

DELTA IMPEX LIMITED

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

NOTICE

Notice is hereby given that the ***Thirty First Annual General Meeting*** of the members of Delta Impex Limited will be held on Friday, the 30th day of September, 2016 at its registered office at Kamakhya Umanada Bhawan, 1st Floor, A T Road, Guwahati 781001 at 11:30 a.m. to transact the following ordinary businesses:-

- 1) To consider and adopt the audited Balance Sheet of the Company for the year ended 31st March' 2016 and the statement of Profit and Loss along with cash flow statements for the year ended on that day together with the Reports of Auditors and Directors thereon.
- 2) To appoint a Director in place of Mr. Nilesh Kumar Jain who retires by rotation and is eligible for re-appointment.
- 3) To take note of resignation of M/s S.L. Gangwal & Co. and to appoint new auditor to hold office from the conclusion of this Annual General Meeting upto the conclusion of the Annual General Meeting to be held in 2020 and fix their remuneration for the current year.

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and other applicable provisions, if any, and the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, (including any statutory modification (s) or re-enactment thereof for the time being in force), M/s N.K. Choudhary & Associates, Chartered Accountants, (Firm Registration No. 319216E) be and are hereby appointed as the Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM to be held in 2020 (subject to ratification of appointment by the members at every AGM held after this AGM) of the Company, on a remuneration as may be agreed upon by the Board of Directors and the Auditor.”

By order of the Board
For DELTA IMPEX LIMITED

Place: Guwahati
Date: 08.09.2016

Sd/-
(MILEE JAIN)
Director

NOTES

1. A member entitled to attend and vote at the “Meeting” is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Members and Proxies should bring the attendance slip duly filled for attending the meeting. Corporate members are requested to send a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Meeting.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect Item No. 3 of the Notice, is annexed hereto.
4. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company during the office hours on all working up to the date of the meeting.
5. Register of Members and Share Transfer Register of the Company shall remain closed from 24/09/2016 to 29/09/2016 (both days inclusive).

Explanatory Statement under Section 102(1) of the Companies Act, 2013:

M/s S.L. Gangwal & Co, Chartered Accountants, Guwahati have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 (“Act”). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s N.K. Choudhary & Associates, Chartered Accountants, Guwahati, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s S.L. Gangwal & Co Chartered Accountants. M/s N.K. Choudhary & Associates have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

DELTA IMPEX LIMITED

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

DIRECTOR'S REPORT FOR YEAR ENDING 31ST March 2016

To
The Shareholders,
Delta Impex Limited
Guwahati

Your Directors have pleasure in presenting you the ANNUAL REPORT of the Company together with the Audited Statement of Accounts of the Company for the year ended 31st March' 2016.

1) Financial Results: (STANDALONE)

Particulars	2015-2016	2014-2015
Income	416071.09	292268.20
Expenses	432529.50	250501.16
Profit before Depreciation	41749.59	41767.04
Depreciation	0.00	0.00
Profit after Depreciation	41749.59	41767.04
Provision for Income Tax	12963.00	12907.00
Deferred Tax Adjustment	1553.00	393.00
Profit after Tax	27233.59	28467.04
Balance b/f	97266.55	93799.51
Deletion during the year	-	(25000.00)
Surplus carried to Balance Sheet	124500.14	97266.55

2) Delta Impex Limited- A Review:

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

3) Operations

The Company has reported total income of ₹ 4,16, 701.09 for the current year as compared to ₹2,92,268.20 in the previous year. The Net Profit for the year under review amounted to ₹27,233.59 in the current year as compared to ₹28,467.04 in the previous year.

4) Dividend

In view of the planned business growth, your Directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the Financial Year ended March 31, 2016.

5) Composition of Director:

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

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

Further, Mr. Pulkit Agarwal and Ms. Natasha Jain have been appointed as Independent Director of the Company w.e.f. 16.03.2016. Both the Independent Directors have given their declarations to the Company that they meet the criteria of independence as specified under Section 149(6) of the Act and Clause 49 of the Listing agreement.

6) Meetings

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

7) Board Evaluation

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

8) Extract of Annual Return:

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

9) Remuneration Policy

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

10) Managerial Remuneration:

A) None of the directors of the company are paid any remuneration so, the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the company. However, the Independent directors have been paid remuneration of Rs. 40000 by way of sitting fees for attending board meeting.

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

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

11) Particulars of contracts or arrangements with related parties:

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 **is attached** to this Annual Report as **ANNEXURE II**.

12) Details of Subsidiary Companies

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

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

13) Consolidated Financial Statements

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

13) Auditors:

M/s S.L. Gangwal & Co., Chartered Accountants, have expressed their inability to continue as Auditor of the Company for the next financial year. The company has approached M/s N.K. Choudhary & Associates., Chartered Accountants to act as auditor of the Company. M/s N.K. Choudhary & Associates, Chartered Accountants have given their consent to act as auditors of the Company if appointed.

14) Auditors Report

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

15) Internal Financial Control

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

16) Secretarial Audit Report

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

17) Particulars of Employees

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

18) Vigil Mechanism

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

19) Risk Management Policy

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

20) Deposits

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

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

Details of Loans:

SL No	Date of making loan	Details of Borrower	Amount	Purpose for which the loan is to be utilized by the recipient	Time period for which it is given	Date of BR	Date of SR (if reqd)	Rate of Interest	Security
	NIL								

Details of Investments:-

SL No	Date of investment	Details of Investee	Amount	Purpose for which the proceeds from investment is proposed to be utilized by the recipient	Date of BR	Date of SR (if reqd)	Expected rate of return
	NIL						

Details of Guarantee / Security Provided:

SL No	Date of providing security/guarantee	Details of recipient	Amount	Purpose for which the security/guarantee is proposed to be utilized by the recipient	Date of BR	Date of SR (if any)	Commission
	NIL						

22) Corporate Governance Certificate

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

23) Management Discussion And Analysis

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March, 2016.

24) Directors' Responsibility Statement

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

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the statement of profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

25) Listing with Stock Exchange:

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

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

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

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

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

29) Composition of Audit Committee- Sec. 177

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

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

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

31) DUES AND PENALTY

A penalty of Rs. 16000/- was imposed on the company for late submission of annual report for the period ended 31/03/2015 under clause 31 of the listing agreement.

An appeal was made to MSEI for waiving the fees. 50% of the above penalty was waived by them, which was duly paid by the company.

32) CHANGE IN THE NATURE OF BUSINESS:

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

33) CORPORATE SOCIAL RESPONSIBILITY:

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

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

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

35) Acknowledgements

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

For and on behalf of the Board
DELTA IMPEX LIMITED

Sd/-

Place: Guwahati
Date: 08/09/2016

(Milee Jain)
Director

Sd/-

(Nilesh Kumar Jain)
Director

DELTA IMPEX LIMITED
MANAGEMENT DISCUSSION & ANALYSIS:-

Business performance

The company has earned net profit (after tax) of Rs. 27,233.59 for the year ended 31.03.2016.

Opportunities & Threats

During the year ended on 31.03.2016 the company has perused the commodity trading. The result has been encouraging. The company is searching more opportunities for further investments and better income. There are no major threats on the company.

Risks & Concerns

Risk Factors

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

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

Management Perception

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

Outlook

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

Internal Control & their adequacy

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

Cautionary statement

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

Report On Corporate Governance of Delta Impex Limited for year ended 31st March 2016

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

2. BOARD OF DIRECTORS

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

Dates on which the Board Meetings were held	Total Strength of the Board	No. of Directors Present
05.05.2015	3	3
12.08.2015	3	3
02.09.2015	3	3
12.11.2015	3	3
30.12.2015	3	3
12.02.2016	3	3
28.03.2016 (Independent Directors Meeting)	2	2
31.03.2016	5	3

Name of Director	Attendance at the Board Meetings held on								Attendance at the AGM held on 30.09.2015
	05/05/2015	12/08/2015	02/09/2015	12/11/15	30/12/15	12/02/2016	28/03/2016	31/03/2016	
Mrs. Milee Jain	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes
Ms. Natasha Jain	No	No	No	No	No	No	Yes	No	No
Mr. Nilesh Kumar Jain	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes
Mr. Pulkit Agarwal	No	No	No	No	No	No	Yes	No	No
Mr. Vikash Jain	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes

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

3. AUDIT COMMITTEE

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

The terms of reference of the Audit Committee include:-

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

Composition of the Audit Committee during the year 2015-16

Name of director	Attendance	
	No. of meetings entitled to attend	attended
Mr. Nilesh Kumar Jain	4	4
Mrs Milee Jain	3	3
Mr. Vikash Jain	3	3
Mr. Pulkit Agarwal	1	1
Ms. Natasha Jain	1	1

4. REMUNERATION COMMITTEE

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

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

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

The composition of the Remuneration Committee as at March 31, 2016 and details of the Members participation at the Meetings of the Committee are as under:

Name of director	Attendance	
	No. of meetings entitled to attend	attended
Mr. Nilesh Kumar Jain	2	2
Mrs Milee Jain	2	2
Mr. Vikash Jain	2	2
Mr. Pulkit Agarwal	0	0
Ms. Natasha Jain	0	0

5. STAKEHOLDER RELATIONSHIP COMMITTEE

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

The terms of reference of the Committee are:

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

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

E-mail ID pursuant to Clause 47(f) of the Listing Agreement with the Stock Exchanges: deltainpex1985@gmail.com

Status of Investors' Complaints as on 31st March, 2016

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

Number of complaints pending: NIL

6. GENERAL BODY MEETINGS

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

Date	Location	Time
29.09.2014	Chand Market, A.T. Road, Guwahati – 781001 Assam, India	11.00 am
30.09.2015	Kamakhya Umananda Bhawan, 1 st floor, A.T. Road, Guwahati – 781001 Assam, India	11.00 am

Extraordinary General Meeting (EGM)

The Company held an Extraordinary General Meeting on March 16, 2016 for the appointment of Two Independent Directors of the company namely Mr. Pulkit Agarwal and Ms. Natasha Jain

As required all the resolutions were passed with requisite majority.

During the year under review, no resolution has been passed through the exercise of postal ballot.

7. PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

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

8. DISCLOSURES

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

A penalty of Rs.16000/- was imposed on the company for late submission of annual report for the period ended 31/03/2015 under clause 31 of the listing agreement.

An appeal was made to MSEI for waiving the fees. 50% of the above penalty was waived by them, which was duly paid by the company.

9. MEANS OF COMMUNICATION

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

10. VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

11. GENERAL SHAREHOLDER INFORMATION

AGM date, time and venue:	Thursday, the 30 th day of September, 2016 at Kamakhya Umananda Bhawan, 1 st Floor, A.T. Road, Guwahati-781001 at 11.30 AM.
Financial Year:	1st April 2015 to 31st March 2016.
Book closure Period:	24 th September 2016 to 29 th September 2016 (both days inclusive).
Dividend payment date:	No dividend has been recommended for the year ended 31st March, 2016.
Listing on Stock Exchanges:	The shares of the Company are listed with the Metropolitan Stock Exchange Of India Limited (w.e.f 22.07.2015)
Stock Price Data:	No prices have been quoted at the Exchange.

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

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

‘or’

Bigshare Services Pvt Ltd, E-2/3, Ansa Industrial Estate
Saki Vihar Road, Sakinaka, Andheri (East), Mumbai
400072

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

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

Address for Correspondence:-

Registered office:	Kamakhya Umananda Bhawan, 1 st Floor, A.T. Road, Guwahati-781001, Assam
RTA:	Bigshare Services Pvt Ltd E-2/3, Ansa Industrial Estate Saki Vihar Road, Sakinaka Andheri (East), Mumbai 400072 Ph: 040-40430200 Website: www.bigshareonline.com Email: info@bigshareonline.com Fax: 022-8475207

Place: Guwahati

Date: 08.09.2016

For and on behalf of the board

DELTA IMPEX LIMITED

Sd/-

(Nilesh Kumar Jain)

Director

Sd/-

(Milee Jain)

Director

ANNEXURE INDEX

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v.	Particulars of employees
vi.	Audited Financial Statement

Annexure I

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2016

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L51909AS1985PLC002339
2.	Registration Date	26-03-1985
3.	Name of the Company	DELTA IMPEX LIMITED
4.	Category/Sub-category of the Company	PUBLIC COMPANY LIMITED BY SHARES COMPANY HAVING SHARE CAPITAL
5.	Address of the Registered office & contact details	KAMAKHYA UMANANDA BHAWAN, 1ST FLOOR, A.T. ROAD, GUWAHATI – 781001, ASSAM. Telephone : 9954236026, 0361-2545467 Email : deltaimpex1985@gmail.com Website: www.deltaimpex.biz
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	BIGSHARE SERVICES PVT LTD E-2/3, ANSA INDUSTRIAL ESTATE SAKI VIHAR ROAD, SAKINAKA ANDHERI (EAST), MUMBAI 400072 Ph: 040-40430200 Email: info@bigshareonline.com Fax: 022-8475207

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	Wholesale of Agricultural raw material	51219	100.00%

b) Banks / FI	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c) Central Govt	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d) State Govt(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
e) Venture Capital Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
f) Insurance Companies	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
g) FIs	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
h) Foreign Venture Capital Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
i) Others (specify)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Sub-total (B)(1):-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2. Non-Institutions									
a) Bodies Corp.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
i) Indian	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
ii) Overseas	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	79300	59400	138700	25.73	79300	59400	138700	25.73	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	284815	92385	377200	69.98	284815	92385	377200	69.98	0.00
c) Others (specify)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Non Resident Indians	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Overseas Corporate Bodies	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Foreign Nationals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Clearing Members	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Trusts	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Foreign Bodies - D R	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Sub-total (B)(2):-	364115	151785	515900	95.71	364115	151785	515900	95.71	0.00

Total Public Shareholding (B)=(B)(1)+(B)(2)	364115	151785	515900	95.71	364115	151785	515900	95.71	0.02
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	387215	151785	539000	100	387215	151785	539000	100	0.00

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	MILEE JAIN	22000	4.08	0.00	22000	4.08	0.00	0.00
2	NILESH KUMAR JAIN	100	0.02	0.00	100	0.02	0.00	0.00
3	MOTILAL RATANLAL CHHABRA (HUF)	100	0.02	0.00	100	0.02	0.00	0.00
4	MANISH JAIN & SONS (HUF)	100	0.02	0.00	100	0.02	0.00	0.00
5	AMIT KUMAR JAIN & SONS (HUF)	100	0.02	0.00	100	0.02	0.00	0.00
6	MUNNA DEVI JAIN	100	0.02	0.00	100	0.02	0.00	0.00
7	RITESH KUMAR JAIN	100	0.02	0.00	100	0.02	0.00	0.00
8	AMIT KUMAR JAIN	100	0.02	0.00	100	0.02	0.00	0.00
9	MANISH JAIN	100	0.02	0.00	100	0.02	0.00	0.00
10	SUNITA DEVI JAIN	100	0.02	0.00	100	0.02	0.00	0.00
11	PAYAL JAIN	100	0.02	0.00	100	0.02	0.00	0.00
12	MADHURI JAIN	100	0.02	0.00	100	0.02	0.00	0.00

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

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	23100	4.29	-	-

	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g allotment/transfer/bonus/sweat equity etc):					
	Date	Reason				
	NIL	NIL	-	-	-	-
	At the end of the year		-	-	23100	4.29

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

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

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	PRABHA CHOUDHURY				
	At the beginning of the year	24235	4.69	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	24235	4.69

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

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of	% of total	No. of	% of total
4	KAMLESH KUMAR SINGH				

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

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

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

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

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8	VIMAL KUMAR JAIN				

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

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

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

E) Shareholding of Directors and Key Managerial Personnel:

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

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	NILESH KUMAR JAIN				

	At the beginning of the year	100	0.02	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	Date	Reason			
			-	-	-
	At the end of the year	-	-	100	0.02

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

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

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

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		PULKIT AGARWAL	NATASHA JAIN	----	---	
1	Independent Directors					
	Fee for attending board committee meetings	20000	20000	0.00	0.00	40000
	Commission	0.00	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00	0.00
	Total (1)	20000	20000	0.00	0.00	40000
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	0.00	0.00	0.00	0.00	0.00
	Commission	0.00	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00	0.00
	Total (2)	0.00	0.00	0.00	0.00	0.00
	Total (B)=(1+2)	20000	20000	0.00	0.00	40000
	Total Managerial Remuneration	20000	20000	0.00	0.00	40000
	Overall Ceiling as per the Act	0.00	0.00	0.00	0.00	0.00

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				

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

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	0.00	0.00	0.00	0.00	0.00
Punishment	0.00	0.00	0.00	0.00	0.00
Compounding	0.00	0.00	0.00	0.00	0.00
B. DIRECTORS					
Penalty	0.00	0.00	0.00	0.00	0.00
Punishment	0.00	0.00	0.00	0.00	0.00
Compounding	0.00	0.00	0.00	0.00	0.00
C. OTHER OFFICERS IN DEFAULT					
Penalty	0.00	0.00	0.00	0.00	0.00
Punishment	0.00	0.00	0.00	0.00	0.00
Compounding	0.00	0.00	0.00	0.00	0.00

Annexure - II

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

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

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

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	ARBITRAGE SECURITIES PRIVATE LIMITED (COMMON DIRECTOR)
b)	Nature of contracts/arrangements/transaction	LOAN
c)	Duration of the contracts/arrangements/transaction	SHORT TERM
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	329000
e)	Date of approval by the Board	31/07/2014
f)	Amount paid as advances, if any	NA

Annexure – III

Form AOC-1

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

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

Part “A”: Subsidiaries

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

Sl. No.	Particulars	Details	
		LIFE AND CULTURE ENTRADE LIMITED	INTEGRITY ENTRADE LIMITED
	Name of the subsidiary		
	Reporting period	31.03.2016	31.03.2016
	Share capital	10,00,000	10,00,000
	Reserves & surplus	6,415.01	4,272.22
	Total assets	10,12,785.01	10,10,282.22
	Total Liabilities	10,12,785.01	10,10,282.22
	Investments	9,59,705.00	9,60,905.00
	Turnover	88,911.85	86,126.14
	Profit before taxation	10,915.85	9,725.14
	Provision for taxation	3,530.00	3,150.00
	Profit after taxation	7,385.85	6,575.14
	Proposed Dividend	0.00	0.00
	% of shareholding	55 %	55 %

Notes:

1. Names of subsidiaries which have been liquidated or sold during the year.

- (a) East West Entrade Limited
- (b) Maxim Entrade Limited

(c) **Annexure-IV**

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2016

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

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

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

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31/03/2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Delta Impex Limited for the financial year ended on 31/03/2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Other law that is applicable to the company are as follows:
- (A) Income Tax Act 1961

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with "*Metropolitan Stock Exchange of India Limited (MSEI)*".

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

A penalty of Rs 9200/- was imposed on the company for late submission of annual report for the period ended 31/03/2015 under clause 31 of the listing agreement.

Besides this there was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act and Rules,

Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

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

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

I further report that:

(a) the Company has complied with the requirements under the Equity Listing Agreement entered into with Metropolitan Stock Exchange of India Limited(MSEI);

(b) the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

(c) the Company has complied with the provisions of the Securities and Exchange Board of India

(Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

Signature:

Sd/-

Name: Sanjay Kumar Baid

FCS No. 5752

C P No.: 4062

Place: Guwahati

Date: 29/08/2016

Notes:

1) This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

‘ANNEXURE A’

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

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

- (1) Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- (2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- (3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
- (4) Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- (5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- (6) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Signature:

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

Place: Guwahati
Date: 29/08/2016

(d) Annexure-V

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

Sl. No.	Name	Designation/ Nature of Duties	Remuneration Received [Rs.]	Qualification	Experience in years	Age in years	Date of commencement of employment	Last employment held
1	2	3	4	5	6	7	8	9
	NA	NA	NA	NA	NA	NA	NA	NA

Notes:

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

Annexure – VI

Independent Auditor's Report

To the Members of
DELTA IMPEX LIMITED

Report on the Stand Alone Financial Statements

We have audited the accompanying financial statements of DELTA IMPEX LIMITED, which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting

policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit/loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, 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 and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 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'.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S.L GANGWAL AND COMPANY
Chartered Accountants
FRN: 004649C

Sd/-

AMIT KUMAR KANKARIA
(Partner)
Membership No. 068974

Place:-Guwahati
Date: 30/May/2016

The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".

We report that:

- i. (a) The company does not possess any Fixed Asset, so the Provisions (a), (b) and (c) of Clause 1 of CARO is not applicable.
- ii. During the year under consideration the Company has entered into Intra-day Trading in Commodities. Accordingly it does not hold any physical Inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a), (b) and (c) of the order are not applicable to the Company.
- iv. In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- v. The company has not accepted any deposits from the public covered under sections 73 to 76 of the Companies Act, 2013.
- vi. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- vii. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues to the extent applicable, have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2016 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there is no amount payable in respect of income tax, service tax, sales tax, customs duty, excise duty, value added tax and cess whichever applicable, which have not been deposited on account of any disputes.
- viii. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company does not have any Loans or borrowings from any Financial Institution, bank, Government or debenture holders during the year. Accordingly paragraph 3(viii) of the order is not applicable.

- ix. Based on our audit procedures and according to the information given by the management, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) or taken any term loan during the year.
- x. According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the Information and explanation given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The company is not a Nidhi Company. Therefore clause xii) of the order is not applicable to the company.
- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. The company has not entered into non-cash transactions with directors or persons connected with him.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For S.L GANGWAL AND COMPANY
Chartered Accountants
FRN: 004649C

Sd/-

AMIT KUMAR KANKARIA
(Partner)
Membership No. 068974

Place:-Guwahati
Date: 30/May/2016

Report on Internal Financial Controls Over Financial Reporting

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

We have audited the internal financial controls over financial reporting of DELTA IMPEX LIMITED as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A

company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S.L GANGWAL AND COMPANY
Chartered Accountants
FRN: 004649C

Sd/-

AMIT KUMAR KANKARIA
(Partner)
Membership No. 068974

Place:-Guwahati
Date: 30/May/2016

Balance Sheet as at 31st March 2016

₹ in rupees

	Note No.	As at 31st March 2016	As at 31st March 2015
EQUITY AND LIABILITIES			
Shareholder's funds			
Share capital	1	26,95,000.00	26,95,000.00
Reserves and surplus	2	1,24,500.14	97,266.55
Money received against share warrants		-	-
		28,19,500.14	27,92,266.55
Share application money pending allotment		-	-
Non-current liabilities			
Long-term borrowings		-	-
Deferred tax liabilities (Net)		-	-
Other long term liabilities		-	-
Long-term provisions	4	-	-
		-	-
Current liabilities			
Short-term borrowings		-	-
Trade payables		-	-
Other current liabilities	3	66,974.00	70,618.00
Short-term provisions	4	12,963.00	12,907.00
		79,937.00	83,525.00
TOTAL		28,99,437.14	28,75,791.55
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets		-	-
Intangible assets		-	-
Capital work-in-Progress		-	-
Intangible assets under development		-	-
Non-current investments			
Deferred tax assets (net)		-	-
Long-term loans and advances		-	-
Other non-current assets	5	2,55,360.00	-
		2,55,360.00	-
Current assets			
Current investments	6	11,00,000.00	16,70,000.00
Inventories		-	-
Trade receivables		-	7,42,115.00
Cash and cash equivalents	7	14,73,496.14	4,50,193.55
Short-term loans and advances		-	-
Other current assets	8	70,581.00	13,483.00
		26,44,077.14	28,75,791.55
TOTAL		28,99,437.14	28,75,791.55
SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS	16		

The schedule referred above form an integral part of the Accounts
Audit Report as on even date attached
For S.L GANGWAL AND COMPANY
Chartered Accountants
(FRN: 004649C)

For and on behalf of the Board of
Directors

Sd/-
AMIT KUMAR KANKARIA
Partner
Membership No.: 068974
Place: Guwahati
Date: 30/05/2016

Sd/-
MILEE JAIN
Director
DIN: 00808564

Sd/-
VIKASH JAIN
Director
DIN: 06850638

Statement of Profit and loss for the year ended 31st March 2016

₹ in rupees

	Note No.	31st March 2016	31st March 2015
Revenue			
Revenue from operations	9	4,16,071.09	2,92,268.20
Less: Excise duty		-	-
Net Sales		4,16,071.09	2,92,268.20
Other income	10	58,208.00	-
Total revenue		4,74,279.09	2,92,268.20
Expenses			
Cost of material Consumed		-	-
Purchase of stock-in-trade		-	-
Changes in inventories		-	-
Employee benefit expenses	11	1,81,962.00	1,65,136.00
Finance costs		-	-
Depreciation and amortization expenses		-	-
Other expenses	12	2,50,567.50	85,365.16
Total expenses		4,32,529.50	2,50,501.16
Profit before exceptional, extraordinary and prior period items and tax		41,749.59	41,767.04
Exceptional items		-	-
Profit before extraordinary and prior period items and tax		41,749.59	41,767.04
Extraordinary items		-	-
Prior period item		-	-
Profit before tax		41,749.59	41,767.04
Tax expenses			
Current tax	13	12,963.00	12,907.00
Deferred tax		-	-
Excess/short provision relating earlier year tax	14	1,553.00	393.00
Profit(Loss) for the period		27,233.59	28,467.04
Earning per share			
Basic	15		
Before extraordinary Items		0.05	0.05
After extraordinary Adjustment		0.05	0.05
Diluted			
Before extraordinary Items		-	-
After extraordinary Adjustment		-	-
SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS	16		

The schedule referred above form an integral part of the Accounts

Audit Report as on even date attached
For S.L GANGWAL AND COMPANY
Chartered Accountants
(FRN: 004649C)
Sd/-

AMIT KUMAR KANKARIA
Partner
Membership No.: 068974
Place: Guwahati
Date: 30/05/2016

For and on behalf of the Board of Directors

Sd/-
MILEE JAIN
Director
DIN: 00808564

Sd/-
VIKASH JAIN
Director
DIN: 06850638

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March 2016

₹ in rupees

	PARTICULARS	31st March 2016	31st March 2015
A.	Cash Flow From Operating Activities		
	Net Profit before tax and extraordinary items(as per Statement of Profit and Loss)	41,749.59	41,767.04
	Adjustments for non Cash/ Non trade items:		
	Interest received	(1,208.00)	-
	Operating profits before Working Capital Changes	40,541.59	41,767.04
	Adjusted For:		
	(Increase) / Decrease in trade receivables	7,42,115.00	(7,42,115.00)
	Increase / (Decrease) in trade payables	-	17,410.00
	Increase / (Decrease) in other current liabilities	9,319.00	-
	(Increase) / Decrease in other current assets	(3,12,458.00)	(13,483.00)
	Cash generated from Operations	4,79,517.59	(6,96,420.96)
	Income Tax (Paid) / Refund	(14,460.00)	(10,330.00)
	Net Cash flow from Operating Activities(A)	4,65,057.59	(7,06,750.96)
B.	Cash Flow From Investing Activities		
	Current Investments / (Purchased) sold	5,70,000.00	7,00,000.00
	Interest Received	1,208.00	-
	Net Cash used in Investing Activities(B)	5,71,208.00	7,00,000.00
C.	Cash Flow From Financing Activities		
	Other Inflows / (Outflows) of cash	(12,963.00)	(25,000.00)
	Net Cash used in Financing Activities(C)	(12,963.00)	(25,000.00)
D.	Net Increase / (Decrease) in Cash & Cash Equivalents(A+B+C)	10,23,302.59	(31,750.96)
E.	Cash & Cash Equivalents at Beginning of period	4,50,193.55	4,81,944.51
F.	Cash & Cash Equivalents at End of period	14,73,496.14	4,50,193.55
G.	Net Increase / (Decrease) in Cash & Cash Equivalents(F-E)	10,23,302.59	(31,750.96)

For S.L GANGWAL AND COMPANY
Chartered Accountants
(FRN: 004649C)

For and on behalf of the Board of Directors

Sd/-
AMIT KUMAR KANKARIA
Partner
Membership No.: 068974
Place: Guwahati
Date: 30/05/2016

Sd/-
MILEE JAIN
Director
DIN: 00808564

Sd/-
VIKASH JAIN
Director
DIN: 06850638

Note:

1. The Cash Flow Statement has been prepared by Indirect Method as per AS-3 issued by ICAI.
2. Figures of previous year have been rearranged/regrouped wherever necessary
3. Figures in brackets are outflow/deductions

Notes to Financial statements for the year ended 31st March 2016

The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

Note No. 1 Share Capital

₹ in rupees

Particulars	As at 31st March 2016	As at 31st March 2015
Authorised :		
600000 (31/03/2015:600000) Equity shares of Rs. 5.00/- par value	30,00,000.00	30,00,000.00
Issued :		
539000 (31/03/2015:539000) Equity shares of Rs. 5.00/- par value	26,95,000.00	26,95,000.00
Subscribed and paid-up :		
539000 (31/03/2015:539000) Equity shares of Rs. 5.00/- par value	26,95,000.00	26,95,000.00
Total	26,95,000.00	26,95,000.00

Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

Equity shares

₹ in rupees

	As at 31st March 2016		As at 31st March 2015	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the period	5,39,000	26,95,000.00	5,39,000	26,95,000.00
Issued during the period	-	-	-	-
Redeemed or bought back during the period	-	-	-	-
Outstanding at end of the period	5,39,000	26,95,000.00	5,39,000	26,95,000.00

Right, Preferences and Restriction attached to shares

Equity shares

The company has only one class of Equity having a par value Rs. 5.00 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

Note No. 2 Reserves and surplus

₹ in rupees

Particulars	As at 31st March 2016	As at 31st March 2015
Profit loss account		
Opening Balance	97,266.55	93,799.51
Add: Profit for the year	27,233.59	28,467.04
Less: Deletion during the year	-	(25,000.00)
Closing Balance	1,24,500.14	97,266.55
Balance carried to balance sheet	1,24,500.14	97,266.55

Note No. 4 Provisions

₹ in rupees

Particulars	As at 31st March 2016			As at 31st March 2015		
	Long-term	Short-term	Total	Long-term	Short-term	Total
Other provisions						
Current tax provision	-	12,963.00	12,963.00	-	12,907.00	12,907.00
	-	12,963.00	12,963.00	-	12,907.00	12,907.00
Total	-	12,963.00	12,963.00	-	12,907.00	12,907.00

Note No. 3 Other current liabilities

₹ in rupees

Particulars	As at 31st March 2016	As at 31st March 2015
Others payables		
Other accrued expenses	66,974.00	70,618.00
	66,974.00	70,618.00

Total	66,974.00	70,618.00
--------------	------------------	------------------

Note No. 3(a) Other current liabilities:Other accrued expenses

₹ in rupees

Particulars	31st March 2016	As at 31st March 2015
Sanjay Kumar Baid	6,500.00	13,000.00
S.L Gangwal and Company	56,180.00	44,944.00
Bigshares Services Pvt Ltd	4,294.00	12,674.00
Total	66,974.00	70,618.00

Note No. 5 Current investments

₹ in rupees

Particulars	As at 31st March 2016	As at 31st March 2015
Investments in equity Instruments (Unquoted)		
In Others		
Investment in other Indian companies equity instruments unquoted trade(current investment) (Lower of cost and Market value)	11,00,000.00	16,70,000.00
Gross Investment	11,00,000.00	16,70,000.00
Net Investment	11,00,000.00	16,70,000.00
Aggregate amount of unquoted investments	11,00,000.00	16,70,000.00

Note No. 5(a) Current investments:Investments in equity Instruments:Investment in other Indian companies equity instruments unquoted trade(current investment)

₹ in rupees

Particulars	31st March 2016	31st March 2015
East West Entrade Limited	-	3,00,000.00
Integrity Entrade Limited	5,50,000.00	5,50,000.00
Life and Culture Entrade Limited	5,50,000.00	5,50,000.00
Maxim Entrade Limited	-	2,70,000.00
Total	11,00,000.00	16,70,000.00

Note No. Trade receivables

₹ in rupees

Particulars	As at 31st March 2016	As at 31st March 2015
Less than six months		
Unsecured, Considered Good	-	7,42,115.00
Total	-	7,42,115.00
Total	-	7,42,115.00

Note No. 6 Cash and cash equivalents

₹ in rupees

Particulars	As at 31st March 2016	As at 31st March 2015
Balance with banks		
Balance scheduled banks current account	13,47,271.14	2,92,665.55
Total	13,47,271.14	2,92,665.55
Cheques,drafts on hand		
Cheques,drafts on hand	-	9,196.00
Total	-	9,196.00
Cash in hand		
Cash in hand	1,26,225.00	1,48,332.00
Total	1,26,225.00	1,48,332.00
Total	14,73,496.14	4,50,193.55

Note No. 7 Other current assets

₹ in rupees

Particulars	As at 31st March 2016	As at 31st March 2015
Miscellaneous expenditure not written off		
Listing Processing Fees	3,19,200.00	-
Other Assets		
Any other assets	6,741.00	13,483.00
Total	3,25,941.00	13,483.00

Note No. 8 Revenue from operations

₹ in rupees

Particulars	31st March 2016	31st March 2015
Sale of products	4,16,071.09	2,92,268.20
Gross revenue from operations	4,16,071.09	2,92,268.20

Note No. 9 Other income

₹ in rupees

Particulars	31st March 2016	31st March 2015
Interest Income		
Interest from long-term intercorporate deposits	1,208.00	-
	1,208.00	-
Net gain/loss on sale of investments		
Profit on sale of long-term investments	57,000.00	-
	57,000.00	-
Total	58,208.00	-

Note No. 9(a) Other income:Interest Income:Interest from long-term intercorporate deposits

₹ in rupees

Particulars	31st March 2016
Orchid Finlease Pvt Ltd	1,208.00
Total	1,208.00

Note No. 10 Employee benefit expenses

₹ in rupees

Particulars	31st March 2016	31st March 2015
Salaries and Wages	1,81,962.00	1,65,136.00
Total	1,81,962.00	1,65,136.00

Note No. 11 Other expenses

₹ in rupees

Particulars	31st March 2016	31st March 2015
Bank charges	1,066.50	452.00
ROC Filing Fee	11,000.00	3,000.00
Professional expenses	14,000.00	6,500.00
Auditor Remuneration	11,236.00	11,236.00
General expenses	1,70,915.00	62,527.16
Director's remuneration	40,000.00	-
Printing and Stationery	2,350.00	1,650.00
Total	2,50,567.50	85,365.16

Note No. 11(a) Other expenses:Professional expenses

₹ in rupees

Particulars	31st March 2016	31st March 2015
Secretarial Compliance Fees	2,000.00	2,000.00
Consultancy Fees	12,000.00	4,500.00
Total	14,000.00	6,500.00

Note No. 11(b) Other expenses: Auditor Remuneration

₹ in rupees

Particulars	31st March 2016	31st March 2015
Audit fees	11,236.00	11,236.00
Total	11,236.00	11,236.00

Note No. 11(c) Other expenses: General expenses

₹ in rupees

Particulars	31st March 2016	31st March 2015
Board Meeting Expenses	3,245.00	2,090.00
Sundry Expenses	9,925.00	9,830.00
CDSL Custodian Fees	10,177.00	6,742.00
CDSL Issuer Admission Processing Fees	-	22,472.00
NSDL Depository Charges	10,305.00	4,494.00
RTA Maintenance Charges	17,138.00	16,899.00
Round Off	-	0.16
Website Maintenance Charges	10,000.00	-
Listing Processing Fees	79,800.00	-
Listing Fees	28,500.00	-
Courier Charges	1,625.00	-
Income Tax Demand	200.00	-
Total	1,70,915.00	62,527.16

Note No. 12 Current tax

₹ in rupees

Particulars	31st March 2016	31st March 2015
Current tax pertaining to current year	12,963.00	12,907.00
Total	12,963.00	12,907.00

Note No. 13 Excess/short provision relating earlier year tax

₹ in rupees

Particulars	31st March 2016	31st March 2015
Current tax pertaining to previous years	1,553.00	393.00
Total	1,553.00	393.00

Note No. 14 Earning Per Share

₹ in rupees

Particulars	Before Extraordinary items		After Extraordinary items	
	31st March 2016	31st March 2015	31st March 2016	31st March 2015
Basic				
Profit after tax (A)	27,233.59	28,467.04	27,233.59	28,467.04
Weighted average number of shares outstanding (B)	5,39,000	5,39,000	5,39,000	5,39,000
Basic EPS (A / B)	0.05	0.05	0.05	0.05
Face Value Per Share	5.00	5.00	5.00	5.00

DELTA IMPEX LIMITED

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS

Note No. : 16

A. Significant Accounting Policies

1. **Basis of accounting:-**

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) including the Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

The financial statements have been prepared under the historical cost convention on accrual basis.

2. **Revenue Recognition :-**

Expenses and Income considered payable and receivable respectively are accounted for on accrual basis except discount claims, rebates and retirement benefits which cannot be determined with certainty during the year.

3. **Investments :-**

Investments are stated at cost.

4. **Inventories :-**

There were no Inventories at the year end.

5. **Taxes on Income:-**

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted by the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is virtual certainty

with convincing evidence that these would be realized in future. At each Balance Sheet date, the carrying amount of deferred tax is reviewed to reassure realization.

(B) Notes on Financial Statements

1. The Company does not have any Creditors at any time during the year.
2. Salaries includes directors remuneration on account of salary Rs.40000.00 /- (Previous Year Rs. Nil/-)
3. Trade receivables, Trade payables, Loans & Advances and Unsecured Loans have been taken at their book value subject to confirmation and reconciliation.

4. Payments to Auditors:

Auditors Remuneration	2015-2016	2014-2015
Audit Fees	10000.00	10000.00
Tax Audit Fees	-	-
Company Law Matters	-	-
Service Tax	1236.00	1236.00
Total	11236.00	11236.00

5. Related Party disclosure

(A) Related Parties and their Relationship

(I) Key Management Personnel

1. Milee Jain
2. Vikash Jain
3. Nilesh Kumar Jain

(II) Relative of Key Management Personnel

1. Arbitrage Securities pvt Ltd

**Transactions with Related parties
Lacs)**

(Figure in

Particulars	Transactions during the year			
	Current Year		Previous year	
	Key Management Personnel	Relative of Key Management Personnel	Key Management Personnel	Relative of Key Management Personnel
Deposit Received	Nil	3.29	Nil	Nil
Deposit Repaid	Nil	3.29	Nil	Nil

6. Other income include Rs. Nil on account of interest on FDR (P.Y. Rs.Nil)

7. The Company is having Contingent liability of penalty of Rs. 16000/- which is to be paid to MCX due to late submission of Annual Report. The amount is under dispute as the Company has asked MCX to waive the same but no reply has been received till date.

8. Major components of Deferred tax

Particulars	As at 31.03.2016 (Rs.)	As at 31.03.2015 (Rs.)
<i>A) Deferred Tax Liability</i>		-
Depreciation	0.00	0.00
Others	0.00	0.00
<i>Total</i>	0.00	0.00
<i>B) Deferred Tax Assets</i>		
<i>Deferred tax asset fixed assets</i>	0.00	0.00

Others	0.00	0.00
<i>Total</i>	0.00	0.00
Net Deferred Tax liabilities/(assets) (A-B)	0.00	0.00

9. % of imported & indigenous raw material & consumables

	2016		2015	
	<i>%</i>	Amount	<i>%</i>	Amount
Imported	0.00	0.00	0.00	0.00
Indigenous	0.00	0.00	0.00	0.00

10. Value of Imports

Raw Material	Nil	Nil
Finished Goods	Nil	Nil

11. Expenditure in Foreign Currency Nil Nil

12. Earning in Foreign Exchange Nil Nil

13. Previous year figures have been regrouped/rearranged wherever necessary.

Signature to notes 1 to 16

In terms of Our Separate Audit Report of Even Date Attached.

For S.L GANGWAL AND COMPANY
Chartered Accountants

Sd/-
(AMIT KUMAR KANKARIA)
Partner
Membership No. 068974
Registration No. 004649C
Place:- Guwahati
Date: - 30/05/2016

For DELTA IMPEX LIMITED

Sd/-	Sd/-
MILEE JAIN	VIKASH JAIN
Director	Director
DIN : 00808564□□	DIN : 06850638□□

**Form No. MGT-11
PROXY FORM**

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

Name of the Company: Delta Impex Limited

Registered Office: Kamakhya Umananda Bhawan; 1st Floor, A.T. Road, Guwahati 781001

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

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

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

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the company, to be held on the 30th day of September, 2016 at 11:30 a.m. at the registered office of the company at Kamakhya Umananda Bhawan; 1st Floor, A.T. Road, Guwahati 781001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2016
2.	Appointment of M/s. N. K. Choudhary & Associates, Chartered Accountants as Statutory Auditors & fixing their remuneration
3.	Re-appointment of Mr. Nilesh Kumar Jain as Director

Signed this _____ day of _____ 20__

Affix
Revenue
Stamps

Signature of Shareholder: _____ Signature of Proxy holder: _____

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company

DELTA IMPEX LIMITED

CIN- L51909AS1985PLC002339

KAMAKHYA UMANANDA BHAWAN, 1st FLOOR, A.T. Road; Guwahati – 781001

Website: www.deltaimpex.biz, E-mail id: deltaimpex1985@gmail.com, Phone- 9954236026, 0361-2545467

ATTENDANCE SLIP

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

31st Annual General Meeting on 30/09/2016

Full name of the members attending _____
(In block capitals)

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

Name of Proxy _____

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

I hereby record my presence at the 31st Annual General Meeting of the Company to be held on Friday the 30th day of September at 11:30 a.m. at the registered office of the company at Kamakhya Umananda Bhawan; 1st Floor, A.T. Road, Guwahati 781001

(Member's /Proxy's Signature)

Note:

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

Route Map for 31st Annual general Meeting of the company

