

NOTICE

41TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **41th (Forty First)** Annual General Meeting of **DELTA INDUSTRIAL RESOURCES LIMITED (L52110DL1984PLC019625)** will be held on Monday, 28th day of September, 2026 at 09:00 A.M. through Video Conferencing ('VC') facility / Other Audio-Visual Means ('OAVM'), to transact the following business:

ORDINARY BUSINESS:

1. **To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon.**
2. **To appoint Ms. Lily Mundu (DIN: 10118884), who retires by rotation and being eligible, offers herself for re-appointment and in this regard, to consider and if thought fit, pass the following Resolution as an Ordinary Resolution.**
3. **Re-appointment of the Statutory Auditors of the Company, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) and the Companies (Audit and Auditors) Rules, 2014, (“Rules”) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by the Audit Committee and subsequently by the Board of Directors of the Company, M/s. Bhatte & Associates, Chartered Accountants (Firm Registration No.: 131411W) be and are hereby re-appointed as the Statutory Auditors of the Company for term of 5 (Five) consecutive years, to hold office from the conclusion of this Annual General Meeting (“AGM”) i.e 41st till the conclusion of the 46th AGM to be held in the year 2031, at such remuneration plus taxes, as applicable and reimbursement of out of pocket expenses, if any, as may be mutually agreed between the Board of Directors of the Company and the Statutory

RESOLVED FURTHER THAT any one Director of the Company or Key Managerial Personnel of the Company be and is hereby severally authorised to do all acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

4. **Alteration of the object clause of the Memorandum of Association of the Company, and in this regard, to consider and, if thought fit, to pass, the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to the approval of the Registrar of Companies and such other approvals, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded for alteration of the Object Clause of the Memorandum of Association (“MoA”) of the Company in the following manner:

The existing Sub-Clauses 1, 2, 3, 4 and 5 of Clause III(A) (Main Objects) of the MOA be and are hereby substituted in their entirety by a new Sub-Clause 1:

1. To carry on the business of finance, hire purchase, lending and advancing money and to provide finance or acquire, on hire purchase, lease or other permissible arrangements, industrial, commercial and office plant, equipment, machinery, vehicles and other assets; to finance industrial and commercial enterprises and grant loans or advances against movable or immovable securities, subject to applicable laws; to carry on lawful trust and finance-related activities and to promote or finance industrial and trading enterprises; and to act as commission agents, brokers, consultants, representatives, importers, exporters, dealers, traders and merchants and to trade in, deal with, import, export, purchase, sell and distribute all kinds of goods, commodities, merchandise, materials and products, including metals, iron and steel, textiles, fabrics, yarn, foodgrains, agricultural commodities, real estate and other lawful commodities and securities.”

New Sub-Clauses 2, 3, 4 and 5 be and are hereby inserted after the newly substituted Sub-Clause 1 in Clause III(A):

2. To carry on in India and abroad the business of traders, dealers, wholesalers, retailers, exporters, importers, distributors, brokers, commission agents, representatives, sub-contractors, buying and selling agents, stockists, merchants, processors, manufacturers, fermenters, distillers, refiners, converters, bottlers, packers, preservers, movers and transporters in all kinds of goods, produce, articles and merchandise including perishable and non-perishable agro commodities and agricultural products, chemicals, polymers, textiles, raw materials, metals, commodities and allied products. To conduct wholesale and cash-and-carry trade through online platforms, mobile applications, digital marketplaces and offline channels, and to establish, operate and manage e-commerce portals and technology platforms to facilitate business-to-business (B2B) and other commercial transactions. To undertake activities of advertising, assembling, altering, improving, manufacturing, processing, packaging, repackaging, supplying, subcontracting and distribution on pre-order or other basis, and to apply for, acquire, register and hold intellectual property rights including trademarks, copyrights, patents and domain names.
3. To carry on the business of casting ingots and manufacturing, rolling, drawing, extruding, fabricating and processing iron, steel, stainless steel, copper, brass, bronze, aluminum and other ferrous and non-ferrous metals and alloys; and to manufacture bars, rods, billets, TMT bars, wires, cables, pipes, tubes, ropes, trolley wires, galvanized wires, fencing materials, wire products, saw pipes and allied products. To operate as

manufacturers, fabricators, mechanical engineers, founders, processors, traders, importers, exporters and dealers in steel, alloys, ferro alloys, pig iron, pellets, industrial raw materials, auto components, engineering goods, machinery and mechanical equipment. To manufacture, process, trade or deal in commodities including textiles, cement, edible oil, ethanol, chemicals, pharmaceuticals, rice, paper, coal, mining products, energy products including solar and wind energy, and other industrial and consumer goods.

4. To undertake infrastructure development and related activities including civil construction, fabrication, foundation works, heavy industry projects, industrial plants, workshops, sheds, townships, malls, multiplexes, colonies, residential, commercial and industrial buildings and other infrastructure projects. To carry on the business of civil contractors, interior decorators, maintenance contractors, infrastructure developers, equipment rental providers including piling rig rental and other infra equipment, and to engage in supply chain management, financing, trading and supply of industrial and construction materials.
5. To carry on the business of real estate developers, property developers, estate agents and infrastructure developers and to acquire, purchase, lease, exchange, rent or otherwise deal in lands, plots, buildings and immovable properties of every description, whether belonging to the Company or otherwise, in India or abroad. To develop, construct, reconstruct, alter, improve, furnish, manage, lease, let, sell (including on instalment or hire purchase basis), dispose of or otherwise deal in residential, commercial, industrial, rural or urban properties including flats, houses, bungalows, hotels, restaurants, warehouses, shops, cinema houses, shopping complexes, malls, multiplexes, exhibition halls, community halls, clubs, resorts, old age homes and other buildings and conveniences. To undertake colonization, land development, plotting, infrastructure development, property management, rent collection, and to provide amenities and facilities in connection therewith, either independently or through subsidiaries, special purpose vehicles (SPVs) or joint ventures with any person, firm, company, government authority or statutory body.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubts that may arise in this regard and to sign and execute all necessary documents, applications, agreements, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Regulatory Authority in respect of any matter(s) arising from or incidental to the said amendment."

5. **Approval for enhancement of limit for the loan, guarantee and investment by the company under section 186 of the companies act, 2013.**

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee and/or any duly constituted/ to be constituted Committee by Board thereof to exercise its powers including powers conferred under this resolution) to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) to invest/acquire securities or interest of any partnership, limited liability partnership, unincorporated association, trust, body corporate, company by way of subscription, purchase or otherwise, in one or more tranches, from time to time as the Board of Directors may deem fit, in excess of the limits prescribed under Section 186 of the Companies Act, 2013, up to an aggregate amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only), notwithstanding that such investments, loans, guarantees and securities together with the Company’s existing investments, loans, guarantees or securities may exceed sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT Board of Directors of the Company and/or the Directors of the Company as authorized by the Board be and are hereby severally authorised to negotiate and finalise the terms and conditions of such investments, to sign or execute the necessary agreements, documents as the case may be, obtain necessary permission, approvals statutory, contractual or otherwise, if any, as the case may be, to settle all matters arising out of and incidental thereto and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution.”

6. Approval for increase the borrowing limit under section 180(1)(c) of the companies act, 2013.

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

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and pursuant to section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Article of Association of the Company, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee or delegated authority thereof), to borrow money in any form including but not limited to by way of loans, financial facility, through the issuance of debentures/ bonds, commercial paper or such other form on such terms and conditions as the Board may deem fit from time to time provided that the total amount upto which monies may be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not exceed the higher of (i) sum of Rs. 100 Crores (Rupees One Hundred Crores only) or (ii) aggregate of the paid-up share capital of the Company, its free reserves and securities premium account.

RESOLVED FURTHER THAT Board of Directors of the Company and/or the directors or any other official of the Company as authorized by the Board be and are hereby severally authorised to negotiate, finalise, sign and execute the necessary agreements, documents as the case may be, obtain necessary permission, approvals as the case may be, and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution."

7. Appointment of Secretarial Auditor M/s. Shravan A. Gupta & Associates, Practicing Company Secretaries, For Term of Five (5) Financial Years:

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 Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and such other applicable provisions if any, and on the recommendation of Audit Committee and Board of Directors of the company, CS Shravan A. Gupta, Practicing Company Secretary (Membership No. ACS: 27484 & COP: 9990) from M/s Shravan A. Gupta & Associates, Practicing Company Secretaries, a peer reviewed firm, being eligible, be and is hereby appointed as Secretarial Auditor of the Company for a term of Five (5) consecutive financial years commencing from the conclusion of the ensuing 41st Annual General Meeting till the conclusion of 46th Annual General Meeting to be held in the year 2031 (i.e. to conduct the Secretarial Audit for 5 financial year from 2026-27 to 2030-31), on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and Secretarial Auditors from time to time;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Registered Office:

Unit No - 111, Aggarwal City Square, Manglam
Place, Sector-3, Rohini, New Delhi - 110085.

For and on behalf of
Delta Industrial Resources Limited

Date: 04th September, 2026
Place: Delhi

Sd/-
Lily Mundu
Managing Director
DIN: 10118884

Notes:

1. Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Additional information, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking Appointment/re-appointment at this Annual General Meeting ('Meeting' or 'AGM') as Ordinary Business is furnished as an "Annexure-A" to the Notice.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be deposited at the Registered Office of the company not less than 48 hours before the commencement of the meeting. A blank proxy form is enclosed herewith. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 % (ten percent) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10 % (ten percent) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Members.
4. The Ministry of Corporate Affairs, Government of India ("MCA") vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and 09/2024 dated, September 19, 2024, ("MCA Circulars") had allowed conduct of Annual General Meetings ("AGM") by Companies through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility up to September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. Further, MCA vide General Circular No. 3/2025 dated September 22, 2025, has decided to allow companies to conduct their AGMs through VC/ OAVM, till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated May 05, 2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 ("SEBI Circulars") has provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the 41st AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of Shareholders at a common venue.

5. In terms of the MCA Circulars, physical attendance of Shareholders has been dispensed with and therefore, there is no requirement of appointment of Proxies. Accordingly, the facility of appointment of Proxies by Shareholders under Section 105 of the Act will not be available for the 41st AGM. However, pursuant to Section 113 of the Act, representatives of the Shareholders may be appointed for the purpose of voting through remote e-Voting, for participation in the 41st AGM through VC/ OAVM facility and e-voting during the 41st AGM and the such representatives attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Corporate Members intending to send their Authorized Representatives to attend the meeting are requested to send a Certified True Copy of the Board Resolution authorizing their Representative to attend and vote on their behalf at the Meeting, to the Company Secretary of the company by email through its registered email address to www.delta.ind.in
7. The notice of AGM is being sent to those members/beneficial owners whose name will appear in the register of members/list of beneficiaries received from the depositories as on **Friday, 28th August, 2026**.
8. The copy of Annual Report, notice of 41st Annual General Meeting, notice of e-Voting etc. are being sent to the members through e-mail who have registered their e-mail ids with the Company/ Depository Participant (DPs)/ Company's Registrar and Transfer Agent (RTA). Members are requested to update their preferred e-mail ids with the Company/ Depository Participant (DPs)/ Company's Registrar and Transfer Agent (RTA), which will be used for the purpose of future communications.
9. Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company for the same at its registered office before the Annual General Meeting.
10. All the documents referred to in the Notice, Annual Report and Register of Director's Shareholding are open for inspection, during the business hours, at the Registered Office of the Company up to and including the date of Annual General Meeting.
11. The Register of Members and Share Transfer books of the Company shall remain closed during the Book Closure period i.e., **Tuesday, 22nd September, 2026 to Monday, 28th September, 2026, both days inclusive**.
12. CS Shravan A. Gupta, Practicing Company Secretary (Membership No. ACS: 27484 & COP: 9990) from M/s Shravan A. Gupta & Associates, has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.

13. The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company or a person authorized by him in writing.
14. The Results shall be declared after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. www.delta.ind.in and on the website of NSDL within 2 (Two) working days of passing of the resolutions at the AGM of the Company and the same will also be communicated to the Stock Exchanges.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
16. The Members holding shares in the same name of same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company.
17. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
18. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
19. The notice of the 41st Annual General Meeting and Annual Report for the Financial Year 2025-26 of the Company is also been uploaded on the website of the Company i.e., www.delta.ind.in
20. Since the AGM is being conducted through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the Route Map, Attendance Slip and Proxy Form are not annexed to this Notice.
21. In compliance with the provisions of Section 108 of the Act read with Rules made there under and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all Members of the Company. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e., **Monday, 21st**

September, 2026, only shall be entitled to avail the facility of remote e voting/ e-voting at the AGM. NSDL will be facilitating remote e-voting to enable the Members to cast their votes electronically. Members can cast their vote online from **Friday, 25th September 2026 at 9:00 A.M. to Sunday, 27th September, 2026 at 09:00 A.M.** At the end of remote e-voting period, the facility shall forthwith be blocked.

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

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in Item Nos. 4, 5, 6 and 7 of the accompanying Notice of the 41st Annual General Meeting of the Company.

Item No. 4

The Company has, as part of its strategic growth initiatives, undertaken the introduction of diversified business activities. The proposed addition will enable the Company to diversify its operations, expand into new business segments, and capitalize on emerging business opportunities across diversified business sectors in India and abroad. The amendment will also provide greater operational flexibility and align the Company's constitutional documents with its long-term growth strategy.

A copy of the MOA of the Company together with the proposed alterations is available for inspection through electronic mode and shall remain open and be accessible to any members from the date of dispatch of this Postal Ballot Notice up to the last day of voting and shall also be available on the Company's website www.delta.ind.in.

As per Section 13 of the Companies Act, 2013, any alteration to the Object Clause of MOA of the Company requires approval of the Members by passing a Special Resolution at the general meeting and the alteration shall have effect once registered by the Registrar of Companies.

The Board recommends the resolution set forth at item No. 4 for the approval of the members of the Company by way of a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this resolution set out at Item No. 4 of the notice.

Item No. 5

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives including organic or inorganic growth, the Board of Directors of the Company proposes to make use of the same by acquiring/making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

The shareholders may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of shareholders by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Act by way of special resolution, to an amount which is Rs. 100 Crores over and above the limits available to the Company under Section 186 and other applicable provisions of the Act.

None of the Directors or Key Managerial Personnel or their relatives (to the extent of their shareholding in the Company, if any) are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 5 of the accompanying notice.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company may raise finance via debentures/bonds/commercial papers or such other form or by way of loan and other facilities from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals, as may be considered fit.

As per the provisions of Section 180(1)(c) of the Act and its rules thereunder, the Board of Directors of a Company shall not, except with the consent of shareholders by special resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid-up capital, its free reserves and securities premium account. In order to provide sufficient limit for borrowings, it is proposed to increase the borrowing limits to the higher of (i) sum of Rs. 100 Crores (Rupees One Hundred Crores only) or (ii) aggregate of the paid-up share capital of the Company, its free reserves and securities premium account.

The proposed enhancement in borrowing limits will enable the Company to meet its funding requirements for business operations, capital expenditure, expansion activities, investments, working capital needs, and other general corporate purposes.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No. 7

Pursuant to Section 204 and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), every listed entity is required to appoint a Secretarial Auditor in accordance with the applicable provisions.

The Audit Committee of the Company after considering the eligibility, experience, expertise, peer review status and other relevant factors, recommended the appointment of M/s. Shravan A. Gupta & Associates, Practicing Company Secretaries, as the Secretarial Auditor of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors approved and recommended to the Members the appointment of CS Shravan A. Gupta, Practicing Company Secretary (Membership No. ACS: 27484; Certificate of Practice No. 9990), proprietor/representative of M/s. Shravan A. Gupta & Associates, Practicing Company Secretaries, a Peer Reviewed Firm, as the Secretarial Auditor of the Company for a term of five consecutive financial years commencing from the financial year 2026-27 and ending with the financial year 2030-31.

Accordingly, approval of the Members is sought for the appointment of M/s. Shravan A. Gupta & Associates as Secretarial Auditor of the Company for five consecutive financial years from FY 2026-27 to FY 2030-31, commencing from the conclusion of the ensuing 41st Annual General Meeting until the conclusion of the 46th Annual General Meeting to be held in the year 2031.

M/s. Shravan A. Gupta & Associates has confirmed its eligibility and consent to act as the Secretarial Auditor of the Company and has confirmed that its appointment, if made, will be in accordance with the applicable provisions of the Act, the Rules made thereunder and the SEBI LODR Regulations. The firm has also confirmed that it holds a valid Peer Review Certificate and is eligible to be appointed as Secretarial Auditor of the Company.

The proposed remuneration of the Secretarial Auditor shall be as recommended by the Audit Committee and approved by the Board of Directors, and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor from time to time, subject to applicable laws and regulations.

The proposed appointment is in accordance with the applicable provisions governing appointment of Secretarial Auditors of listed entities and is intended to ensure continuity and quality in the conduct of the Secretarial Audit of the Company.

Details of the proposed Secretarial Auditor

Particulars	Details
Name of Secretarial Auditor / Firm	M/s. Shravan A. Gupta & Associates
Name of Proprietor	CS Shravan A. Gupta
Membership No.	ACS: 27484
Certificate of Practice No.	9990
Peer Review Status	Peer Reviewed Firm
Proposed term	Five consecutive financial years
Period	FY 2026-27 to FY 2030-31
Date of commencement	From conclusion of 41 st AGM

Particulars	Details
Date of conclusion	Conclusion of 46th AGM to be held in 2031
Proposed remuneration	As may be mutually agreed
Basis of remuneration	As mutually agreed
Eligibility	Eligible under applicable provisions of Companies Act, 2013 and SEBI LODR Regulations

The Board considers the appointment of M/s. Shravan A. Gupta & Associates as Secretarial Auditor to be in the best interests of the Company and recommends the Ordinary Resolution set out at Item No. 7 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The relevant documents relating to the proposed appointment, including the consent and eligibility confirmation of the Secretarial Auditor, will be available for inspection by the Members in physical or electronic form during the prescribed business hours and shall also be available at the venue of the Meeting, in accordance with applicable provisions.

GENERAL DISCLOSURE

The Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the respective resolutions only to the extent of their respective office, directorship or shareholding, if any, in the Company.

Except as specifically stated in the respective items above, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 4, 5, 6 and 7 of the accompanying Notice.

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

The remote e-voting period begins on **Friday, 25th September, 2026** at **09:00 A.M.** and ends on **Sunday, 27th September, 2026** at **05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Monday, 21st 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 **Monday, 21st 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 December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	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.

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



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 abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 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. 1800-21-09911

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

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.shravangupta@gmail.com with a copy marked to evoting@nsdl.com. 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 or send a request at evoting@nsdl.com

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 deltaindustrialresourcesltd@gmail.com.

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 (deltaindustrialresourcesltd@gmail.com). 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.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 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. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at deltaindustrialresourcesltd@gmail.com. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.