



25<sup>th</sup> September, 2015

To,

**Corporate Relation/Listing Department**  
**BSE Ltd.,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 023.  
**Scrip Code 532848**

Dear Sir

**Sub: Outcome and Proceedings of the Annual General Meeting of the Company held on 25<sup>th</sup> September, 2015.**

With regard to the captioned matter, we wish to inform you that the 24<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company was held on Friday, 25<sup>th</sup> September, 2015 at 3.00 p.m. at Vivanta By Taj - Blue Diamond, 11, Koregaon Road, Pune - 411 001.

The scrutinizer appointed for the purpose of scrutinizing the remote e-voting and polling process, have submitted their report and accordingly the following resolutions, as stated in the notice of the AGM, were passed with requisites majority.

- 1 Adoption of Audited Profit and Loss Account for the year ended 31<sup>st</sup> March, 2015 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
- 2 Declaration of dividend @ 10% on Equity Share Capital (i.e. ₹ 0.10/- per Equity Share of ₹ 1/- each) for the Financial Year ended 31<sup>st</sup> March, 2015.
- 3 Re-appointment of Mr. Ashish Kapadia (DIN:02011632) as a Director, retiring by rotation.
- 4 Approval for ratification of appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants (Firms Registration No.: 103523W) and M/s. Amit Desai & Co., Chartered Accountants (Firms Registration No.: 130710W), as Joint Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 25<sup>th</sup> AGM of the Company.

**Regd. Office :** 10, Kumar Place, 2408, General Thimayya Road, Pune - 411001.

Bayside Mall, 2nd Floor,  
Tardeo Road, Haji Ali,  
Mumbai - 400 034.  
URL : www.deltacorp.in

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Email : secretarial@deltin.com  
CIN : L65493PN1990PLC058817





- 5 Appointment of Dr. Vrajesh Udani (DIN: 00021311), as Non-Executive Independent Director of the Company, to hold office for a term of five consecutive years, from the conclusion of this AGM, not liable to retire by rotation.
- 6 Approval of Material Related Party Transaction(s).

Further, please find attached herewith the following;

- a. The report of the scrutinizer on remote e-voting and poll.
- b. Report under Clause 35A of the Listing Agreement.

You are requested to take note of the same.

Thanking You.

Yours Sincerely,  
For Delta Corp Limited

A handwritten signature in blue ink that reads "Hitesh Kanani".

**Hitesh Kanani**  
General Manager- Company Secretary and Legal

Encl: As above

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# **DELTA** CORP LIMITED

25<sup>th</sup> September, 2015

To,

**Corporate Relation/Listing Department**  
**BSE Ltd.,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 023.  
**Scrip Code 532848**

Dear Sirs/Madam,

**Sub:- Consolidated Results of Remote e-voting and voting by poll at Annual General Meeting of Equity Shareholders held on 25<sup>th</sup> September, 2015 pursuant to Clause 35A of the Listing Agreement**

Pursuant to Clause 35A of the Listing Agreement, please find below consolidated results of remote e-voting and voting by poll at Annual General Meeting of members of the Company held on 25<sup>th</sup> September, 2015:

Sr. No.	Particulars	
1	<b>Date of the AGM</b>	25 <sup>th</sup> September, 2015
2	<b>Total number of shareholders on record date</b>	68,368 as on Cut-Off date i.e. 18.09.2015
3	<b>No. of shareholders present in the meeting either in person or through proxy</b>	138
	<b>Promoters and Promoter Group</b>	11
	<b>Public</b>	127
4	<b>No. of Shareholders attended the meeting through Video Conferencing</b>	No video conferencing facility was made available
5	<b>Details of Agenda</b>	Annexure-1



## Annexure-I

**Mode of Voting for all resolutions: Remote e-voting and voting by poll at the Annual General Meeting**

**Resolution No. 1 :-** Adoption of Audited Profit and Loss for the year ended 31<sup>st</sup> March, 2015 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.

**Resolution Required:** Ordinary Resolution

**In case of Poll/Postal Ballot and E-voting:-**

Promoter /Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	94627591	94517928	99.88	94517928	0	100.00	0.00
Public - Institutional holders	29049575	5355894	18.44	1318337	4037557	24.61	0.00
Public-Others	106986938	33912363	31.70	33911663	700	99.99	0.01
<b>Total</b>	<b>230664104</b>	<b>133786185</b>	<b>58.00</b>	<b>129747928</b>	<b>4038257</b>	<b>96.98</b>	<b>3.02</b>



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# **DELTA** CORP LIMITED

**Resolution No. 2 :-** Declaration of dividend @ 10% on Equity Share Capital (i.e. ` 0.10/- per Equity Share of ` 1/- each) for the Financial Year ended 31<sup>st</sup> March, 2015.

**Resolution Required:** Ordinary Resolution

**In case of Poll/Postal-Ballet and E-voting:-**

Promoter /Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares  (3)=[(2)/(1)]*100	No. of Votes - in favour  (4)	No. of Votes - against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
Promoter and Promoter Group	94627591	94517928	99.88	94517928	0	100.00	0.00
Public - Institutional holders	29049575	5355894	18.44	5355894	0	100.00	0.00
Public-Others	106986938	33912363	31.70	33911663	500	99.99	0.01
<b>Total</b>	<b>230664104</b>	<b>133785985</b>	<b>58.00</b>	<b>133785485</b>	<b>500</b>	<b>99.99</b>	<b>0.01</b>



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# **DELTA** CORP LIMITED

**Resolution No. 3 :-** Re-appointment of Mr. Ashish Kapadia (DIN:02011632) as a Director retiring by rotation.

**Resolution Required:** Ordinary Resolution

**In case of Poll/Postal Ballot and E-voting:-**

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	94627591	94517928	99.88	94517928	0	100.00	0.00
Public - Institutional holders	29049575	5355894	18.44	4776497	579397	89.18	0.00
Public- Others	106986938	33912363	31.70	33911663	700	99.99	0.00
<b>Total</b>	<b>230664104</b>	<b>133786185</b>	<b>58.00</b>	<b>133206088</b>	<b>580097</b>	<b>99.57</b>	<b>0.43</b>



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# **DELTA** CORP LIMITED

**Resolution No. 4 :-** Approval for ratification of appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants (Firms Registration No.: 103523W) and M/s. Amit Desai & Co., Chartered Accountants (Firms Registration No.: 130710W), as Joint Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 25<sup>th</sup> AGM of the Company.

**Resolution Required:** Ordinary Resolution

**In case of Poll/Postal Ballot and E-voting:-**

Promoter /Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes - in favour  (4)	No. of Votes - against  (5)	% of Votes in favour on votes polled $(6)=[(4)/(2)]*100$	% of Votes against on votes polled $(7)=[(5)/(2)]*100$
Promoter and Promoter Group	94627591	94517928	99.88	94517928	0	100.00	0.00
Public - Institutional holders	29049575	4795413	16.51	4776497	18916	99.61	0.39
Public- Others	106986938	33912363	31.70	33911662	701	99.99	0.01
<b>Total</b>	<b>230664104</b>	<b>133225704</b>	<b>57.76</b>	<b>133206087</b>	<b>19617</b>	<b>99.99</b>	<b>0.01</b>



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**Resolution No. 5 :-** Appointment of Dr. Vrajesh Udani (DIN: 00021311), as Non-Executive Independent Director of the Company.

**Resolution Required:** Ordinary Resolution

**In case of Poll/Postal-Ballet and E-voting:-**

Promoter /Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares  (3)=[(2)/(1)]*100	No. of Votes - in favour  (4)	No. of Votes - against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
Promoter and Promoter Group	94627591	94517928	99.88	94517928	0	100.00	0.00
Public - Institutional holders	29049575	5355894	18.44	- 5355894	0	100.00	0.00
Public-Others	106986938	33912363	31.70	33911663	700	99.99	0.01
<b>Total</b>	<b>230664104</b>	<b>133786185</b>	<b>58.00</b>	<b>133785485</b>	<b>700</b>	<b>99.99</b>	<b>0.01</b>



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# **DELTA** CORP LIMITED

**Resolution No. 6 :-** Approval of Material Related Party Transaction(s).

**Resolution Required:** Special Resolution

**In case of Poll/Postal Ballot and E-voting:-**

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	94627591	0	0.00	0	0	0.00	0.00
Public - Institutional holders	29049575	4656255	16.03	4637339	18916	99.59	0.41
Public- Others	106986938	33439628	31.26	33438827	801	99.99	0.01
<b>Total</b>	<b>230664104</b>	<b>38095883</b>	<b>16.52</b>	<b>38076166</b>	<b>19717</b>	<b>99.95</b>	<b>0.05</b>

You are requested to take the same on your record and oblige.

Thanking You.

Yours Sincerely,

For Delta Corp Limited



Hitesh Kanani

General Manager- Company Secretary and Legal



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**Consolidated Scrutinizer's Report on Remote e-Voting and voting through physical ballot conducted at the 24<sup>th</sup> Annual General Meeting (AGM) of Delta Corp Limited held on September 25, 2015**

To,  
The Chairman  
**Delta Corp Limited**  
10, Kumar Place,  
2408, General Thimayya Road,  
Pune-411001

**24<sup>th</sup> Annual General Meeting of the Members of Delta Corp Limited held on Friday, September 25, 2015, at 3:00 p.m. at Vivanta by Taj- Blue Diamond, 11, Koregaon Road, Pune - 411 001.**

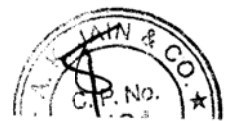
Dear Sir,

The Board of Directors of Delta Corp Limited (the Company) at its meeting held on July 16, 2015 has appointed me as the "Scrutinizer" to scrutinize remote e-voting process as well as the physical ballots received from the Members of the Company at the venue of the Annual General Meeting (AGM) pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, Clause 35B of the Listing Agreement and Secretarial Standard on General Meetings (SS-2).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under and the applicable provisions of the Listing Agreement, relating to remote e-voting and physical ballot voting on the resolutions contained in the aforesaid notice of the 24<sup>th</sup> AGM of the Members of the Company. My responsibility is to scrutinize and ensure that the voting done through remote e-voting and physical ballot is done in a fair and transparent manner and to make a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions as specified in the Notice of AGM dated July 16, 2015, based on the reports generated from the remote e-voting system as provided by Central Depository Services Limited (CDSL/Service Provider), the authorized agency to provide e-voting facility and voting through ballot at the venue of AGM provided by the Company. I hereby submit my report as under:

**Report on scrutiny:**

1. The Company had appointed CDSL as the Service Provider, for extending the facility of Remote e-Voting to the Members of the Company. Freedom Registry Limited is the Share Transfer Agents (STA) of the Company.
2. The Service Provider has provided a system for recording the votes of the Members electronically on all the items of the businesses (Ordinary and Special) sought to be transacted in the 24<sup>th</sup> AGM of the Company which was held on Friday, September 25, 2015.



3. The record date considered for dispatch of the Notice of the AGM was August 28, 2015 and as on that date, there were 67,700 Members. The Unitech Systems India had sent the Notice of the AGM along with Annual Report and Remote E- Voting details by email to 43,869 Members whose Email addresses were made available by the Depositories and for those Members, holding shares in the physical form, who has registered their email address with the STA. In respect of 23,831 Members, whose Email addresses were not available, the Notice of AGM was sent to those Members by the permitted mode.
4. The Notice of AGM sent to the Members (both through email and physical form) contained detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.
5. The cut- off date for the purpose of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was September 18, 2015.
6. As prescribed in the Clause (vi) of the Sub Rule 4 of the Rule 20, the Remote e-Voting facility was kept open for 4 (Four) days i.e. from Monday, September 21, 2015 at 9:00 a.m (IST) till Thursday, September 24, 2015 at 5:00 p.m. (IST).
7. The Company has completed the dispatch of Annual Report along with the Notice of AGM to the Members on 1<sup>st</sup> September, 2015.
8. As prescribed in the Clause (v) of Sub Rule 4 of the Rule 20, the Company also released an advertisement, the "Maharashtra Times, Pune" in Marathi and in "The Times of India" in English dated 02<sup>nd</sup> September, 2015. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
9. At the end of the voting period on September 24, 2015 at 5.00 p.m., the voting postal of the Service Provider was blocked forthwith.
10. At the venue of the 24<sup>th</sup> AGM of the Company held on September 25, 2015, the facility to vote through Ballot Paper had been provided to facilitate those members present in the meeting but could not participate in the Remote E- Voting to record their votes.
11. On September 25, 2015, after counting of the votes casted at the venue of the AGM through ballot paper, the votes cast through Remote E- Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Khushboo Bakul Gopani and Mr. Tirath Gaud who acted as the witnesses, as prescribed in Sub-Rule 4(xii) of the said Rule 20.
12. The empty ballot box kept for the purpose of casting of votes was locked in my presence with due identification mark placed by me. After the voting at the AGM was concluded the locked ballot box was subsequently opened in my presence and of the two witnesses, as mentioned above and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the STA of the Company and the authorisations/ proxies lodged with the Company. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
13. The details of the Consolidated Results of the Remote e-Voting together with voting conducted at venue of the AGM by way of Ballot Papers are as under:



Details	Remote e-Voting	Voting through Ballot Paper	Total Voting
Number of Members who cast their votes	63	122	185
Total number of Shares held by them	99,050,054	34,736,314	133,786,368
Valid votes	As per details provided under each one of the resolution mentioned hereunder		
Invalid Votes	Various as mentioned under each of the resolution		

Note: Percentage of votes cast "in favour" or "against" the resolutions are calculated based on the valid votes cast through remote e-voting or physical voting.

#### Item No. 1 (Ordinary Resolution)

To adopt audited Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2015 and the Balance Sheet as at that date together with the reports of the Board of Directors and the Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	95,011,797	95.92	4,038,257	4.08	0
Physical Voting	34,736,131	100.00	0	0.00	183
<b>Total</b>	<b>129,747,928</b>	<b>96.98</b>	<b>4,038,257</b>	<b>3.02</b>	<b>183</b>

#### Item No. 2 (Ordinary Resolution)

To declare dividend on Equity Shares.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	99,049,354	100.00	500	0.00	0
Physical Voting	34,736,131	100.00	0	0.00	183
<b>Total</b>	<b>133,785,485</b>	<b>100.00</b>	<b>500</b>	<b>0.00</b>	<b>183</b>

#### Item No. 3 (Ordinary Resolution)

To consider to appoint a Director in place of Mr. Ashish Kapadia (DIN: 02011632), who retires by rotation and being eligible, offers himself for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	98,469,957	99.41	580,097	0.59	0
Physical Voting	34,736,131	100.00	0	0.00	183
<b>Total</b>	<b>133,206,088</b>	<b>99.57</b>	<b>580,097</b>	<b>0.43</b>	<b>183</b>



**Item No. 4 (Ordinary Resolution)**

To Ratify the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants (FRN. 103523W) and M/s. Amit Desai & Co., Chartered Accountants (Firms Registration No.: 130710W) as Joint Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 25<sup>th</sup> AGM of Company.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	98,469,956	99.98	19,617	0.02	560,481
Physical Voting	34,736,131	100.00	0	0.00	183
<b>Total</b>	<b>133,206,087</b>	<b>99.99</b>	<b>19,617</b>	<b>0.01</b>	<b>560,664</b>

**Item No. 5 (Ordinary Resolution)**

To appoint Dr. Vrajesh Udani (DIN: 00021311), as an Independent Director, to hold office for a term of five consecutive years from the conclusion of this AGM, not liable to retire by rotation.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	99,049,354	100.00	700	0.00	0
Physical Voting	34,736,131	100.00	0	0.00	183
<b>Total</b>	<b>133,785,485</b>	<b>100.00</b>	<b>700</b>	<b>0.00</b>	<b>183</b>

**Item No. 6 (Special Resolution)**

To approve the Material Related Party Transactions entered into/to be entered into by the Company with its subsidiary i.e Daman Hospitality Private Limited (DHPL) pursuant to Provisions of Clause 49 (VII) of the Listing Agreement and applicable provisions of the Companies Act, 2013 ("the Act") and Rules made there under.

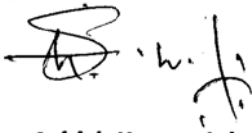
Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	4,665,677	99.58	19,717	0.42	94,364,660
Physical Voting	33,410,489	100.00	0	0.00	1,325,825
<b>Total</b>	<b>38,076,166</b>	<b>99.95</b>	<b>19,717</b>	<b>0.05</b>	<b>95,690,485</b>

All the Resolutions mentioned in the AGM Notice dated July 16, 2015 as per the details above stand passed under Remote e-Voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and hence deemed to be passed as on the date of the AGM.



I hereby confirm that, I am maintaining the Registers/records received in respect of the votes cast through Remote e-voting and voting conducted at AGM by way of Ballot Papers by the Members of the Company. The Ballot Papers and all other relevant records relating to Remote e-voting and physical voting is under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping, after the Chairman signs the Minutes of the 24<sup>th</sup> AGM.

Thank you,  
Yours truly,  
For A K Jain & Co.  
Company Secretaries



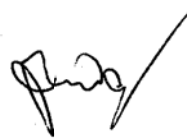
Ashish Kumar Jain  
(Proprietor)

FCS 6058

COP No. 6124

Date : 25<sup>th</sup> September, 2015

Place: Mumbai



To be counter signed by the Chairman

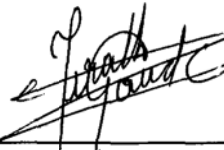
Date :25<sup>th</sup> September, 2015

Place: Mumbai

WITNESSES:



Ms. Khushboo Bakul Gopani



Mr. Tirath Gaud