DELTA MANUFACTURING LIMITED
DMG DELTA MANUFACTURING GROUP
Registered Office : B-87, MIDC Ambad, Nashik - 422 010, INDIA Tel.: +91 253 2382238 / 67 | Fax : +91 253 2382926
Corporate Office : Delta House, Hornby Vellard Estate, Dr. Annie Besant Road, Next to Copper Chimney, Worli, Mumbai - 400 018, INDIA
Tel. : +91 22 6987 4700 | Fax : +91 22 4079 4777 | Email : secretarial@dmltd.in | Web. : www.deltamagnets.com | CIN : L32109MH1982PLC028280

7th September, 2026

National Stock Exchange of India Ltd. Listing Department. Exchange Plaza, C-1, Block- G, Bandra Kurla Complex, Bandra (East) Mumbai–400 051. Fax No. 26598235/8237/8347. **Symbol: DELTAMAGNT**	**BSE Ltd.,** Corporate Relation Department, Listing Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. Facsimile No. 22723121/22722037/2041 **Scrip Code: 504286**

Dear Sir/Madam,

Sub: 1) Notice of Annual General Meeting of the Company for the year ended 31st March, 2026
2) Intimation of Book Closure

With regard to the captioned matter and in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we are enclosing herewith a copy of Notice of 44th Annual General Meeting of the Company scheduled to be held on Wednesday, 30th September, 2026 at 3.30 P.M (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) for the year ended 31st March, 2026.

Pursuant to Regulation 42 of the Listing Regulations, Register of Members and the Share Transfer Books of the Company will remain closed during the period as mentioned below:

Scrip Code /Symbol	Book Closure date	Purpose
504286/ DELTAMAGNT	From Thursday, 24th September, 2026 to Wednesday, 30th September, 2026 (both days inclusive)	Annual General Meeting

You are requested to take the same on record.

Thanking You.

Yours Sincerely,
For Delta Manufacturing Limited

Madhuri Amar Pawar Digitally signed by Madhuri Amar Pawar Date: 2026.09.07 14:28:02 +05'30'

Madhuri Pawar
Company Secretary
ACS No.: 54631
Encl.: As above

NOTICE

Notice is hereby given that the 44th Annual General Meeting (AGM) of Members of Delta Manufacturing Limited (the Company) will be held on Wednesday, 30th September, 2026 at 3.30 P.M. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March, 2026 together with the reports of the board of directors and the auditors thereon.
2. To appoint a director in place of Mr. Jaydev Mody (DIN: 00234797), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To approve the continuation of Mr. Aurobind Patel (DIN: 00016628) as Non-Executive, Independent Director of the Company after attaining the age of 75 years, pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") as amended, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules made thereunder and other applicable laws, the approval of the shareholders of the Company be and is hereby accorded for the continuation of Mr. Aurobind Patel (DIN: 00016628) as a Non-Executive, Independent Director of the Company, beyond 7th January, 2027, on account of attaining age of 75 (Seventy-Five) years on said date.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution."

4. To Approve Material Related Party Transactions with MMG Ferrites Private Limited (MFPL).

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zb), Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") as amended from time to time and Section 2(76), Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act"), if any, read with related rules, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable laws/ statutory provisions, if any and the Company's policy on related party transactions, and based on the approval of the Audit Committee and subsequent recommendation of the Board of Directors, approval of the Shareholders of the Company be and is hereby accorded to the Company to enter into the related party transactions with MMG Ferrites Private Limited ("MFPL"), which are in the ordinary course of business and on arms-length basis not with standing the fact that aggregate value of all these proposed transaction(s) exceeds the prescribed thresholds as per the provisions of the Listing Regulations and/or the Act as applicable from time to time, details of which are more specifically set out in the explanatory statement pursuant to Section 102 and other applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors (which term shall include any Board Committee) or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s)/arrangement(s)/agreement(s) and other ancillary documents seeking necessary approvals from the requisite authorities, without being required to seek further consent from the shareholders and that the shareholders shall be deemed to have accorded their consent thereto expressly by the authority of this resolution."

5. **To Approve Material Related Party Transactions with Myra Mall Management Company Private Limited (MMMCPL).**

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zb), Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") as amended from time to time and Section 2(76), Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act"), if any, read with related rules, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable laws/ statutory provisions, if any and the Company's policy on related party transactions, and based on the approval of the Audit Committee and subsequent recommendation of the Board of Directors, approval of the Shareholders of the Company be and is hereby accorded to the Company to enter into the related party transaction with Myra Mall Management Company Private Limited ("MMMCPL"), which are in the ordinary course of business and on arms-length basis not with standing the fact that aggregate value of proposed transaction exceeds the prescribed thresholds as per the provisions of the Listing Regulations and/or the Act as applicable from time to time, details of which are more specifically set out in the explanatory statement pursuant to Section 102 and other applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors (which term shall include any Board Committee) or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s)/arrangement(s)/agreement(s) and other ancillary documents seeking necessary approvals from the requisite authorities, without being required to seek further consent from the shareholders and that the shareholders shall be deemed to have accorded their consent thereto expressly by the authority of this resolution."

6. **Revision in Remuneration of Dr. Ram H. Shroff (DIN No. 00004865), Managing Director and Executive Vice Chairman of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors and approval of the Audit Committee of the Company, consent of the Shareholders of the Company be and is hereby accorded for revision in the remuneration payable to Dr. Ram H. Shroff (DIN No. 00004865), Managing Director and Executive Vice Chairman of the Company, with effect from 1st April, 2026 till completion of his tenure on 30th September, 2028, on the terms and conditions as set out in this resolution, notwithstanding that the Company has no profits or its profits are inadequate during the relevant financial year(s).

RESOLVED FURTHER THAT the revised remuneration payable to Dr. Ram H. Shroff shall be as follows:

A) Salary:

Basic ₹ 6,00,000/- per month with power of the Board of Directors to increase the same as it may in its absolute discretion determine from time to time provided that the basic salary does not exceed ₹ 10,00,000/- per month during the tenure.

B) Allowances:

i. House Rent Allowance at the rate of 50% of Basic Salary.

ii. Special Allowance of ₹ 1,04,488/- per month.

C) Perquisites & Other Benefits:

The appointee shall be entitled to perquisites, allowances, benefits, facilities and amenities (collectively called "perquisites") such as leave travel assistance/allowance, conveyance allowance and any other perquisites as per the policy/rules of the Company in force or as may be approved by the Board from time to time.

In addition to the above, the appointee shall also be entitled to the following benefits/re-imbursements as per policy/rules of the Company in force or as may be approved by the Board from time to time:

i. Telecommunication/Internet Charges;

ii. Payment of gratuity and other retrial benefits;

iii. Driver and Fuel Reimbursement;

iv. Business Promotion Expenses and

v. Such other allowable/applicable expenses.

The total remuneration payable shall not exceed ₹ 1,70,00,000/- per annum.

D) Over and above the aforesaid total remuneration he shall be entitled for following:

(i) Company maintained two cars;

(ii) Company paid abroad vacation with family every financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and is hereby authorised to alter, vary or modify, from time to time, the terms and conditions of remuneration of Dr. Ram H. Shroff, within the overall terms, conditions and limits of remuneration as approved by the Shareholders under this resolution, to the extent permitted under the Act, Schedule V thereto, the Listing Regulations and other applicable laws, without requiring any further approval of the Shareholders, except where such further approval is mandatorily required under applicable law.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, filings and returns as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board of Directors

Madhuri Pawar
Company Secretary
ACS No: 54631

Place: Mumbai
Date: 12th August, 2026

NOTES:

1. In terms of circulars/notifications issued by the Ministry of Corporate Affairs (MCA) from time to time and in compliance with the applicable provisions of the Companies Act, 2013 (Act) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Annual General Meeting (AGM) is being held through Video Conferencing (VC) facility/ Other Audio Visual Means (OAVM) without the physical presence of the shareholders at a common venue.

2. As the AGM is being conducted through VC/OAVM, the facility to appoint Proxy to attend and cast vote for the shareholders is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate therein and cast their votes through e-Voting. Corporate members are required to send, (before e-Voting/attending AGM) a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, pursuant to Section 113 of the Act at e-mail id akjaincs@gmail.com with a copy marked to secretarial@dmltd.in.

3. The members can join the AGM through VC/OAVM 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Members (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of Listing Regulations, in line with MCA and SEBI circulars the Company is providing facility of remote e-Voting to its shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the relevant MCA circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.deltamagnets.com The Notice can also be accessed from the websites of BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and NSDL at www.evoting.nsdl.com.

7. In terms of Section 152 of the Act, Mr. Jaydev Mody (DIN: 00234797), Director, shall retire by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. The board of directors of the Company recommends re-appointment of Mr. Jaydev Mody (DIN: 00234797). Requisite declarations have been received from the Director for his appointment/ re-appointment.

8. The explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 3 to 6 set out above is annexed hereto. The details for director continuation after attaining the age of 75 years and director seeking appointment/ re-appointment at the AGM, pursuant to Regulation 36(3) of the Listing Regulations and Paragraph 1.2.5 of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are annexed as **Annexure I & II** and forms part of this Notice.

9. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 24th September, 2026 to Wednesday, 30th September, 2026 (both days inclusive)**, for the purpose of AGM.

10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, The Register of Contracts or Arrangements in which the Directors are interested under section 189 of the Act and all other documents referred to the Notice will be available for inspection in electronic mode. Shareholders can inspect the same by sending email to secretarial@dmltd.in.

11. Unclaimed Dividends:

    a. Shareholders of the Company are requested to note that as per the applicable provisions of the Act, dividends not encashed/claimed by the member of the Company, within a period of seven years from the date of declaration of dividend, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF), also all shares in respect of which dividend has not been encashed/claimed for seven consecutive years or more shall be transferred to the Demat Account of IEPF Authority notified by MCA ('IEPF Demat Account').

       Shareholders/claimants whose shares, unclaimed dividend have been transferred to the IEPF, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in) along with requisite fees, if any, as decided by the IEPF Authority from time to time. The Member/claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

    b. Details of Unclaimed Dividend and Shares attached thereto on Website:

       The details of the unpaid/unclaimed dividend are available on the website of the Company i.e. www.deltamagnets.com. It is in the shareholders' interest to claim any dividends which are not encashed.

12. In compliance with the MCA, SEBI circulars, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those shareholders whose email addresses are registered with the Company/Depositories. Shareholders may note that the Notice and Annual Report will also be available on the website of the Company at www.deltamagnets.com., BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and NSDL at www.evoting.nsdl.com.

    A letter containing the web link, along with the exact path to access the complete details of the Annual Report, is being sent to Shareholders who have not registered their email address with the Company's Registrar and Share Transfer Agent (RTA) or Depository Participant (DP).

13. Shareholders are requested to register/update their e-mail addresses with the DP (in case if shares are held in dematerialized form) or with RTA (in case if shares are held in physical form) which will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.

14. SEBI has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details. It is mandatory for the shareholders holding shares in physical form to register PAN, KYC and Nomination details. Shareholders holding shares in physical form are requested to register their PAN, e-mail id, bank details and other KYC details by filling Form ISR-1, update signature by filling Form ISR-2 and update Nomination details by filling Form SH-13 or declaration of opt out of Nomination by filling Form ISR-3 or cancel nomination by filling Form SH-14 and send the respective forms to Purva Sharegistry (India) Private Limited at 9 Shiv Shakti Industrial Estate, J R Boricha Marg, Lower Parel (E), Mumbai - 400011 or email the scanned copy to support@purvashare.com. The forms for updating the same are available at www.deltamagnets.com and on the website of our RTA at https://www.purvashare.com.

15. Shareholders may please note that SEBI has mandated the listed companies to issue securities in dematerialized form while processing service requests viz. Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transfer of securities including transmission and transposition. Accordingly, shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at www.deltamagnets.com and RTA's website at www.purvashare.com It may be noted that any service request can be processed only after the folio is KYC Compliant.

16. SEBI, vide Circular No. HO/38/13/11(2)2026-MIRSDPOD/I/3750/2026 dated 30th January, 2026, has opened a special window to facilitate re-lodgment of transfer and dematerialization of physical securities. The window will remain open for a period of one year, i.e., from 5th February, 2026 to 4th February, 2027. This special facility will be available for transfer and dematerialization of physical shares that were sold or purchased prior to 1st April, 2019. Additionally, the facility extends to transfer requests that were submitted earlier but were rejected, returned, or not attended due to deficiencies in documents, process issues, or for any other reason. Eligible Shareholders who wish to avail the opportunity are requested to submit the requisite documents to Purva Sharegistry (India) Pvt. Ltd. Registrar and Share Transfer Agent (RTA), Registered Office: Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai-400011 Investors are informed that the securities re-lodge or transfer pursuant to the above circular, shall only be issued in demat form. In case of any queries, Shareholders are requested to raise a service request at support@purvashare.com or secretarial@dmltd.in.

17. SEBI has launched its Investor website at https://investor.sebi.gov.in. The said website contains information on personal finance and investment useful for existing and new investors. It also includes videos prepared by Market infrastructure institutions (MIIs) related to securities market process education and awareness messages. The SEBI Investor Website aims to assist individuals in taking control of their money, leading to better outcomes in their investment journey. It offers guidance on managing money well and making sound financial decisions independently. The financial awareness content, tools, and calculators available on the website can help people of all ages, backgrounds and incomes to be in control of their financial decisions. The SEBI Investor website promotes confident and informed participation by investors in the securities market.

18. The Company has appointed Mr. Ashish Kumar Jain (Membership No. 6058 and CP No. 6124) of M/s A. K. Jain & Co. to act as the Scrutinizer to scrutinize the entire e-Voting process in a fair and transparent manner.

19. The venue of the meeting shall be deemed to be the Registered Office of the Company.

20. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as on **Wednesday, 23rd September, 2026** may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/ RTA at support@purvashare.com However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholder holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the **cut-off date i.e. Wednesday, 23rd September, 2026** may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system"

21. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.

22. Voting through electronic means:

    In compliance with the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), clarification(s), exemption(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the SEBI Listing Regulations and SS – 2, the Company is providing to its shareholders with the facility to cast their vote electronically ("remote e-Voting") using an electronic voting system provided by NSDL, on the business item set forth in the Notice of AGM and the business may be transacted through such remote e-Voting. The instructions for remote e-Voting explain the process and manner for generating/receiving the password and for casting of vote(s) in a secure manner. However, the shareholders are requested to take note of the following items:

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

The remote e-Voting period begins on **Saturday, 26th September, 2026 at 9.00 a.m. and ends on Tuesday, 29th September, 2026 at 5.00 p.m.** The remote e-Voting module shall be disabled by NSDL for voting thereafter. The shareholders, whose names appear in the Register of Shareholders/Beneficial Owners as on the **cut-off date i.e. Wednesday, 23rd September, 2026** may cast their vote electronically. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the **cut-off date, being Wednesday, 23rd September, 2026**.

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

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

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

   A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

3. Your User ID details are given below :

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

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

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

   a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

7. Now, you will have to click on "Login" button.

8. After you click on the "Login" button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@dmltd.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@dmltd.in.

3. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

4. Alternatively, shareholder/member may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request, along with the questions, from their registered e-mail id mentioning their name, DP ID and Client ID/ Folio No., PAN, Mobile No. at secretarial@dmltd.in on or before **Monday, 14th September, 2026**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers/questions depending on the availability of time for the AGM.

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

A. **Ms. Madhuri Pawar,**
Company Secretary
Delta Manufacturing Limited
Corporate Office:
Delta House, Hornby Vellard Estate,
Next to Copper Chimney, Dr. Annie Besant Road,
Worli, Mumbai – 400 018.
Email:secretarial@dmltd.in
Phone: 022-69874700

B. **Ms. Deepali Dhuri,**
Purva Sharegistry (India) Pvt. Ltd.
Registered Office:
Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt,
J. R. Boricha Marg, Lower Parel East,
Mumbai,-400011
Email: support@purvashare.com
Phone: 022-3199 8810 / 022- 4961 4132

C. **Ms. Pallavi Mhatre,**
Senior Manager
e-Voting Helpdesk
National Securities Depositories Limited
Email: evoting@nsdl.com
Phone: 022 - 4886 7000/ 022 - 2499 7000

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

Item No. 3

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from 1st April, 2019, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 years unless a Special Resolution is passed by the Members.

Mr. Aurobind Patel (DIN: 00016628), Non-Executive, Independent Director of the Company, will attain the age of 75 years on 7th January, 2027.

Mr. Aurobind Patel, has been associated with the Company since 2024 and has made significant contributions to the growth, governance and strategic direction of the Company. He has provided valuable guidance to the Board on matters relating to business strategy, corporate governance, risk management and regulatory compliance.

Considering his rich experience, expertise, integrity, leadership and continued valuable contribution to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, is of the opinion that the continued association of Mr. Aurobind Patel as a Non-Executive, Independent Director would be in the best interests of the Company and its stakeholders.

Accordingly, the Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

Except Mr. Aurobind Patel and his relatives, to the extent of their shareholding, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution.

Item No. 4

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), as amended from time to time, all material related party transactions i.e. the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeding the thresholds as specified in Schedule XII of regulation 23(1) of the Listing Regulations, shall require prior approval of Shareholders through Ordinary Resolution.

Background, details, benefits and justification of the transaction(s):

MMG Ferrites Private Limited (MFPL), joint venture company, is engaged in the business of manufacturing and dealing in Soft Ferrite, Electronic instruments, Electronic and Electric Equipment, Electronic Components, Magnetic Tapes, Ferrite rods, Capacitors, Connectors etc. all the transactions carried out/to be carried out with MFPL are in the ordinary course of business and are at arm's length basis. Company provides nitrogen to MFPL for production of soft ferrite products. Apart from these, the company charges lease rent and reimbursement of electricity expenses. These transactions are in the ordinary course of business and are at arm's length.

The aggregate value of the proposed related party transaction(s) with MFPL, whether undertaken individually or together with other transactions during a financial year, is expected to exceed the materiality threshold prescribed under Regulation 23(1) of the Listing Regulations, being 10% of the annual consolidated turnover of the Company as per its last audited financial statements for the financial year.

The Audit Committee, after evaluating the commercial rationale, business need and other relevant factors, has accorded its specific approval to the proposed transaction(s) with MFPL, subject to the approval of the Shareholders, wherever applicable. The Committee has noted that the said transaction(s) will be on an arm's length basis and in the ordinary course of business of the Company.

Accordingly, pursuant to Regulation 23(4) of the Listing Regulations, prior approval of the Shareholders by way of an ordinary resolution is being sought at the Annual General Meeting (AGM) for the period from 1st October, 2026 till 31st March, 2028 (One Year, Six Months).

The proposed related party transactions will contribute to continuous growth in business of your Company and are/would be in the best interest of the Company. Hence, the Audit Committee and Board have recommended the proposal for approval of the Shareholders by passing Ordinary Resolution as detailed in Item No. 4 of the Notice.

In view of the above and in order to facilitate execution of proposed transaction(s) as mentioned in Item No. 4, it is proposed to seek Shareholders' approval pursuant to applicable provisions of the Listing Regulations and the Companies Act, 2013 ("the Act").The details as required under Regulation 23(4) of the Listing Regulations read with SEBI Master Circular dated 30th January, 2026 and SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June 2025 ("SEBI Circular") are set forth below.

Minimum information to be provided to the shareholders for approval of Material Related Party Transactions (RPT) pursuant to the SEBI Circular dated 26th June, 2025, is provided as under:

a) Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable: Forms part of the table as mentioned below.

b) Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT: Forms part of the table as mentioned below.

c) It is confirmed that the Audit Committee at its meeting has reviewed the certificates provided by the Chief Financial Officer and Managing Director of the Company confirming that the terms of RPT's proposed to be entered into are in the interest of the Company.

d) The material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.

e) Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT: **Not Applicable**

Independent Directors of the Audit Committee and the Board of Directors on the basis of relevant details/information provided by the management, as required by the law, at their respective meeting reviewed and approved the said transaction(s) and recommended to the shareholders for its approval, while noting that such transaction shall be on arm's length basis and in the ordinary course of business of the Company.

Details of proposed transactions between MMG Ferrites Private Limited (MFPL) and Delta Manufacturing Limited (DML) including the information pursuant to Clause 4 of the Standards read with applicable laws and as placed before the Audit Committee for Consideration while seeking prior approval of the proposed RPT(s), are provided below:

Sr. No.	Particulars of the information	Information provided by the Management
A(1).	**Basic details of the related party**	
1	Name of the Related Party	MMG Ferrites Private Limited (MFPL)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Manufacturers and dealers in Soft Ferrite, Electronic Instruments, Electronic and Electric Equipment, Electronic Components, Magnetic Tapes, Ferrite rods, Capacitors, Connectors etc.
A(2).	**Relationship and ownership of the related party**	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	MFPL is Joint Venture (JV) of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	50% (Directly)
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	Nil
	***Explanation**: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ subsidiary/related party has control (as defined under SEBI Listing Regulations).* *While calculating indirect shareholding, shareholding held by relatives shall also be considered.*	

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th>Information provided by the Management</th></tr>
<tr><td>A(3).</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.

Explanation: Details needs to be disclosed separately for listed entity and its subsidiary.</td><td>
<table>
<tr><th>Sr. No.</th><th>Nature of Transactions</th><th>FY 2025-26 (₹)</th></tr>
<tr><td>1</td><td>Rent Income</td><td>78,00,000</td></tr>
<tr><td>2</td><td>Interest Income</td><td>3,56,772</td></tr>
<tr><td>3</td><td>Loan Given</td><td>11,03,000</td></tr>
<tr><td>4</td><td>Sale of Goods</td><td>1,28,83,366</td></tr>
<tr><td>5</td><td>Sale of Services</td><td>3,51,000</td></tr>
<tr><td>6</td><td>Reimbursement of Electricity</td><td>3,74,31,867</td></tr>
<tr><td></td><td>Total</td><td>5,99,26,005</td></tr>
</table>
</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>₹ 2,24,85,248/- (Rupees Two Crore Twenty-Four Lakhs Eighty-Five Thousand Two Hundred and Forty-Eight Only) (till 30th June, 2026)</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial years.</td><td>Nil</td></tr>
<tr><td></td><td></td><td></td></tr>
<tr><td>A(4).</td><td colspan="2">Amount of the proposed transaction(s)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>
<table>
<tr><th>Sr. No.</th><th>Nature of Transactions</th><th>Value/Amount of the proposed transaction(s)</th></tr>
<tr><td>1</td><td>Sale of Goods</td><td>Upto ₹ 2,25,00,000/- (Rupees Two Crores Twenty-Five Lakhs Only)</td></tr>
<tr><td>2</td><td>Sale of Services etc.</td><td>Upto ₹ 6,80,400/- (Rupees Six Lakhs Eighty Thousand Four Hundred Only)</td></tr>
<tr><td>3</td><td>Reimbursement of electricity expenses</td><td>Upto ₹ 15,00,00,000/- (Rupees Fifteen Crores Only)</td></tr>
<tr><td>4</td><td>Inter Corporate Deposit (ICD)</td><td>Upto ₹ 6,00,00,000/- (Rupees Six Crore Only)</td></tr>
</table>
</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
</table>

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th colspan="3">Information provided by the Management</th></tr>
<tr><td rowspan="5">3</td><td rowspan="5">Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>Sr. No.</td><td>Nature of Transactions</td><td>Percentage (%)</td></tr>
<tr><td>1</td><td>Sale of Goods</td><td>3.50%</td></tr>
<tr><td>2</td><td>Sale of Services etc.</td><td>0.11%</td></tr>
<tr><td>3</td><td>Reimbursement of electricity expenses</td><td>23.36%</td></tr>
<tr><td>4</td><td>Inter Corporate Deposit (ICD)</td><td>9.34%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td colspan="3">Not Applicable</td></tr>
<tr><td rowspan="5">5</td><td rowspan="5">Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>Sr. No.</td><td>Nature of Transactions</td><td>Percentage (%)</td></tr>
<tr><td>1</td><td>Sale of Goods</td><td>13.65%</td></tr>
<tr><td>2</td><td>Sale of Services etc.</td><td>0.41%</td></tr>
<tr><td>3</td><td>Reimbursement of electricity expenses</td><td>91.01%</td></tr>
<tr><td>4</td><td>Inter Corporate Deposit (ICD)</td><td>36.40%</td></tr>
<tr><td rowspan="4">6</td><td rowspan="4">Financial performance of the related party for the immediately preceding financial year:

Explanation: The above information is given on standalone basis</td><td colspan="2">Particulars</td><td>FY 2025-2026 (₹)</td></tr>
<tr><td colspan="2">Turnover</td><td>16,48,21,000</td></tr>
<tr><td colspan="2">Profit After Tax</td><td>(6,71,53,355)</td></tr>
<tr><td colspan="2">Net Worth</td><td>(6,99,22,000)</td></tr>
</table>

Sr. No.	Particulars of the information	Information provided by the Management		
A (5).	**Basic details of the proposed transaction**			
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	**Sr. No.**	**Nature of Transactions**	**Details of each type of proposed transaction**
2	Details of each type of the proposed transaction	1	Sale of Goods	Sale of Nitrogen for production of soft ferrite products at arm's length.
		2	Sale of Services etc.	Lease rent of nitrogen capsule and other related services to be charged to MFPL.
		3	Reimbursement of electricity expenses	Reimbursement of electricity expenses which will be on an actual basis.
		4	Inter Corporate Deposit (ICD)	Providing ICD to MFPL, Joint Venture of the Company.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	From 1st October, 2026 to 31st March, 2028 (One Year, Six Months)		
4	Whether omnibus approval is being sought?	No		
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	**Period**		**Value of the proposed transaction**
		1. Sale of Goods*		
		1st October, 2026 to 31st March, 2027		₹ 73,80,000/- (Rupees Seventy Three Lakhs Eighty Thousand Only)
		1st April, 2027 to 31st March, 2028		₹ 1,51,20,000/- (Rupees One Crore Fifty One Lakhs Twenty Thousand Only)
		Total		**₹ 2,25,00,000/- (Rupees Two Crores Twenty-Five Lakhs Only)**
		2. Sale of Services		
		1st October, 2026 to 31st March, 2027		Upto ₹ 2,26,800/- (Rupees Two Lakh Twenty-Six Thousand Eight Hundred Only)
		1st April, 2027 to 31st March, 2028		Upto ₹ 4,53,600/- (Rupees Four Lakh Fifty-Three Thousand Six Hundred Only)
		Total		**₹ 6,80,400/- (Rupees Six Lakhs Eighty Thousand Four Hundred Only)**

Sr. No.	Particulars of the information	Information provided by the Management	
A (5).	**Basic details of the proposed transaction**		
		Period	**Value of the proposed transaction**
		3. Reimbursement of electricity expenses*	
		1st October, 2026 to 31st March, 2027	₹ 4,92,00,000/- (Rupees Four Crore Ninety Two Lakhs Only)
		1st April, 2027 to 31st March, 2028	₹ 10,08,00,000/- (Rupees Ten Crore Eight Lakhs Only)
		Total	**₹ 15,00,00,000/- (Rupees Fifteen Crores Only)**
		4. Inter Corporate Deposit (ICD)*	
		1st October, 2026 to 31st March, 2027	₹ 1,50,00,000/- (Rupees One Crore Fifty Lakhs Only)
		1st April, 2027 to 31st March, 2028	₹ 4,50,00,000/- (Rupees Four Crore Fifty Lakhs Only)
		Total	**₹ 6,00,00,000/- (Rupees Six Crores Only)**
		*Any unutilized or excess utilization of the approved limit during any specific period may be adjusted against the limits applicable to the remaining period, provided that the overall aggregate limit approved under this Resolution is not exceeded.	
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The same is required for the purpose of business of the JV Company, which will benefit the Company directly/indirectly.	
7	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. ***Explanation****: Indirect interest shall mean interest held through any person over which an individual has control.* a. Name of the director/KMP b. Shareholding of the director/KMP, whether direct or indirect, in the related party.	None of the promoter(s)/ director(s)/ key managerial personnel of the listed entity have any interest in the transaction, except for directorship held by them in the related party whether directly or indirectly. a. (i) Dr. Ram H. Shroff, Managing Director and Executive Vice Chairman of the Company, is also a director in the MFPL. (ii) Mr. Abhilash Sunny, Chief Financial Officer and Chief Executive Officer (KMP) of the Company, is also a director in the MFPL. b. Nil	
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
9	Other information relevant for decision making.	-	

Sr. No.	Particulars of the information	Information provided by the Management
B (1).	**Disclosure *only* in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
	Below details are with respect to Sale of goods, Sale of Services and Reimbursement of Electricity Expenses	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2	Basis of determination of price.	Will be charged at actual cost incurred
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	
B (2).	**Disclosure *only* in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**	
1	Source of funds in connection with the proposed transaction.	Internal Accruals of the Company
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Not Applicable
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Not Applicable
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Above Inter Corporate Deposit to be given at 10.45% p.a. rate of interest and is unsecured and repayable on demand with an option to convert into equity.
5	Maturity/due date	Repayable on Demand with an option to convert into equity.
6	Repayment schedule & terms	Repayable on Demand with an option to convert into equity.
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not Applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilized by the JV company for day to day business operations.

Sr. No.	Particulars of the information	Information provided by the Management
C (1).	**Disclosure *only* in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary**	
1	Latest credit rating of the related party	Not Applicable
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	Not Applicable
	In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	-
	b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	-
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	-
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	-
	FY 2023-24	Not Applicable
	FY 2024-25	
	FY 2025-26	

In view of the above, the approval of the Shareholders of the Company is being sought for the resolution as set out at Item no. 4 of the Notice. The Shareholders may note that in terms of the provisions of the Act and the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not), shall abstain from voting on the said resolution.

The Board recommends passing the Ordinary Resolution as set out in Item no. 4 of this Notice, for approval by the Shareholders of the Company.

None of the Directors and/or Key Managerial Personnel(s) of the Company and/or their respective relatives are, in anyway, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolution, as set out in Item no. 4 of this Notice.

Item No. 5

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), as amended from time to time, all material related party transactions i.e. the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeding the thresholds as specified in Schedule XII of regulation 23(1) of the Listing Regulations, shall require prior approval of shareholders through Ordinary Resolution.

Background, details, benefits and justification of the transaction(s):

Delta Manufacturing Limited ("the Company"), requires funds from time to time in the ordinary course of its business, to meet its working capital requirements, capital expenditure, repayment/refinancing of existing borrowings, business expansion and other general corporate purposes.

Accordingly, the Company proposes to avail Inter Corporate Loan (ICD) from Myra Mall Management Company Private Limited ("MMMCPL"), which is a related party of the Company within the meaning of the Companies Act, 2013 ("the Act") and the Listing Regulations.

The Audit Committee, after evaluating the commercial rationale, business need and other relevant factors, has accorded its specific approval to the proposed transaction, subject to the approval of the shareholders, wherever applicable.

The aggregate value of the proposed borrowing from the MMMCPL is expected to exceed the materiality threshold prescribed under Regulation 23(1) of the Listing Regulations, i.e., 10% of the annual consolidated turnover of the Company as per its last audited financial statements. Consequently, the proposed transaction qualifies as a material related party transaction and requires the prior approval of the Shareholders by way of an Ordinary Resolution.

The proposed borrowing arrangements will be entered into on such terms and conditions, including the amount, tenure, interest rate, security (if any), repayment schedule and other commercial terms, as may be mutually agreed between the Company and MMMCPL from time to time, taking into account prevailing market conditions and the business requirements of the Company. The Board is of the view that the proposed transaction is in the ordinary course of business, is on an arm's length basis, wherever applicable, and is in the best interests of the Company.

Accordingly, pursuant to Regulation 23(4) of the Listing Regulations, prior approval of the shareholders by way of an ordinary resolution is being sought at the Annual General Meeting (AGM) for the period from 1st October, 2026 to 31st March, 2028 (One Year, Six Months).

In view of the above and in order to facilitate execution of proposed transaction as mentioned in Item No. 5, it is proposed to seek Shareholders' approval pursuant to applicable provisions of the Listing Regulations and the Act. The details as required under Regulation 23(4) of the Listing Regulations read with SEBI Master Circular dated 30th January, 2026 and SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 ("SEBI Circular") are set forth below:

Minimum information to be provided to the shareholders for approval of Material Related Party Transactions (RPT) pursuant to the SEBI Circular dated 26th June, 2025, is provided as under:

a) Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable: Forms part of the table as mentioned below.

b) Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT: Forms part of the table as mentioned below.

c) It is confirmed that the Audit Committee at its meeting has reviewed the certificates provided by the Chief Financial Officer and Managing Director of the Company confirming that the terms of RPT's proposed to be entered into are in the interest of the Company.

d) The material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.

e) Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT: **Not Applicable**

Independent Directors of the Audit Committee and the Board of Directors on the basis of relevant details/information provided by the management, as required by the law, at their respective meeting reviewed and approved the said transaction(s) and recommended to the shareholders for its approval, while noting that such transaction shall be on arm's length basis and in the ordinary course of business of the Company.

Details of proposed transactions between Myra Mall Management Company Private Limited (MMMCPL) and Delta Manufacturing Limited (DML) including the information pursuant to Clause 4 of the Standards read with applicable laws and as placed before the Audit Committee for Consideration while seeking prior approval of the proposed RPT(s), are provided below:

Sr. No.	Particulars of the information	Information provided by the Management
A(1).	**Basic details of the related party**	
1	Name of the related party	Myra Mall Management Private Limited ("MMMCPL")
2	Country of incorporation of the related party	India
3	Nature of business of the related party	To acquire, develop, improve, build, sell, lease, manage, commercially exploit and otherwise deal in real estate, properties of all nature and description or any rights therein including land, buildings and other estate and realty including shopping malls, commercial and residential complexes, and managing the affairs of the mall.
A(2).	**Relationship and ownership of the related party**	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	MMMCPL, Entity controlled by promoter/director/ chairman of the company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not Applicable
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	Nil
	***Explanation**: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ subsidiary/related party has control (as defined under SEBI Listing Regulations).* While calculating indirect shareholding, shareholding held by relatives shall also be considered.	

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th>Information provided by the Management</th></tr>
<tr><td>A(3).</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.

Explanation: Details needs to be disclosed separately for listed entity and its subsidiary .</td><td><table><tr><th>Sr. No.</th><th>Nature of Transactions</th><th>FY 2025-26 (₹)</th></tr><tr><td>1.</td><td>ICD taken</td><td>7,15,00,000</td></tr><tr><td>2</td><td>Interest on ICD payable</td><td>1,42,72,863</td></tr></table></td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>ICD taken - ₹ 3,00,00,000/-
Interest on ICD Expenses - ₹ 44,83,215/-
(till 30th June 2026)</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>Nil</td></tr>
<tr><td></td><td></td><td></td></tr>
<tr><td>A (4).</td><td colspan="2">Amount of the proposed transaction(s)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Upto ₹ 30,00,00,000/- (Rupees Thirty Crore Only) and interest thereon</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>46.72%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Not Applicable</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>195.61%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year:</td><td><table><tr><th>Particulars</th><th>FY 2025-2026 (₹)</th></tr><tr><td>Turnover</td><td>15,33,67,000</td></tr><tr><td>Profit After Tax</td><td>4,34,52,000</td></tr><tr><td>Net Worth</td><td>41,24,76,000</td></tr></table></td></tr>
<tr><td></td><td>Explanation:The above information is given on standalone basis.</td><td></td></tr>
</table>

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th colspan="2">Information provided by the Management</th></tr>
<tr><td>A (5).</td><td colspan="3">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td colspan="2">Availing Inter Corporate Deposit (ICD)</td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td><td colspan="2">Availing ICD from MMMCPL</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td colspan="2">From 1st October, 2026 to 31st March, 2028
(One Year, Six Months)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td colspan="2">No</td></tr>
<tr><td rowspan="5">5</td><td rowspan="5">Value of the proposed transaction during a financial year.

If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>Period of the proposed transaction</td><td>Value of the proposed transaction (₹)*</td></tr>
<tr><td>1st October, 2026 to 31st March, 2027</td><td>₹ 7,50,00,000/- (Rupees Seven Crore Fifty Lakhs Only)</td></tr>
<tr><td>1st April, 2027 to 31st March, 2028</td><td>₹ 22,50,00,000/- (Rupees Twenty Two Crore Fifty Lakhs Only)</td></tr>
<tr><td>Total</td><td>₹ 30,00,00,000/- (Rupees Thirty Crore Only)</td></tr>
<tr><td colspan="2">* Any unutilized or excess utilization of the approved limit during any specific period may be adjusted against the limits applicable to the remaining period, provided that the overall aggregate limit approved under this Resolution is not exceeded.</td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td colspan="2">This ICD will help the Company to carry out its business operations smoothly.</td></tr>
<tr><td>7</td><td>Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.

Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td><td colspan="2">None of the promoter(s)/director(s)/ key managerial personnel of the listed entity have any interest in the transaction, except for directorship held by them in the related party whether directly or indirectly.</td></tr>
<tr><td></td><td>a. Name of the director/KMP</td><td colspan="2">Mr. Jaydev Mody, director/promoter/chairman of the Company is director and preference shareholder in MMMCPL.</td></tr>
<tr><td></td><td>b. Shareholding of the director/KMP, whether direct or indirect, in the related party</td><td colspan="2">0.01% (9 preference shares)</td></tr>
<tr><td>8</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td colspan="2">Not applicable</td></tr>
<tr><td>9</td><td>Other information relevant for decision making.</td><td colspan="2">-</td></tr>
</table>

Sr. No.	Particulars of the information	Information provided by the Management
B (5).	**Disclosure *only* in case of transactions relating to borrowings by the listed entity or its subsidiary**	
1	Material covenants of the proposed transaction	No Material Covenants
2	Interest rate (in terms of numerical value or base rate and applicable spread)	8.15% p.a.
3	Cost of borrowing	Nil
4	Maturity/due date	Annual Rollover Basis
5	Repayment schedule & terms	NA
6	Whether secured or unsecured?	Unsecured
7	If secured, the nature of security & security coverage ratio	NA
8	The purpose for which the funds will be utilized by the the listed entity/subsidiary	The funds shall be utilized by the company for Working Capital and Capex Investment
C (4).	**Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary.**	
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	6.87
	b. After transaction	12.03
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	1.18
	b. After transaction	0.78

In view of the above, the approval of the shareholders of the Company is being sought as set out at Item no. 5 of the Notice. The members may note that as per the provisions of the Act and the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not), shall abstain from voting on the said resolution.

The Board recommends passing the Ordinary Resolution as set out in Item no. 5 of this Notice, for approval by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in anyway, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolution, as set out in Item no. 5 of this Notice.

Item No. 6

The Members of the Company at the 43rd Annual General Meeting held on 29th September, 2025 had approved the re-appointment of Dr. Ram H. Shroff, (DIN: 00004865) as Managing Director and Executive Vice Chairman of the Company for a period of three years with effect from 1st October, 2025 to 30th September, 2028, along with the remuneration payable to him for the said tenure.

The Company is presently required to revise the remuneration payable to Dr. Ram H. Shroff during his existing tenure in view of his increased responsibilities/performance/market conditions/increase in scope of operations/ retention of managerial leadership/other reason.

The Company has incurred losses/has inadequate profits during the relevant financial year and, accordingly, the remuneration payable to the Managing Director is governed by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has considered the proposed revision in remuneration and is of the view that the revised remuneration is commensurate with the duties, responsibilities, qualifications, experience and contribution of Dr. Ram H. Shroff and is in the best interests of the Company. Dr. Ram H. Shroff, Managing Director and Executive Vice Chairman, forms part of the promoter group of the Company and accordingly his revised remuneration has been approved by the Audit Committee.

The proposed remuneration has been structured to comply with the applicable provisions of the Companies Act, 2013, Schedule V thereto and, where applicable, the SEBI LODR Regulations.

Details of the proposed revision

Particulars	**Revised remuneration**
Basic Salary	Basic ₹ 6,00,000/- per month with power of the Board of Directors to increase the same as it may in its absolute discretion determine from time to time provided that the basic salary does not exceed ₹ 10,00,000/- per month during the tenure.
Allowances	i. House Rent Allowance at the rate of 50% of Basic Salary ii. Special Allowance ₹ 1,04,488/- per month
Perquisites/ Other benefits	The appointee shall be entitled to perquisites, allowances, benefits, facilities and amenities (collectively called “perquisites”) such as leave travel assistance/allowance, conveyance allowance and any other perquisites as per the policy/rules of the Company in force or as may be approved by the Board from time to time. In addition to the above, the appointee shall also be entitled to the following benefits/re-imbursements as per policy/rules of the Company in force or as may be approved by the Board from time to time: i. Telecommunication/Internet Charges; ii. Payment of gratuity and other retrial benefits; iii. Driver and Fuel Reimbursement; iv. Business Promotion Expenses and v. Such other allowable/applicable expenses. The total remuneration payable shall not exceed ₹ 1,70,00,000/- per annum.
Total remuneration	₹ 1,70,00,000 p.a.
Effective date	1st April, 2026
Over and above the aforesaid total remuneration he shall be entitled for	i. Company maintained two cars; ii. Company paid abroad vacation with family every financial year

The proposed revision is being recommended taking into consideration, inter alia the responsibilities and duties entrusted to the Managing Director and Executive Vice Chairman his qualifications, knowledge, experience and expertise, his contribution to the operations and management of the Company, the financial and operating performance of the Company, the prevailing remuneration levels for comparable managerial positions, the scope and complexity of the Company's business, the need to retain experienced leadership in the Company and the overall remuneration structure applicable to senior management personnel of the Company.

The Board is of the view that the proposed remuneration is reasonable and commensurate with the responsibilities and services rendered by Dr. Ram H. Shroff and is in the interest of the Company.

Since, the Company has no profits/inadequate profits, the proposed remuneration shall be subject to the provisions of Section 197(3) and Schedule V of the Act. The Company proposes to obtain the approval of the Members by way of Special Resolution for the revised remuneration pursuant to applicable provisions of the Listing Regulations and the Act.

The proposed revision does not constitute a fresh appointment or re-appointment of Dr. Ram H. Shroff his existing tenure as Managing Director and Executive Vice Chairman shall continue up to 30th September, 2028 pursuant to the approval already obtained from the Members. The present proposal is only for revision/modification of the remuneration payable during the remaining period of his existing tenure.

Statement containing the relevant details required under Section II, Part II of Schedule V of the Act are as stated hereunder:

I. General Information

1. Nature of Industry:

Delta Manufacturing Limited ("the Company") is into Manufacturing Industry.

2. Date or Expected Date of Commencement of Commercial Production:

The Company was incorporated on 23rd September, 1982 under the Companies Act, 1956 and it started commercial production thereafter.

3. In Case of New Companies, Expected Date of Commencement of Activities As per Project Approved by Financial Institutions appearing in the Prospectus:

Not Applicable.

4. Financial performance for the last 3 years

(₹ In Lakhs)

Particulars	2023-2024	2024-25	2025-26
Income for the year	6829.63	5617.77	6,336.81
Profit before Interest, Depreciation and Tax	(170.47)	436.58	583.05
Net Profit/(Loss) for the Current Year	(727.46)	(1154.95)	(914.10)
Other Comprehensive income (net of tax)	(30.03)	(16.97)	10.91
Earlier Years Balance Brought forward	(1576.62)	(2334.11)	(3,506.03)
Depreciation reversed on Capital Subsidy received	NIL	NIL	NIL
Balance carried to Balance Sheet	(2334.11)	(3506.03)	(4,409.22)
Dividend and Tax thereon	NIL	NIL	NIL
Net Profit available for Appropriation	NIL	NIL	(914.10)

5. **Foreign Investments or Collaborations, if any:**

   The Company has entered into joint venture with Premo S.L, Spain

II. Information About Dr. Ram H. Shroff, Managing Director and Executive Vice Chairman

1. Background Details:

Dr. Ram H. Shroff is a qualified medical doctor with over 17 years of experience at Charak Pharma, where he serves as a director. Charak is one of India's leading Herbal and Ayurvedic companies. Under Dr. Shroff's leadership, the company has significantly increased its market share and introduced several innovative products, reshaping the landscape of alternative medicine. He has also been pivotal in expanding Charak Pharma's global footprint—today, the company has a presence in more than 45 countries. Dr. Shroff actively participates in both local and international medical conferences, advocating the role of alternative medicine in modern patient care.

Since 2012, Dr. Shroff has been the Managing Director of Delta Manufacturing Limited (DML). He has been instrumental in the company's turnaround and strategic growth. His decisive leadership has streamlined operations and unlocked new potential, including the expansion of the soft ferrite facility from 7 MT/month to 140 MT/month, and an increase in hard ferrite production from 70 MT/month to 125 MT/month through targeted investments. His customer-centric approach and passion for innovation have enabled DML to win major clients and expand its industry footprint.

Dr. Shroff was also instrumental in securing the landmark deal with PREMO SL, Spain, a key strategic milestone that positions DML strongly for future global collaborations. In addition, he has led the expansion of the Trim Division in Tirupur, a strategic initiative that is expected to have a significant long-term impact on the division's growth trajectory and market positioning. This move aligns with Dr. Shroff's broader vision to build scalable, future-ready business units that serve evolving customer needs. Under his leadership, DML now caters to a wide range of industries including automobiles, railways, telecommunications, and textile accessories, and is recognized as one of the leading players in its segment—poised for continued growth and innovation.

2. Past remuneration:

₹ 85,00,000 per annum (p.a.)

3. Recognition & Awards:

Nil

4. Job Profile and his Suitability:

Dr. Ram H. Shroff is the Managing Director and Executive Vice-Chairman of Delta Manufacturing Limited since 2012, he has been instrumental in the turnaround of the company. Dr. Ram H. Shroff has streamlined the operation of the Company by consolidating its resources like spearheading expansion of soft ferrite facility from 7 MT per month to 70 MT p.m. and improving hard ferrite production from 70 MT p.m to 125 MT p.m. with incremental investment etc. Today, Delta Manufacturing Limited is one of the leading players in the industry and poised to grow further.

5. Remuneration proposed:

As per details given in the resolution above.

6. **Comparative Remuneration Profile with respect to Industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

   Taking into consideration the size of the Company, the profile assigned to Dr. Ram H. Shroff, the responsibilities that would be shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

7. **Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:**

   Beside the remuneration proposed, Dr. Ram H. Shroff, do not have any other pecuniary relationship with the Company and he is not related to any of the Managerial Personnel of the Company.

III. Other Information:

1. **Reasons for loss or inadequacy of profits:**

   The industry continues to face intense competition with a large number of players in the field. The Company has been actively pursuing business expansion and marketing initiatives to stay ahead. However, cost pressures stemming from global geopolitical instability, supply chain disruptions, and inflationary trends in raw material and energy prices have adversely impacted margins. These external factors, coupled with increasing overheads, have put stress on profitability despite steady demand in certain segments.

2. **Steps Taken by the Company to Improve Performance:**

   i. **Strategic Expansion and Alliances:**

   - The Company has entered into a Joint Venture with PREMO S.L, Spanish company for manufacturing and technology collaboration in the area of soft ferrites. This will strengthen our product portfolio in the electronics and automotive sectors, improve value addition, and optimal utilization of capacity.
   - Capacity expansion is underway at our Tirupur facility to cater to growing demand in the textile trim segment, particularly from export clients and sustainable fashion brands.

   ii. **Enhanced Operational Efficiency:**

   - The Company is focused on optimal utilization of available resources by adopting technologically advanced machinery to achieve an ideal production mix and operational efficiency.

   iii. **Product Innovation and R&D:**

   - New product development initiatives are being accelerated to address untapped and emerging needs in the textile and electronics sectors. R&D efforts are being streamlined to ensure the use of existing infrastructure with minimal new investment.

   iv. **Strengthened Customer Responsiveness:**

   - By leveraging integrated manpower, digital solutions, and advanced color-matching and sampling systems, the Company has enhanced its ability to process multiple deliveries daily with quick turnaround times, ensuring better customer satisfaction and retention.

3. Expected Increase in Productivity and Profits in measurable terms:

The above initiatives are expected to result in a measurable increase in capacity utilization and overall productivity. With the Joint Venture in soft ferrites and textile capacity expansion in Tirupur, the Company anticipates a 15–20% increase in turnover over the next 12–18 months. Improved cost controls and value-added products are expected to yield better profit margins, leading to a notable improvement in EBITDA.

IV. Disclosures:

Disclosures in the Board of Directors' report as required under the heading 'Corporate Governance' are forming part of the Directors Report.

In view of the above, the approval of the Shareholders of the Company is being sought for the resolution as set out at Item no. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 of this Notice, for approval by the Shareholders of the Company.

Except Dr. Ram H. Shroff, Managing Director and Executive Vice Chairman his relatives, to the extent of their shareholding/interest in the Company, None of the Directors and/or Key Managerial Personnel(s) of the Company and/or their respective relatives are, in anyway, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolution, as set out in Item no. 6 of this Notice.

ANNEXURE - I

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/APPOINTMENT AT THE 44TH AGM [PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

Name of Director:	**Mr. Jaydev Mody**
DIN:	00234797
Date of 1st Appointment:	14th March, 2008
Age:	71
Qualification:	Mr. Jaydev Mody has completed his graduation in Arts from the Mumbai University
Experience/brief profile:	Mr. Jaydev Mody has been creating, developing and managing businesses for more than 40 years, spending over 25 years of them in real estate development. He played a pivotal role in building and developing India's first global mall 'Crossroads' in South Mumbai. A Humanities graduate from Mumbai University, Mr. Mody has been instrumental in the development of several large residential and commercial complexes and retail destinations in and around Mumbai. Some of them are Peninsula Corporate Park, Ashok Towers, Ashok Gardens and Peninsula IT Park, which are all established Mumbai landmarks today. He is a first generation entrepreneur and has interest in various businesses, including gaming and hospitality, textiles and magnet manufacturing. His keen eye and out-of-the-box thinking has helped him identify lucrative business opportunities and he has pioneered several first-of-its kind ventures.
Terms and conditions of re-appointment along with details of remuneration sought to be paid:	Liable to retire by rotation
Last Drawn Remuneration (for FY 2025-26):	₹ 8,000 by way of Sitting Fees
Relationship with Other Directors, Manager and Other Key Managerial Personnel of the Company:	Ms. Anjali Mody (Daughter)
Shareholding in the Company (Individually or Jointly):	1,189 Equity Shares of ₹ 10/- each
Number of Meetings of the Board Attended during the Year:	4

List of Directorships in other companies:	**Indian Companies:** 1. Delta Corp Limited 2. Aarti Pandit Family Private Limited 3. Aditi Mody Family Private Limited 4. Anjali Mody Family Private Limited 5. Alibagh Farming and Agriculturist Company Private Limited 6. Bayside Properties Private Limited 7. Deltin Hotel & Resorts Private Limited 8. First Eagle Capital Advisors Private Limited 9. Goan Football Club Private Limited 10. Jayem Properties Private Limited 11. J M Livestock Private Limited 12. JZ Mody Family Private Limited 13. Lakeview Mercantile Company Private Limited 14. Myra Mall Management Company Private Limited 15. Outreach Mercantile Company Private Limited 16. West Star Agro - Realties Private Limited 17. L&T Realty Properties Limited 18. Royal Western India Turf Club Limited **Foreign Companies:** 1. Delta Hotels Lanka (Pvt) Ltd 2. Delta Gaming and Entertainment Lanka (Pvt) Ltd
List of Committee Chairmanship/ Membership in other companies:	Delta Corp Limited **Chairmanship:** 1. Stakeholders Relationship Committee 2. Corporate Social Responsibility Committee 3. General Purpose, Investment and Borrowing Committee 4. Allotment Committee 5. QIP Committee 6. Buyback Committee **Membership:** Nomination, Remuneration and Compensation Committee
Listed entities from which the person has resigned in last three years:	None

ANNEXURE - II

DETAILS OF DIRECTOR CONTINUATING DIRECTORSHIP AFTER ATTAINING AGE OF 75 YEARS AT THE 44TH AGM PURSUANT TO APPLICABLE REGULATION OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

Name of Director:	**Mr. Aurobind Patel**
DIN:	00016628
Date of 1st Appointment:	01st August, 2024
Age:	74
Qualification:	B.Com and MFA in design
Experience/brief profile:	Mr. Aurobind Patel, holds a bachelor's degree in commerce from Mumbai University and an MFA in design from Southeastern Massachusetts University. He began his career as a designer in New York before moving to India in 1982 to design and act as design consultant to India today, a position he occupied till 1987. In 1987 he was appointed Design Director of The Economist, London. He also served as design consultant to leading UK newspapers, The Daily Telegraph and The Times. He is an acknowledged expert in publication design and publishing systems.
Terms and conditions of re-appointment along with details of remuneration sought to be paid:	Non-Executive, Independent Director not liable to retire by rotation.
Last Drawn Remuneration (for FY 2025-26):	₹ 14,000 by way of Sitting Fees
Relationship with Other Directors, Manager and Other Key Managerial Personnel of the Company:	None
Shareholding in the Company (Individually or Jointly):	Nil
Number of Meetings of the Board Attended during the Year:	4
List of Directorships in other companies:	Hindustan Hardy Limited
List of Committee Membership/Chairmanship in other companies:	Hindustan Hardy Limited **Membership**: 1. Nomination and Remuneration Committee 2. Stakeholders Relationship Committee 3. Audit Committee 4. Corporate Social Responsibility Committee.
Listed entities from which the person has resigned in last three years:	None

By Order of the Board of Directors

Madhuri Pawar
Company Secretary
ACS No: 54631

Place: Mumbai
Date: 12th August, 2026