

Deltron Limited

Deltron Limited, Registered Office – C-120, Naraina Industrial Area, New Delhi – 110 028
Phone No. 011-25796150-51, E-mail: deltron1982@rediffmail.com
Website:www.deltronlimited.in CIN No : L32109DL1982PLC013838

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the members of Deltron Limited ("The Company") will be held at The Little Theatre Group, Copernicus Marg, New Delhi-110001 on Tuesday, 20th August, 2019 at 12.30 Noon to transact the following business:

SPECIAL BUSINESS

Voluntary Winding up of the Company under Members' Voluntary Winding up

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

"RESOLVED THAT pursuant to section 59 and other applicable provisions of the Insolvency and Bankruptcy code, 2016 ("IBC, 2016") read with Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 (VLP Regulations) made thereunder (including any statutory modifications or re-enactment modifications thereof for the time being in force), and the provisions of the Companies Act, 2013, as may be applicable, consent of the members of the Company be and is hereby accorded to liquidate the Company by way of voluntary liquidation, with effect from the date hereof.

RESOLVED FURTHER THAT Mr. Sunil Kumar Agrawal, Insolvency Professional, holding registration number IBBI/IPA-002/IP-N00081/2017-2018/10222 being eligible to be appointed as a Liquidator pursuant to the provisions of Regulation 6 of the VLP Regulations, be and is hereby appointed as the Liquidator of the Company under the IBC, 2016 on the Remuneration of Rs.50.000/- per month plus applicable Taxes exclusive of any other liquidation expenses at actuals and re-imbursment of actual out of pocket expenses that may be incurred in the process of voluntary liquidation of the Company.

By order of the Board
For Deltron Limited

Date : 23.07.2019
Place: New Delhi

S Sujatha Lyall
Company Secretary

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the meeting, is annexed hereto
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. SUCH PROXY IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED. PROXY SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.
3. Members/ Proxies should bring their attendance slips sent herewith, duly filled in, for attending the meeting. Corporate members shall send a duly certified copy of Board resolution authorizing their representative to attend and vote at the Extraordinary General Meeting. Proxies can act on behalf of maximum 50 members holding in the aggregate not more than 10% of the total shares / voting rights.
4. Members are requested to send their queries, if any, in writing so as to reach the Company's registered office at least 10 days before 20.08.2019, the date of the meeting so that information can be made available at the meeting.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in demat form should submit the PAN to their Depository Participant (DP).

In order to facilitate payment of dividends, Securities Exchange Board of India (SEBI) has vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, mandated the Company/RTA to obtain copy of PAN Card and Bank account details from all the shareholders holding shares in physical form. Accordingly, kindly furnish self-attested copy of your PAN card and original cancelled cheque leaf/attested bank passbook showing the name of account holder.

6. Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection at the meeting.
7. Voting through electronic means :-
 - a. The Company is providing for e-voting facility through Central Depository Services (India) Limited "CDSL" to the shareholders to vote through electronic means by remote e-voting on all resolutions set forth in this Notice.
 - b. In addition, voting by polling paper shall also be made available at the meeting for shareholders attending the meeting, who have not already cast their vote by remote e-voting.

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- c. Shareholders who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- d. The voting period will begin on Saturday, 17.08.2019 at 9 a.m. and end on Monday, 19.08.2019 at 5 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on Wednesday, 14.08.2019, being the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- e. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holds shares as on the cut-off date i.e. 14.08.2019 may follow the same instructions as mentioned hereafter for e-Voting.
- f. In case you have any queries or issues regarding remote e-voting, you may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or send an email to helpdesk.evoting@cdslindia.com.
- g. Shareholders may address their grievances connected with e-voting to: Ms. S. Sujatha Lyall, Company Secretary Deltron Limited, C-120, Naraina Industrial Area, New Delhi - 110028, E-mail : deltron1982@rediffmail.com Phone No. 011-25796150-51.
- h. The Company has appointed Ms. Akarshika Goel, Company Secretary in Practice, as the Scrutinizer for the polling and the remote-evoting to scrutinize the same in a fair and transparent manner.
- i. The scrutinizer shall, immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and make, not later than three (3) days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company.
- j. The results declared along with the Scrutinizer's Report shall be placed on the web-site of Company and on the CDSL website immediately after the result is declared by the Chairman.
- k. The detailed E-voting instructions are part of the notice and are posted on the Company's website at "www.deltronlimited.in".

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

There has been no significant business operation in the Company for last many years. Trading in the shares of the Company has been minimal. As no revival plan could be worked out for the Company, the Board of Directors at its meeting held on 23rd July, 2019 approved the proposal to wind up the affairs of Deltron Limited (the Company) by way of voluntary liquidation in accordance with the provisions of section 59 and other applicable provisions of the IBC, 2016 read with VLP Regulations and the provisions of the Companies Act, 2013 as may be applicable in this regard.

The Members Voluntary Winding up shall be effected in accordance with provisions of Chapter V of the IBC, 2016 and Section 304 of the Companies Act, 2013. Chapter V of the IBC, 2016 provides that the Members Voluntary Winding up shall require the approval of shareholders by a special resolution, hence the said resolution is proposed to be passed as a special resolution

The Board of Directors having made full enquiry into the affairs of the Company have formed an opinion that the Company will be able to pay-off its debts in full from the proceeds of the assets to be sold in the voluntary liquidation. In this regard, the Directors have made a declaration of solvency duly verified by an affidavit.

Copy of declaration of solvency approved by the board at its meeting held on 23rd July, 2019 is available for inspection by members during the office hours from 11 AM to 1 PM on all working days except Saturdays and Sundays at the registered office of the Company till the date of ensuing extraordinary general meeting.

As per recommendation made by the Board, Mr. Sunil Kumar Agrawal, Insolvency Professional, holding Registration No. IBBI/PA-002/IP-N00081/2017-2018/10222 be appointed to act as a Liquidator for the voluntary liquidation of the Company. The Liquidator is entrusted with the powers and duties as per applicable provisions of the IBC, 2016, VLP Regulations and other applicable provisions as may be in the beneficial liquidation of the Company.

None of the Directors or their respective relatives are in any way concerned or interested in the proposed Special Resolution except to the extent of their respective shareholding in the Company.

The Board of Directors recommends the passing of resolution as set out above as a Special Resolution.

By order of the Board
For Deltron Limited

Date : 23.07.2019
Place: New Delhi

S Sujatha Lyall
Company Secretary

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E-voting Instructions

The instructions for shareholders for remote e-voting are as under:

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" tab.
- iii. Select the "Company Name" from the drop down menu and click on "SUBMIT".
- iv. Enter your User ID
 - For CDSL enter the 16 digits beneficiary ID
 - For shares held in physical form enter Folio Number registered with the Company.
- v. Enter the Image Verification as displayed and Click on "Login."
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Members who have not updated their PAN with the Company will need to enter the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Attendance Slip.
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

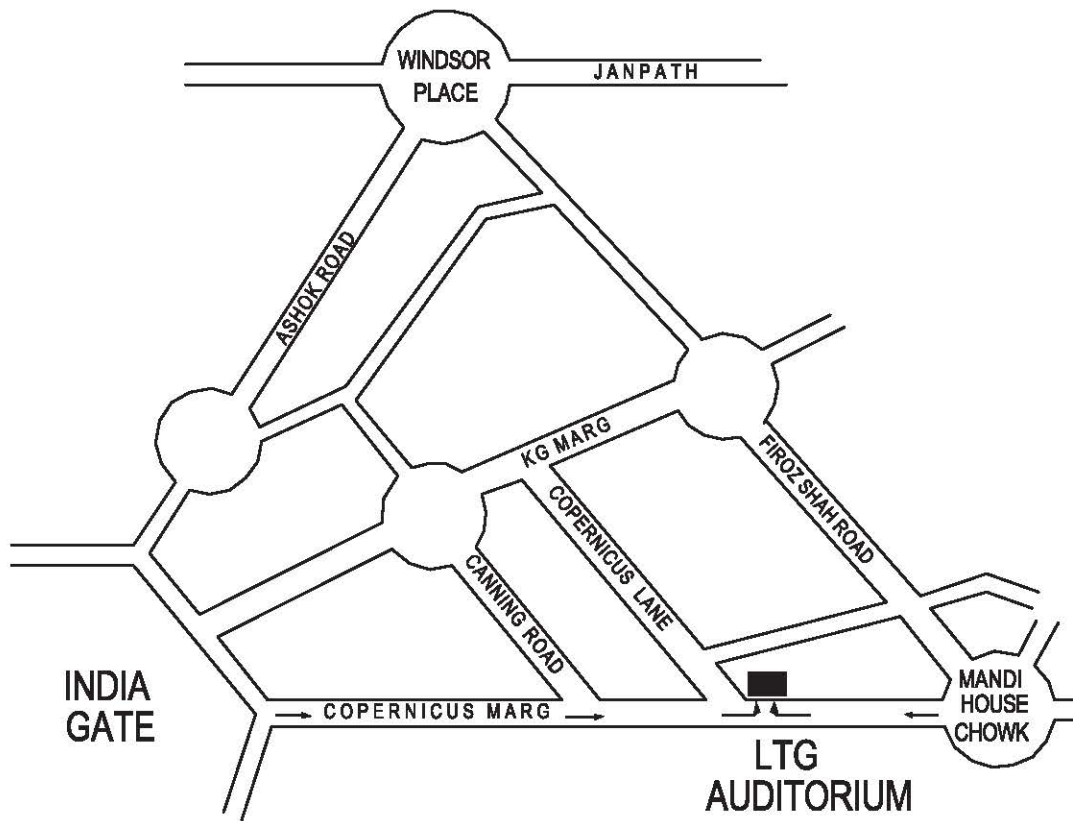
- viii. After completing the above, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they must enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- xi. Click on the Electronic Voting Sequence Number (EVSN) for Deltron Limited.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the options "YES/NO" for voting. Select the option "YES" or "NO" as desired. "YES" implies that you assent to the Resolution and "NO" implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and thereafter modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

By order of the Board
For Deltron Limited

Date : 23.07.2019
Place: New Delhi

S Sujatha Lyall
Company Secretary

Route Map to the Venue (LTG Auditorium)



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Regd. Office : C-120, Naraina Industrial Area, New Delhi - 110 028. (CIN: L32109DL1982PLC013838)

PROXY FORM

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

Name of the Member(s)	
Registered Address	
E-Mail ID	
Member's Folio/DP ID-Client ID No.	

I/We being the member(s) of shares of the above named Company, hereby appoint :

1. Name Address
..... E-mail id Signature or failing him/her
2. Name Address
..... E-mail id Signature or failing him/her
3. Name Address
..... E-mail id Signature or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Tuesday, the 20th day of August, 2019 at 12.30 Noon. at The Little Theatre Group, Copernicus Marg, New Delhi 110001 and at any adjournment thereof in respect of such resolution as indicated below:

Sl. No.	Resolution
	Ordinary Business
1	Voluntary Winding up of the Company under Members' Voluntary Winding up and appointment of Liquidator.

Signed thisday of, 2019.

Affix
Revenue
Stamp

Signature of Shareholder :

Signature of Proxy Holder(s) :

NOTES : 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.