

27th February, 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
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Dear Sir/Madam,

Sub: Notice of Extra Ordinary General Meeting of the Company.

With regard to the captioned matter and in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of Notice of Extra Ordinary General Meeting of the Company scheduled to be held on Wednesday, 25th March, 2026 at 3.00 P.M (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

You are requested to take the same on record.

Thanking You.

Yours Sincerely,
For Delta Manufacturing Limited

Madhuri Pawar
Company Secretary
ACS No. 54631

Encl.: As above


DELTA MANUFACTURING LIMITED

Registered Office: B-87, MIDC, Ambad, Nashik - 422010

CIN: L32109MH1982PLC028280

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

Website: www.deltamagnets.com

Notice is hereby given that an Extra Ordinary General Meeting (EGM) of Members of Delta Manufacturing Limited (the Company) will be held on Wednesday, 25th March, 2026 at 3.00 p.m. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

SPECIAL BUSINESS:

1. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH MMG FERRITES PRIVATE LIMITED.

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 Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") and 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 based on the recommendation of the Audit Committee and subsequent approval of the Board of Directors, approval of the Shareholders of the Company be and is hereby accorded to the Company to enter into following material related party transactions, which are in the ordinary course of business and on arms-length basis notwithstanding the fact that aggregate value of all these transaction(s) exceeds the prescribed thresholds as per the provisions of the SEBI Listing Regulations and/or Companies Act, 2013 as applicable from time to time:

Name of Related Party & Nature of Relationship	Type of Transaction	Estimated Transaction Value & Term
MMG Ferrites Private Limited (Joint Venture Company)	Sale of Goods	₹ 1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) for the period of six months commencing from the date of EGM till 30 th September, 2026.
	Sale of Services	₹ 2,00,000/- (Rupees Two Lakhs Only) for the period of six months commencing from the date of EGM till 30 th September, 2026.
	Reimbursement of Electricity Expenses	₹ 3,00,00,000/- (Rupees Three Crores Only) for the period of six months commencing from the date of EGM till 30 th September, 2026.
	Inter Corporate Deposit (ICD)	₹ 1,00,00,000/- (Rupees One Crore Only) for the period of six months commencing from the date of EGM till 30 th September, 2026.
	Rent Income	<p>a) Not exceeding ₹ 6,50,000/- (Rupees Six Lakhs Fifty Thousand Only) per month from the date of EGM till 31st December, 2026 excluding GST and reimbursement of expenses and other costs on actual basis.</p> <p>b) Not exceeding ₹ 6,82,500/- (Rupees Six Lakhs Eighty-Two Thousand Five Hundred Only) per month excluding GST and reimbursement of expenses and other costs on actual basis from 1st January, 2027 to 31st December, 2028.</p> <p>c) Not exceeding ₹ 7,16,625/- (Rupees Seven Lakhs Sixteen Thousand Six Hundred and Twenty-Five Only) per month excluding GST and reimbursement of expenses and other costs on actual basis from 1st January, 2029 to 31st December, 2029.</p>

RESOLVED FURTHER THAT the Board of Directors (which term shall include any Board Committee) or Chief Financial Officer or Company Secretary of the Company and any other person duly 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, settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer/Authorised Representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.

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

By Order of the Board of Directors,

**Madhuri Pawar
Company Secretary
ACS No: 54631**

Place: Mumbai,

Date: 12th February, 2026

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has, vide its circular dated 22nd September, 2025, allowed companies to convene General Meetings through VC/OAVM in accordance with relevant provisions of other applicable Circulars (collectively referred as 'MCA Circulars'). Accordingly, in compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the EGM of the Company is being held through VC/OAVM, without the physical presence of the Members at a common venue. The deemed venue of the EGM shall be the Registered Office of the Company.
2. As the EGM is being conducted through VC/OAVM, the facility to appoint Proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate therein and cast their votes through e-Voting. Corporate members are required to send, (before e-Voting/attending EGM) a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the EGM, pursuant to Section 113 of the Act on the e-mail id secretarial@dmltd.in.
3. The members can join the EGM through VC/OAVM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations, in line with MCA Circulars and SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9th December, 2020 the Company is providing facility of remote e-Voting to its members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.
6. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
7. In line with the MCA Circular No. 17/2020 dated 13th April, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.deltamagnets.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circulars as issued from time to time. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circulars as issued from time to time.
8. The explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 1 set out above is annexed hereto.
9. Members may note that relevant documents referred to in the Notice shall be made available for inspection in accordance with applicable statutory requirement based on request received by the Company at secretarial@dmltd.in.
10. In compliance with the MCA Circulars and SEBI Circulars issued and amended from time to time, Notice of the EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that the Notice will be available on the Company's website www.deltamagnets.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com, and www.nseindia.com respectively, and on the website of NSDL www.evoting.nsdl.com.
11. Members are requested to register/update their e-mail addresses with the Depository Participant (DP) (in case of shares held in dematerialized form) or with Registrar and Share Transfer Agent (RTA) (in case of shares held in physical form) which will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.
12. The Company has appointed Mr. Ashish Kumar Jain (Membership No. 6058 and CP No. 6124) of M/s A.K. Jain & Co. to act as the Scrutinizer to scrutinize the entire e-Voting process in a fair and transparent manner.

13. Any person holding shares in physical form and non- individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Wednesday, 18th March, 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, 18th March, 2026 may follow steps mentioned in the Notice of the EGM under "Access to NSDL e-Voting system".
14. Since the EGM will be held through VC/OAVM, the route map is not annexed to this Notice.
15. **Voting through electronic means:**

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

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

The remote e-voting period begins on Saturday, 21st March, 2026 at 09:00 A.M. and ends on Tuesday, 24th March, 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. Wednesday, 18th March, 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.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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. 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

	<p>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.</p> <ol style="list-style-type: none"> 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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. 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. 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.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.nsd.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.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.nsd.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.nsd.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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

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

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

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the EGM 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@dmilttd.in on or before Thursday, 5th March, 2026. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers/questions depending on the availability of time for the EGM.

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

A. Madhuri Pawar,

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

B. Deepali Dhuri

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

C. 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. 1

Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('SEBI Listing Regulations'), mandates prior approval of shareholders through Ordinary Resolution for all material related party transactions i.e. such transaction with related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the thresholds as specified in Schedule XII of regulation 23(1) of the SEBI Listing Regulations.

Material Related Party Transactions proposed to be entered with MMG Ferrites Private Limited (MFPL).

MFPL was incorporated as a wholly owned subsidiary of the Company on 2nd May 2024. Subsequently, the Company entered into a Joint Venture (JV) with Premo S.L., a company incorporated in Malaga, Spain, engaged in the design and manufacture of electronic components for various industries, including the automotive sector. Pursuant to the said JV and consequent disposal of 50% of its equity stake in MFPL, MFPL ceased to be a wholly owned subsidiary of the Company and became a joint venture with effect from 24th March 2025. Currently, MFPL 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.

The aggregate value of the proposed related party transaction(s) with MFPL, whether undertaken individually or together with other transactions during the financial year, is expected to exceed the materiality threshold prescribed under Regulation 23(1) of the SEBI Listing Regulations, being 10% of the annual consolidated turnover of the Company as per its last audited financial statements for the financial year 2024-2025.

Accordingly, pursuant to Regulation 23(4) of the SEBI Listing Regulations, prior approval of the Members by way of an ordinary resolution is being sought at the Extraordinary General Meeting (EGM) for the period commencing from the date of EGM till 30th September, 2026 i.e. for the financial year 2025-2026 and from 1st April, 2026 to 30th September, 2026 i.e. six months for the financial year 2026-2027.

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.1 of the Notice.

In view of the above and in order to facilitate execution of proposed transaction, it is proposed to seek Shareholders' approval pursuant to applicable provisions of the SEBI Listing Regulations and Companies Act, 2013 ('the Act'). The details as required under Regulation 23(4) of the SEBI 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 26 June 2025 ("**SEBI Circular**") are set forth below.

Minimum information to be provided to the shareholders for approval of Material RPTs pursuant to the SEBI Circular dated June 26, 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) Disclosure that 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: Forms part of the table as mentioned below.
- 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.

A. SALE OF GOODS

A(1). Basic details of the related party Transaction																													
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: <ul style="list-style-type: none"> Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 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). Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). 	MFPL is Joint Venture of the Company. 50% (Directly) Not Applicable Nil																											
A(3). Details of previous transactions with the related party																													
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table border="1"> <thead> <tr> <th>Sr.No.</th> <th>Particulars</th> <th>FY 2024-25 (₹)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Rent Income</td> <td>3,14,516</td> </tr> <tr> <td>2</td> <td>Slump Sale Consideration Income</td> <td>1,00,000</td> </tr> <tr> <td>3</td> <td>Subscription of Shares</td> <td>10,00,000</td> </tr> <tr> <td>4</td> <td>Sale of Goods</td> <td>42,98,185</td> </tr> <tr> <td>5</td> <td>Sale of Services</td> <td>31,89,434</td> </tr> <tr> <td>6</td> <td>Security Deposit receivable</td> <td>19,50,000</td> </tr> <tr> <td>7</td> <td>Loan given</td> <td>48,01,692</td> </tr> <tr> <td></td> <td>Total</td> <td>1,56,53,827</td> </tr> </tbody> </table>	Sr.No.	Particulars	FY 2024-25 (₹)	1	Rent Income	3,14,516	2	Slump Sale Consideration Income	1,00,000	3	Subscription of Shares	10,00,000	4	Sale of Goods	42,98,185	5	Sale of Services	31,89,434	6	Security Deposit receivable	19,50,000	7	Loan given	48,01,692		Total	1,56,53,827
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2	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.	₹ 4,81,11,044/- (Rupees Four Crore Eighty-One Lakhs Eleven Thousand Forty Four Only) (till December 31, 2025)																											
3	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 three financial years.	Nil																											

A (4). Amount of the proposed transaction(s)										
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	₹ 1,50,00,000/- (Rupees One Crore Fifty Lakhs Only)								
2	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?	Yes								
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	2.46%								
4	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)	Not Applicable								
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.	9558.28%								
6	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-2025 (₹)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>156,932</td> </tr> <tr> <td>Profit After Tax</td> <td>(4,733,000)</td> </tr> <tr> <td>Net Worth</td> <td>(2,833,000)</td> </tr> </tbody> </table>	Particulars	FY 2024-2025 (₹)	Turnover	156,932	Profit After Tax	(4,733,000)	Net Worth	(2,833,000)
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Turnover	156,932									
Profit After Tax	(4,733,000)									
Net Worth	(2,833,000)									
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.)	Sale of Goods								
2	Details of each type of the proposed transaction	Sale of Nitrogen for production of soft ferrite products at arm's length.								
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For the period of six months commencing from the date of EGM till 30 th September, 2026.								
4	Whether omnibus approval is being sought?	Yes								
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.	₹ 1,50,00,000/- (Rupees One Crore Fifty Lakhs Only)								
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 day to day production. This transaction is carried out with the joint venture company taking into consideration all the cost incurred.								
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. 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. Dr. Ram H. Shroff/ Mr. Abhilash Sunny 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.	All the relevant/important information forms part of this Statement setting our material facts pursuant to Section 102(1) of the Act.
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		
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. SALE OF SERVICES

A(1). Basic details of the related party Transaction			
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: <ul style="list-style-type: none"> Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 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). Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). 	MFPL is Joint Venture of the Company. 50% (Directly) Not Applicable Nil	
A(3). Details of previous transactions with the related party			
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Sr. No.	Particulars	FY 2024-25 (₹)
	1	Rent Income	3,14,516
	2	Slump Sale Consideration Income	1,00,000
	3	Subscription of Shares	10,00,000
	4	Sale of Goods	42,98,185

	5	Sale of Services	31,89,434
	6	Security Deposit receivable	19,50,000
	7	Loan given	48,01,692
		Total	1,56,53,827
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.		₹ 4,81,11,044/- (Rupees Four Crore Eighty-One Lakh Eleven Thousand Forty-Four Only) (till December 31, 2025)	
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 three financial years.		Nil	
A (4). Amount of the proposed transaction(s)			
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 2,00,000/- (Rupees Two Lakhs Only)	
2	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?	Yes	
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	0.03%	
4	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)	Not Applicable	
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.	127.44.%	
6	Financial performance of the related party for the immediately preceding financial year:	Particulars	FY2024-2025 (₹)
		Turnover	1,56,932
		Profit After Tax	(4,733,000)
		Net Worth	(2,833,000)
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.)	Sale of Services etc.	
2	Details of each type of the proposed transaction	Lease rent of praxair to be charged to MFPL.	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For the period of six months commencing from the date of EGM till 30 th September, 2026.	
4	Whether omnibus approval is being sought?	Yes	
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial	₹ 2,00,000/- (Rupees Two Lakhs Only)	

	year, provide estimated break-up financial year-wise.	
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 day to day operations.
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. 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. Dr. Ram H. Shroff/Mr. Abhilash Sunny 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.	All the relevant/important information forms part of this Statement setting our material facts pursuant to Section 102(1) of the Act.
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		
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?	

C) REIMBURSEMENT OF ELECTRICITY EXPENSES

A(1). Basic details of the related party Transaction		
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: • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • 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	MFPL is Joint Venture of the Company. 50% (Directly) Not Applicable

	<p>listed entity/subsidiary (in case of transaction involving the subsidiary).</p> <ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). 	Nil																											
A(3). Details of previous transactions with the related party																													
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2	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.	₹ 4,81,11,044/- (Rupees Four Crore Eighty-One Lakh Eleven Thousand Forty-Four Only) (till December 31, 2025)																											
3	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 three financial years.	Nil																											
A(4). Amount of the proposed transaction(s)																													
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 3,00,00,000/- (Rupees Three Crores Only)																											
2	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?	Yes																											
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	4.92%																											
4	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)	Not Applicable																											
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.	19116.56.%																											
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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.)	Reimbursement of electricity expenses
2	Details of each type of the proposed transaction	Reimbursement of electricity expenses which will be on an actual basis.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For the period of six months commencing from the date of EGM till 30 th September, 2026
4	Whether omnibus approval is being sought?	Yes
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.	₹ 3,00,00,000/- (Rupees Three Crores Only)
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 day to day operations of MFPL. This transaction is carried out with the joint venture company on an actual basis whenever charged.
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. 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. Dr. Ram H. Shroff/ Mr. Abhilash Sunny 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.	All the relevant/important information forms part of this Statement setting our material facts pursuant to Section 102(1) of the Act.
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		
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?	

D) INTER CORPORATE DEPOSIT

A(1). Basic details of the related party Transaction																													
1	Name of the Related Party	MMG Ferrites Private Limited (MFPL)																											
2	Country of incorporation of the related party	India																											
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		5	Sale of Services	31,89,434																									
		6	Security Deposit receivable	19,50,000																									
		7	Loan given	48,01,692																									
	Total	1,56,53,827																											
2	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.	₹ 4,81,11,044/- (Rupees Four Crore Eighty-One Lakh Eleven Thousand Forty-Four Only) (till December 31, 2025)																											
3	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.	Nil																											
A (4). Amount of the proposed transaction(s)																													
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 1,00,00,000/- (Rupees One Crore Only)																											
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current	Yes																											

	financial year would render the proposed transaction a material RPT?		
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	1.64%	
4	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)	Not Applicable	
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.	6372.2%	
6	Financial performance of the related party for the immediately preceding financial year:	Particulars	FY 2024-2025 (₹)
		Turnover	156,932
		Profit After Tax	(4,733,000)
		Net Worth	(2,833,000)
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.)	Inter Corporate Deposit (ICD)	
2	Details of each type of the proposed transaction	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)	For the period of six months commencing from the date of EGM till 30 th September, 2026.	
4	Whether omnibus approval is being sought?	Yes	
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.	₹ 1,00,00,000/- (Rupees One Crore Only)	
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	MFPL, a joint venture of the Company needs to carry on its day-to-day activities. This ICD will help the Company to carry out its business operations smoothly.	
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. 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. Dr. Ram H. Shroff/ Mr. Abhilash Sunny 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.	All the relevant/important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Act.	
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 company for day to day business operations.
C1 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	<p>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.</p> <p>In addition, state the following:</p> <p>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;</p> <p>b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>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.</p>	Not Applicable
	<i>FY 2022-23</i>	
	<i>FY 2023-24</i>	
	<i>FY 2024-25</i>	

E) RENT INCOME

A (1). Basic details of the related party Transaction			
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: • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • 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). • Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	MFPL is joint venture of the Company. 50% (Directly) Not Applicable Nil	
A(3). Details of previous transactions with the related party			
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Sr. No.	Particulars	FY 2024-25 (₹)
	1	Rent Income	3,14,516
	2	Slump Sale Consideration Income	1,00,000
	3	Subscription of Shares	10,00,000
	4	Sale of Goods	42,98,185
	5	Sale of Services	31,89,434
	6	Security Deposit receivable	19,50,000
	7	Loan given	48,01,692
	Total	1,56,53,827	
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.	₹ 4,81,11,044/- (Rupees Four Crore Eighty One Lakh Eleven Thousand Forty Four Only) (till December 31, 2025)		
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 three financial years.	Nil		
A(4). Amount of the proposed transaction(s)			
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 3,14,79,500/- (Rupees Three Crore Fourteen Lakhs Seventy Nine Thousand Five Hundred) a) From the date of EGM till 31 st December, 2026 - ₹ 6,50,000/- (Rupees Six Lakhs Fifty Thousand Only) per month excluding GST and reimbursement of expenses and other costs on actual basis.	

		<p>b) For the period from 1st January, 2027 to 31st December, 2028 - ₹ 6,82,500/- (Rupees Six Lakhs Eighty-Two Thousand Five Hundred Only) per month excluding GST and reimbursement of expenses and other costs on actual basis.</p> <p>c) For the period from 1st January, 2029 to 31st December, 2029 - ₹ 7,16,625/- (Rupees Seven Lakhs Sixteen Thousand Six Hundred Twenty-Five Only) per month excluding GST and reimbursement of expenses and other costs on actual basis.</p>								
2	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?	Yes								
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	5.16% (Form the date of EGM till 31 st December,2029) & 0.75% (Form the date of EGM till 30 th September,2026)								
4	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)	Not Applicable								
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.	20059.33% (Form the date of EGM till 31 st December,2029) & 2899.34% (Form the date of EGM till 30 th September,2026)								
6	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-2025 (₹)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>1,56,932</td> </tr> <tr> <td>Profit After Tax</td> <td>(4,733,000)</td> </tr> <tr> <td>Net Worth</td> <td>(2,833,000)</td> </tr> </tbody> </table>	Particulars	FY 2024-2025 (₹)	Turnover	1,56,932	Profit After Tax	(4,733,000)	Net Worth	(2,833,000)
Particulars	FY 2024-2025 (₹)									
Turnover	1,56,932									
Profit After Tax	(4,733,000)									
Net Worth	(2,833,000)									
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.)	Rent Income etc.								
2	Details of each type of the proposed transaction	Rent charged by the of company to MFPL towards use of building for manufacturing activities including office space.								
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	As mentioned in A (4)(1)								
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.	<p>a) From the date of EGM till 31st December, 2026 - ₹ 6,50,000/- (Rupees Six Lakhs Fifty Thousand Only) per month excluding GST and reimbursement of expenses and other costs on actual basis.</p> <p>b) For the period from 1st January, 2027 to 31st December, 2028 - ₹ 6,82,500/- (Rupees Six Lakhs Eight Two Thousand Five Hundred Only) per month excluding GST and reimbursement of expenses and other costs on actual basis.</p> <p>c) For the period from 1st January, 2029 to 31st December, 2029 - ₹ 7,16,625/- (Rupees Seven Lakhs Sixteen Thousand Six Hundred Twenty-Five Only) per month excluding GST and reimbursement of expenses and other costs on actual basis.</p>								

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 day to day operations.
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. 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. Dr. Ram H. Shroff/ Mr. Abhilash Sunny 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.	All the relevant/important information forms part of this Statement setting our material facts pursuant to Section 102(1) of the Act.
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		
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?	

In view of the above, the approval of the shareholders of the Company is being sought as set out at Item no. 1 of the Notice. The members may note that as per the provisions of the Act and the 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 Resolutions as set out in Item no. 1 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. 1 of this Notice.

By Order of the Board of Directors,

**Madhuri Pawar
Company Secretary
ACS No: 54631**

Place: Mumbai,
Date: 12th February, 2026