accordingly its annual financial results are not available.
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	N.A.
	i) details of the source of funds in connection with the proposed transaction;	
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	
7.	Justification as to why the RPT is in the interest of the listed entity	Pursuant to transfer of liabilities under the Business Transfer Agreement.
8.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed related party transaction, on a voluntary basis	N.A.
9.	Any other information that may be relevant or important for the Board to take a decision on the proposed transaction	N.A.

By Order of the Board of Directors,

Dr. Ram H. Shroff
Managing Director & Executive Vice Chairman
DIN: 00004865

Place: Mumbai

Date: 13th December, 2024