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Next to Copper Chimney, Worli, Mumbai - 400018

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NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING (EGM) OF MEMBERS OF DELTA CORP LIMITED (“COMPANY”) WILL BE HELD ON FRIDAY, 21ST MARCH, 2025 AT 3.00 PM (IST) THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

ITEM NO. 1: TO CONSIDER AND APPROVE DISPOSAL OF DELTATECH GAMING LIMITED, A MATERIAL AND WHOLLY OWNED SUBSIDIARY OF THE COMPANY.

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in accordance with and pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder, and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions in law, if any (including any statutory modification(s), amendment(s), variation(s) or re-enactment(s) thereof for the time being in force), the provisions of the memorandum and articles of association of the Company and subject to any such other approvals, consents, permissions and sanctions as may be deemed necessary, consent of the members of the Company be and is hereby accorded for the acquisition of 51% (fifty one percent) of the shareholding of Deltatech Gaming Limited (“**DGL**”), a material and wholly owned subsidiary of Company, by Head Digital Works Private Limited (“**Buyer**”) and the subsequent merger of DGL with the Buyer.

RESOLVED FURTHER THAT any of the directors of the Company, or the Company Secretary of the Company, or any other person duly authorized by the Board, be and are hereby severally authorized to do all such acts and deeds as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT a certified true copy of the resolution signed by any director or the Company Secretary of the Company be provided to anyone concerned or interested in the matter.”

ITEM NO. 2: TO APPOINT DR. VRAJESH UDANI (DIN: 00021311) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** in accordance with and pursuant to the applicable provisions of the Companies Act, 2013 (‘the Act’) read with the rules framed thereunder, the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Dr. Vrajesh Udani (DIN: 00021311) who was appointed as an Additional Non-Executive Non-Independent Director of the Company with effect from 10th March, 2025 by the Board of Directors upon

recommendation of Nomination, Remuneration and Compensation Committee to hold office up to the date of the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as Non-Executive Non Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the directors or Company Secretary of the Company be and are hereby severally authorised to perform all such acts, deeds, things and matters as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of the resolution signed by any director or the Company Secretary of the Company be provided to anyone concerned or interested in the matter.”

By Order of the Board of Directors,

Dilip Vaidya
Company Secretary & Vice President - Secretarial
FCS No: 7750

Place: Mumbai

Date: 20th February, 2025

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has, vide its circular dated 19th September, 2024, allowed companies to convene General Meetings through VC / OAVM till 30th September, 2025 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@deltin.com
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.deltacorp.in. 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 to 2 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@deltin.com
10. In compliance with the aforesaid MCA Circulars and SEBI Circulars dated 12th May, 2020, 15th January, 2021 and 05th January, 2023 respectively, 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.deltacorp.in, 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. Friday, 14th March, 2025 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. Friday, 14th March, 2025 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 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 all the business items 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 Monday, 17th March, 2025 at 09:00 A.M. and ends on Thursday, 20th March, 2025 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. Friday, 14th March, 2025, 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">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.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.jspVisit 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

	<p>casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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 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.
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 e-services 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 secretarial@deltin.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 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager 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 secretarial@deltin.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 secretarial@deltin.com
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

5. In terms of SEBI circular dated 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 / 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@deltin.com on or before Friday, 07th March, 2025. 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. Dilip Vaidya,

Company Secretary & Vice President-
Secretarial

Delta Corp Limited

Registered and Corporate Office:

Delta House, Hornby Vellard Estate,

Next to Copper Chimney, Dr. Annie Besant
Road, Worli, Mumbai – 400018.

Email: secretarial@deltin.com

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

The Company has entered into an agreement (“**Agreement**”) with Head Digital Works Private Limited (“**Buyer**”) for the Buyer to acquire 51% of shareholding in Deltatech Gaming Limited (“**DGL**”), a material and wholly owned subsidiary of the Company, by the Buyer through a combination of primary subscription and secondary acquisition and subsequent merger of DGL with the Buyer (“**Proposed Transaction**”).

The Buyer owns and operates online gaming brand “A23” and has more than 75 million users across its and multiple verticals like rummy, fantasy sports and casual gaming.

The Proposed Transaction ascribes an enterprise value of approximately INR 4,912,593,843.30 to DGL. The consideration for acquisition of the 51% of shareholding in DGL will be paid by the Buyer as follows:

- (a) Cash consideration: An aggregate amount of upto INR 348,000,000 will be paid by the Buyer for subscribing to shares of DGL and for secondary purchase of the shares of DGL from the Company.
- (b) Consideration other than cash: The remaining consideration will be paid by the Buyer to the Company by way of issuing shares to the Company for a value equivalent to the value of shares of DGL to be transferred by the Company.

After completion of the acquisition of the 51% of shareholding in DGL by the Buyer, DGL shall cease to be a subsidiary of the Company and the Buyer will acquire control of DGL. Thereafter, DGL is proposed to merge with the Buyer, and the Company is expected to hold approximately 5.7% of the equity share capital of the Buyer.

Some other certain key terms of the Proposed Transaction are set out below:

- (a) The Proposed Transaction is subject to customary conditions precedent, including approval from the shareholders of the Company.
- (b) Each of the Company and the Buyer are providing customary representations, warranties and covenants to the other party in respect of matters such as authority and capacity, title to the shares, and respective businesses of DGL and the Buyer.
- (c) Each of the Company and the Buyer are agreeing to indemnify to the other party in respect of the representations and warranties under the agreement and other key matters, which indemnities are subject to mutually agreed time and monetary caps and do not exceed the enterprise value of DGL (i.e. approximately INR 4,912,593,843.30).
- (d) As is customary in such transactions, DGL has agreed to undertake its business in ordinary course and not to undertake certain actions during such period without the prior consent of the Buyer.
- (e) The Company has agreed to certain non-compete and non-solicit arrangements for a period of 5 years from the completion of the Buyer’s acquisition of 51% stake in DGL.
- (f) As a shareholder of the Buyer, the Company will be subject to restrictions in relation to its ability to deal in shares of the Buyer and entitled to customary minority shareholder rights.

The Proposed Transaction will reduce the shareholding of the Company in DGL to less than 50% and the Company will cease to exercise control over DGL. Accordingly, the approval of the shareholders of the Company through a special resolution is being sought for the Proposed Transaction.

The Board is of the opinion that the Proposed Transaction is in the interest of the Company and hence, recommends the resolution set out at Item No. 1 of this notice for approval by the shareholders by way of a special resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the aforesaid Special Resolution set out at Item No. 1 of this Notice except to the extent of their shareholding and/or employment in the Company or in DGL.

Item No. 2

Dr. Vrajesh Udani (DIN: 00021311) was re-appointed as Non-executive Independent Director of the Company for the second term of 5 years w.e.f. 10th March, 2020. His tenure as independent director will be expiring on closure of business hours of 9th March, 2025.

Pursuant to the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, and based on the recommendations of Nomination, Remuneration and Compensation Committee, the Board of Directors of the Company, at its Meeting held on 20th February, 2025, appointed Dr. Vrajesh Udani as an Additional Non-Executive Non- Independent Director of the Company, liable to retire by rotation w.e.f. 10th March, 2025 to hold office up to the date of the Annual General Meeting. The same is subject to approval of the members of the Company. The Company has received a notice in writing from a member of the Company in terms of Section 160(1) of the Act proposing his candidature for the office of a Director of the Company. In this regard, he has given his consent for his appointment and confirmed that he is eligible and does not suffer from any disqualifications for his appointment as Director. He has not been debarred from holding the office of Director by virtue of any SEBI order or any other such Authority.

A detailed profile of Dr. Vrajesh Udani as required under Regulation 36(3) of Listing Regulations and SS-2 is provided in **Annexure I** of this Notice.

The Board is of the opinion that Dr. Vrajesh Udani's appointment as director is in the interest of the Company and hence recommends the resolution set out at Item No. 2 of the Notice for approval by the shareholders by way of an ordinary resolution.

Except Dr. Vrajesh Udani none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are in anyway concerned or interested, directly or indirectly, financially or otherwise, in the aforesaid Ordinary Resolution set out at Item No. 2 of this notice except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors,

Dilip Vaidya
Company Secretary & Vice President - Secretarial
FCS No: 7750

Place: Mumbai

Date: 20th February, 2025

Annexure I

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

Name of Director:	Dr. Vrajesh Udani
DIN:	00021311
Date of 1st Appointment:	10 th March, 2015
Age:	69
Qualification:	M.D. (PEDIATRICS), Diplomate Of the American Board of Neurology with special competence in Child Neurology. Diplomate of the American Board of Clinical Neurophysiology.
Experience/brief profile:	Dr. Vrajesh Udani is a paediatric neurologist. He is a child neurology and epilepsy consultant at the PD Hinduja National Hospitals, Mahim and Khar, SRCC Children's Hospital, Haji Ali and Saifee Hospital, Charni Road. Dr. Udani also serves as an Honorary visiting consultant at Bai Jerbai Wadia Hospital for Children. He had served earlier as visiting faculty at the Grant Medical College and JJ Group of Hospitals. He is also a member of the Executive Committee of the International Child Neurology Association and is a past president of the Association of Child Neurologists, India.
Terms and conditions of re-appointment along with details of remuneration sought to be paid:	Non-Executive Non- Independent Director, liable to retire by rotation.
Last Drawn Remuneration:	₹ 15,00,000 by way of sitting fees paid for attending Board and Audit Committee Meetings held from 01.04.2024 to date of this notice.
Relationship with Other Directors, Manager and Other Key Managerial Personnel of the Company:	None
Shareholding in the Company (Individually or Jointly):	60,000 Equity Shares of Rs. 1/- each
Number of Meetings of the Board Attended during the Year:	8
List of Directorships in other companies:	Marvel Resorts Private Limited Highstreet Cruises and Entertainment Private Limited Deltin Hotel & Resorts Private Limited
List of Committee Membership / Chairmanship in other companies:	NA
Listed entities from which the person has resigned in last three years:	Delta Manufacturing Limited (Ceased to be Director on Completion of total tenure of ten years as Independent Director of the Company)