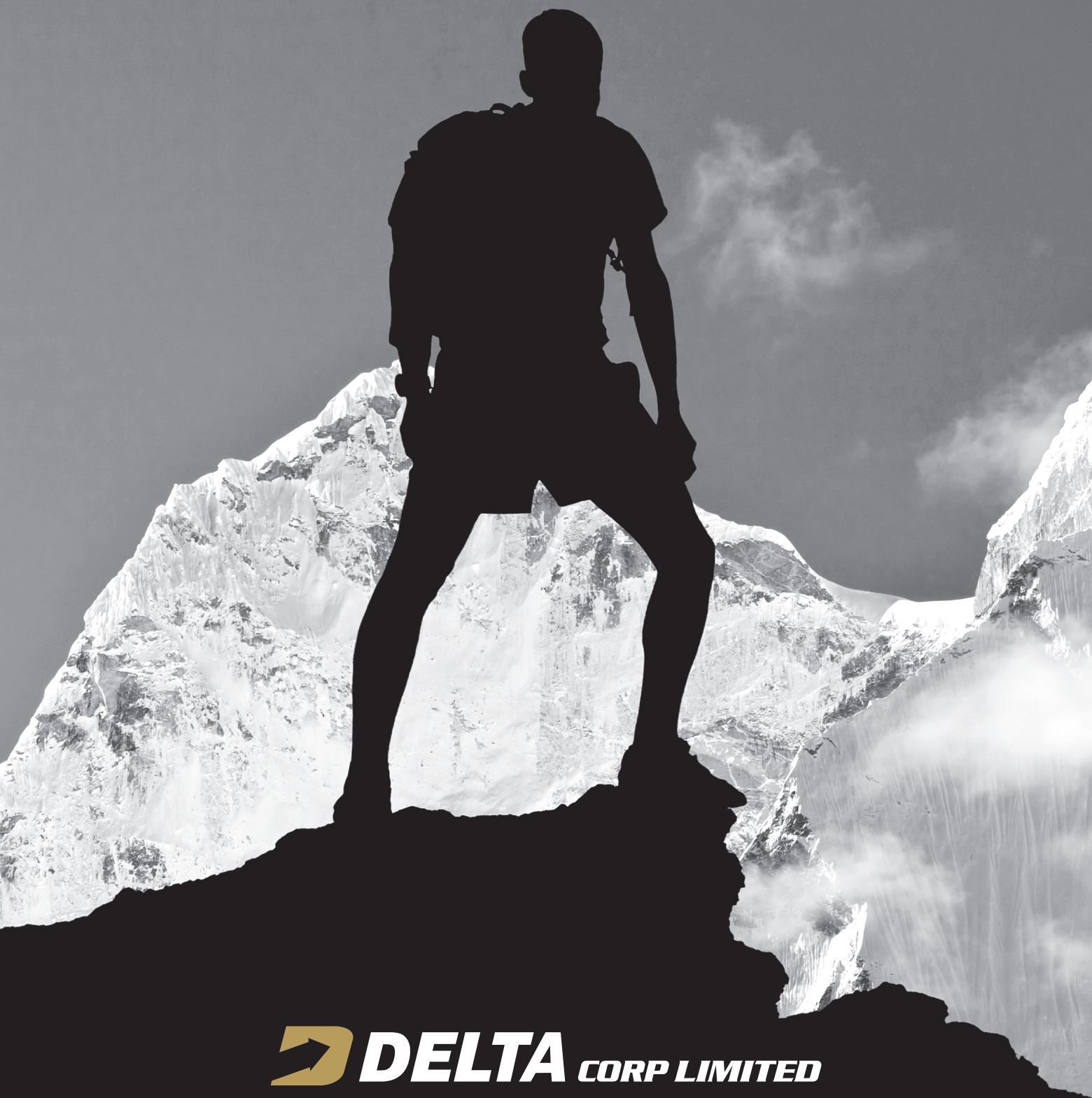


# T H E A S C E N T



 **DELTA** *CORP LIMITED*

Annual Report : 2015 - 16



**West  
india  
TRAVEL  
awards**  
**2 0 1 6**

**BEST CASINO**

awarded to

*Deltin Royale*

*SANJEEV*

DDP PUBLICATIONS PRIVATE LIMITED



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# FROM THE CHAIRMAN

Dear Shareholders,

Last year, I wrote why I thought 2015-16 would be an inflection point for our business... and it was!

The financial year was indeed an inflection point – and we are poised to use it as a launchpad to soar. FY 2016-17 will be a YEAR OF ASCENT for Delta Corp, and we have started well. We know beyond doubt that the graph is poised for an even sharper upward curve. It's time to sound the bugle for the march ahead.

This belief lies on a bedrock of fact. Our achievements are manifold: We have completed an industry-leading holistic service offering that offers world-class gaming and hospitality. Our Goa properties continue to perform strongly, validating our belief in the location and the quality of customers. Our primary market, Goa, is undergoing a dramatic transformation that is very good for business. It is turning into a round-the-year destination with tourist traffic no longer restricted to specific seasons. To tap into this, we have institutionalised better-targeted marketing, resulting in a stable income flow and better profitability.

A good indicator of this is our Q1 result for 2016-17. It was our best-ever quarter with a revenue of ₹ 108.65 crore – a growth of 34.6% over the same quarter in 2015-16.

For FY 2015-16, our net revenues were ₹ 377.86 crore, a growth of 25.97% over 2014-15.

This is further validation of our belief that 2016-17 will be a year in which Delta Corp scales new heights. The star of our company is not just shining, it's about to dazzle.

Among the recent achievements was the launch of Deltin Caravela, a luxury floating hotel and casino. Deltin Caravela offers a great luxury experience that would leave no guest wanting, including a state-of-the-art spa, luxurious rooms and suites. It also offers around 130 gaming positions.

This is our third off shore casino in Goa, others being Deltin Royale – India's largest offshore gaming vessel – and Deltin JAQK.

We hope to now grow our operations in Goa and are on the lookout for growth opportunities in the gaming space as a whole. But this isn't a time to rest on our laurels. We're proud that the Delta Corp footprint is expanding across India with a provisional licence having been obtained for Casino Deltin Denzong in Sikkim.

Our uncompromising excellence has not gone unnoticed. Recently, Deltin Royale was named 'Best Casino' at the West India Travel Awards while The Deltin, Daman was named 'Best Wedding Destination'. This was a prestigious honour bestowed amidst an audience comprising the best-known names of the tourism industry.

Our hospitality extends beyond just our hotel rooms and restaurants. We wish to create unforgettable memories and to that end

# THE A



we've worked hard to make The Deltin, Daman a leading getaway and events/wedding destination. The Deltin Daman's revenue growth of over 46%, therefore, is a source of great encouragement.

### **Beyond the numbers**

The responsibility of any community-conscious corporation, however, goes beyond revenues and profits. Today, we have a great duty towards the environment and the communities in which we exist. For Delta Corp, this is as central to the Year of Ascent as our revenue-generating operations. I'm most proud, therefore, of what we have achieved on this front.

First, the Deltin Institute of Learning (DIL), which is a vital part of our Goa operations. We wish to prepare young minds to achieve financial independence and to this end DIL offers hospitality courses to local youth for free and ensures they are recruited on completion of the same. Since May 2013, about 200 students have graduated from DIL and all have been employed. Many have gone on to secure prestigious jobs abroad. The sentiment expressed by them and their families is the source of greatest joy.

We simply cannot forget the less fortunate. That is why we recently tied up with the Robin Hood Army, a volunteer-based organisation that gets surplus food from hotels to the needy. Through this association, we try to reach out to those in need in Goa.

The world over, sustainability is a buzzword. It is a priority in a world facing environmental



degradation and climate change. Recognising this, Delta Corp was instrumental in setting up, along with the Corporation of the City of Panjim, a modern compost unit. The plant, which has a capacity of 3.5 tons, will benefit the city of Panjim by treating garbage. Delta Corp contributed ₹ 50 lakh to the overall cost of just over ₹ 1 crore.

As you can see, we had much to be proud of in 2015-16. But we firmly believe that this is only a taste of things to come. Our foundations are strong and our team is the best in the business. We have a burning desire to make an impact not just on business stakeholders, but society at large. We believe we have commenced our ascent to reach the summit.

This year will, beyond doubt, be our Year of Ascent.

Yours Sincerely,



Jaydev Mody  
Chairman

# SCENT



**DELTA** CORP LIMITED



**At Delta Corp Limited, we are convinced that we have begun**

## THE ASCENT

**Here's why :**

Goa, our primary market, is turning into a round-the-year destination with tourist traffic no longer restricted to specific seasons.

A good indicator of our **Ascent** is our Q1 result for 2016-17. It was our best-ever quarter with a revenue of ₹ 108.65 crore – a growth of 34.6% over the same quarter in 2015-16.

The Deltin Caravela, a luxury floating hotel and casino, which was recently launched, will see full year of operation, thus adding to the revenues.

The Delta Corp footprint is expanding across India with a provisional licence having been obtained for Casino Deltin Denzong in Sikkim.

The Deltin's, Daman revenue growth of over 46%, is another reason for our belief in **Ascent**.

The global economy is passing through an interesting phase. The aftershocks of Britain's vote to exit the European Union are still to be felt, while the European economy is working its way back to normalcy. India, however, is seeing a revival.

Growth is swiftly finding momentum and key reforms such as Goods and Services Tax (GST) are becoming a reality. Investor confidence continues to rise while consumers are willing to continue to spend on tourism and hospitality.

This augurs well for the Indian economy as a whole and Delta Corp in particular. As we expected, there was an inflection point over the past financial year that has set us firmly on the high-growth path. This year, we are certain, will be Delta Corp's Year of **Ascent**.

**We are,  
as you will see,  
ready for the challenges  
of the future.**

Deltin Royale





## GOA

Tourist traffic in Goa is on the rise. Already a very popular global and domestic tourist destination, business in Goa is no longer subject to a tourist 'season'. There is strong traffic throughout the year because of the entertainment and hospitality options it offers in addition to its natural beauty.

This was supplemented by the opening of offshore casinos. Delta understood early, the potential to combine world-class gaming and hospitality services. Given the connectivity it has, Indian gaming enthusiasts no longer have to travel to foreign destinations.

We have further cemented our dominant position in Goa with our third operational licence for offshore casino, The Deltin Caravela – a luxurious hotel with casino which went live recently, taking the number of our live gaming positions around 1,700.

The Deltin Royale and Deltin JAQK are already established as top gaming destinations.

The Villa Marina is the latest in the Delta Corp's portfolio of luxury properties. The riverside country house is the epitome of modern opulence that offers highly personalised and exclusive experiences.

Synergising our various offerings, the packages include entry to Deltin Royale and Deltin JAQK. We are targeting large gatherings of families or friends as well as senior management retreats or gamer groups. The other properties, Deltin Suites and Deltin Palms, continue to do well.

Unsurprisingly, the Goa business has done us proud. The centrepiece of our business, our Goa operations have recorded a revenue growth of 24%. In FY 2015-16, our Goan businesses had a revenue of ₹ 36,314 Lacs compared to ₹ 29,354 Lacs in 2014-15. We expect this trend to continue in the days to come, propelling us to even greater heights.

The numbers are not the only validation of our approach and excellence. At a recent event, Deltin Royale was named 'Best Casino' at the West India Travel Awards. This was a prestigious honour bestowed amidst an audience comprising the best known names of the tourism industry.

The awards are supported by the Ministry of Tourism, Government of India, and are recognised by leading trade bodies like the Pacific Asia Travel Association (PATA), the Association of Domestic Tour Operators of India (ADTOI), the Outbound Tour Operators Association of India (OTOAI), the Travel Agents Federation of India (TAFI) and the IATA Agents Association of India (IAAI).

The award recognised the quality of the experience we deliver at the Deltin Royale ensuring that there is value delivered to every category of guest. The recognition will spur us to only do better.





Deltin JAQK





## GOA

Here's a look at our investments in Goa.

### Deltin Royale

- 950 gaming positions
- 116 tables
- 4 floors
- Dedicated poker and taash rooms
- VVIP, VIP suites

Deltin Royale is India's largest live offshore gaming vessel, a matter of great pride for us. The gaming experience is provided on board the MV Horseshoe Casino, which is anchored in the Mandovi river.

On board the Deltin Royale, we deliver an unmatched experience that combines award-winning cuisine, luxury, and entertainment in the form of live music, international dancers, floor shows, bands, standup comedy shows, etc.

Spanning 40,000 sq ft, the Deltin Royale offers a holistic experience that has as much for the entire family as it does for gamers.

The casino has an in-house dining and entertainment restaurant, Vegas offering world cuisine and an exclusive lounge, Whiskys, with an extensive single malt and wine collection. It is home to the Royale Poker Room, India's largest dedicated poker room and offers private gaming suites for select guests.

Among the other games on offer are roulette, Indian flush, baccarat, blackjack, pontoon, money wheel, etc.

### Deltin JAQK

- 500 gaming positions
- VIP gaming areas

The casino vessel has built a reputation as being ideal for serious gamers. It offers high-quality experience to guest and has hosted many tournaments.

Among the games on offer are American roulette, baccarat, blackjack, teen patti, 3-card draw poker and slot machines.

### Deltin JAQK

Offering international games, daily dose of live entertainment, and separate VIP gaming areas, the casino is also equipped with a helipad, and is serviced by high-speed feeder boats from multiple jetties. The casino also houses a crèche and playroom for children, an Aquabar, and 2 VIP suites.

### Deltin Caravela

- 130 gaming positions
- 17 live tables

The Deltin Caravela is our latest offering. The boutique, luxury floatel aims to grow Goa's share of the top-end luxury segment of tourists and to cater to the discerning elite who seek solitude and luxury.

An international traveller comes with certain expectations to Goa. Keeping this in mind, the floatel boasts of many luxuries, such as Skylite restaurant where you can wine and dine below the stars. The chef will customise a menu to suit your palate.

A state-of-the-art spa offers a range of international treatments, including hydrotherapy, with a panoramic view of the Mandovi.

The Deltin Caravela also has a casino with private rooms.

### Casino At Deltin Suites

Delta currently operates a total gaming area aggregating to approx. 3,000 sq.ft. at Deltin Suites, Goa. The Casino has an approximate capacity of 85 gaming positions. Deltin Suites, thus offers a complete family entertainment package to its guests.

Delta thus, in addition to its three offshore licenses, strengthened its presence by adding a land based operation, at Deltin Suites, thereby reinforcing its leadership position in Indian gaming industry particularly in Goa.

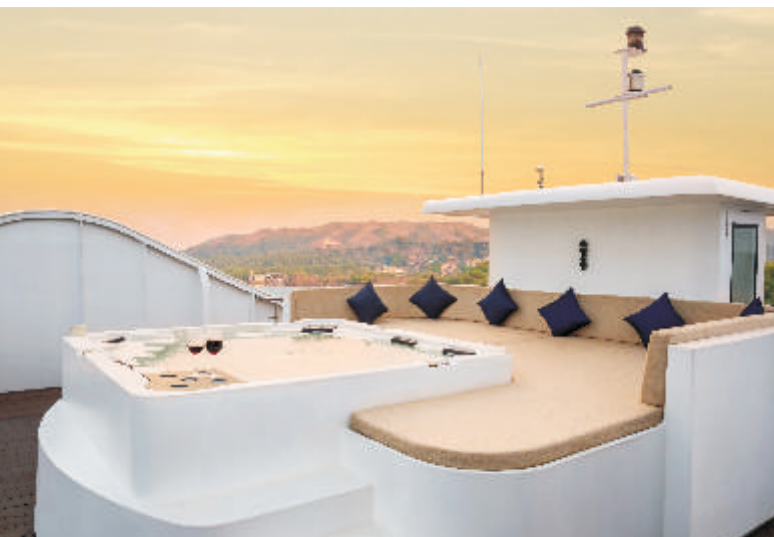


Deltin Caravela





# THE ASCENT IN GAMING







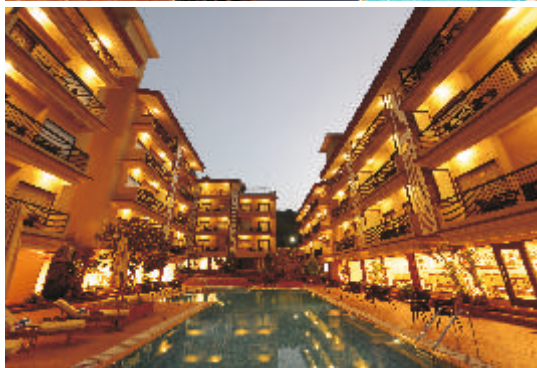


## GOA

### Deltin Suites

Having received its five-star accreditation in 2014, the premium property offers facilities and services tailored to create an ambience of opulence and lavishness. The 106-room hotel is a short drive away from Candolim, Calangute and Baga beach.

Guests can choose from the Asian restaurant Emperor, the multi-cuisine Vegas and the Whiskys lounge for dining. Other than that, the property also boasts of a gym, spa, pool, business centre and children's area.



### Deltin Palms

This boutique property lies on the Mandovi waterfront and recreates Goa's unique charm. Each of the 27 private residences has its own balcony, while the rooms have every modern amenity a guest can ask for. Other than its own Vegas restaurant, the Palms has an open-air restaurant and bar, and a spa.



### Villa Marina

The Villa Marina riverside country house, an epitome of opulence built on 73,000 sq. ft. and with 50,000 sq.ft. of garden area.

The villa boasts of six bedrooms and offers outdoor games and water sports alongside a home theatre and well-stocked movie library. The guests can enjoy American & Indian breakfasts, and a *du jure* menu crafted from fresh local produce. The culinary team is skilled in Goan, Indian and continental cuisine and the packages include entry to Deltin's casinos.

The villa is ideal for large gatherings of families or friends, and can accommodate 16 adults and 10 children. It is also perfect for senior management retreats or gamer groups wishing to enjoy the Deltin casinos.





**west  
india  
TRAVEL  
awards**  
**2 0 1 6**

**BEST WEDDING DESTINATION**

awarded to

*The Delta, Daman*

*SANJEEV*

**DDP PUBLICATIONS PRIVATE LIMITED**



## DAMAN

Daman can become a major tourism hub, much like Goa. Daman too has beaches, is accessible and shares the heritage of 450 years of Portuguese occupation. Daman enjoys proximity to Mumbai and Ahmedabad, which gives The Deltin, Daman a potential customer base full of promise.

The five-star property, awaiting a casino licence, has the chance to become a gaming hub like Goa. Combined with its world-class five-star facilities spread 300,000 sq ft, The Deltin, Daman is the most iconic property in the region. No wonder, then, that it is becoming the most popular getaway destination in its catchment area.

It's on the back of this popularity that The Deltin, Daman earned revenues of ₹ 2,896 Lacs in 2015-16, a growth of 46% over 2014-15. Here, too, we see the trend holding steady.

### The Deltin, Daman

Daman's largest integrated resort has 176 suites and 30,000 sq ft of meeting and banquet rooms, 57,000 sq ft of outdoor space and 10,000 sq ft of landscaped gardens. The resort also has 8,000 sq ft of high-end retail shops and 6,000 sq ft dedicated to the spa, salon and gym.

The property has one of the largest conference facilities in Maharashtra and Gujarat, making it popular for conferences, offsites and even weddings because of the spacious lawns and cuisine.



As with all Deltin properties, there is the Whiskys lounge, a business centre and meeting rooms.

The Deltin, Daman too was honoured at the West India Travel Awards, being named 'Best Wedding Destination'. The award is a recognition of the commitment to excellence of every team member at The Deltin, Daman.

We have invested in providing a seamless experience for our guests, from event planning to execution. The effort is to ensure that marriages and celebrations leave everlasting memories.

The opportunity as a venue for weddings – as well as meetings, incentives conferences and exhibitions, the so-called 'MICE' opportunity – has been a special focus for us in Daman since the property's launch in March 2014.







**DELTA** CORP LIMITED



## SIKKIM

Delta Corp (Delta), in pursuing its strategy of expanding its gaming imprint and starting its ascent will now have a presence in Sikkim, by operating a live gaming casino offering approximately 150 gaming positions, thereby catering to the Eastern region market.

Delta has signed a leave and licence agreement for premises in the Denzong Regency Hotel, Gangtok, Sikkim, to operate a casino. Delta has also obtained a provisional licence from the Government of Sikkim under the Sikkim Casino (Control & Tax) Act, 2002 for the same.

Delta is in the process of refurbishing and getting the premises 'casino ready' which should be completed in the next three months.

Delta will thus, in addition to three offshore and one onshore casino in Goa, will strengthen its presence by adding this Casino in Sikkim, making it a dominant and formidable player in the Indian gaming and entertainment space.

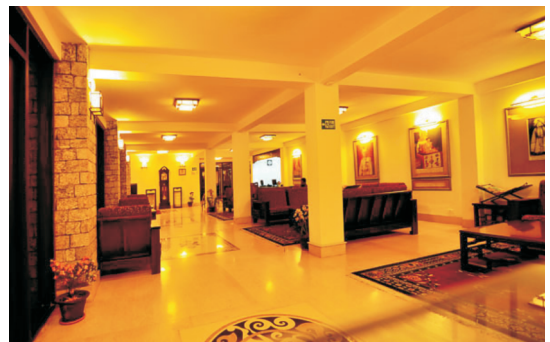
Delta intends to continue building its gaming business with hospitality complementing. We believe there are natural synergies between the two, borne out by our own experience as well as those of others abroad.



Hospitality has been – and will continue to be – the major driver for traffic to our casinos. Because of the hospitality options, these properties attract families and large groups, expanding the opportunity for services and revenue.

Our decision to exit real estate in Sri Lanka will only strengthen us strategically, allowing us to focus on our core expertise and help retire debt. This will hold Delta in good stead, enabling the company to make the most of this Year of Ascent.

With economic indicators rapidly turning favourable, we are looking at a highly favourable business scenario and a future that is brighter than we could have ever imagined.









## Going beyond the business

Delta has made community the centre of its operations in Goa. As a responsible corporate citizen, we have a duty to give back to society. Success has meaning only when it is shared, especially the societies we work in. Business must be a force for change.

To this end, we have focused on four fronts:

- The Deltin Institute of Learning (DIL) to make local youth employable
- An alliance with the Robin Hood Army to feed the needy
- A focus on sustainability through a compost plant in alliance with Corporation of the City of Panjim
- Alliance with other NGOs

## Making local youth employable

DIL prepares young minds to achieve financial independence by offering courses to local youth for free, and ensuring that they are recruited on completion of their courses.

Since May 2013, about 200 students have graduated from the institute and all have been employed. Many have gone on to have highly successful careers abroad.

Students are awarded a government-recognised certification at the end of their course, which qualifies them for employment in the hospitality industry anywhere in India.

DIL facilities are state-of-the-art and centrally located in the economic hub of Porvorim.

DIL is equipped with the latest audio-visual teaching aids, a 20-workstation IT lab and a well-stocked library. All classrooms can seat a maximum of 20 students, thereby ensuring individual attention to all.

In addition to courses on food and beverage services, accommodation operations (front office and housekeeping) and live gaming training, DIL recently introduced courses on hotel management and food production.

"We believe in helping society and enabling the community to work towards a better future. We've added two courses this year and we're hopeful that a lot of youngsters (Class 12 passouts) will make use of this opportunity. The best part is that after the course we ensure that all students are placed at the best hotels/resorts," said DIL Principal Firdaus Nariman.

## Feeding the needy

Delta has tied up with the Robin Hood Army, a volunteer-based organisation that gets surplus food from restaurants and hotels to the less fortunate in cities across India.

Through the association, which began on May 14, 2016, Delta feeds several people every week.

## Sustainability

We were instrumental in setting up, along with the Corporation of the City of Panjim, a state-of-the-art compost unit at Patto Panjim for a cleaner and greener Goa.

The plant, which has a capacity of 3.5 tons, will benefit the entire city of Panjim by treating garbage.

The cost of the plant was just over Rs 1 crore, of which we have contributed Rs 50 lakh.

## Alliance with other NGOs

In Daman, too we continued to stand by our commitment to give back to the society as a responsible Corporate entity. The Deltin along with the Indian Red Cross Society, Dadra & Nagar Haveli, conducted Blood Donation Camps, donated clothes, food and other basic necessities to be distributed to the lesser fortunate citizens. From time to time we also ensure that we participate in other activities like educating people and employees the importance of natural resources and its conservation.





## BOARD OF DIRECTORS



### **Mr. Jaydev Mody**

#### **Non-Executive Chairman**

Mr. Jaydev Mody, a 1st generation entrepreneur is a noted industrialist and businessman who has over 35 years of experience in various businesses including gaming and hospitality, textiles and ferrite manufacturing and real estate development.

Mr. Jaydev Mody is the Non Executive Chairman of Delta Corp Limited, a public listed company which under his leadership has established itself as a leader in the gaming industry in India and has a lion's share of the market in terms of licenses and in business. His ability to identify sunrise and lucrative business ventures has resulted in him pioneering several first of its kind ventures including this one.

Mr. Mody in his previous avatar as Managing Director of Peninsula Land Limited spearheaded the real estate vertical of the Piramal Group till October 2005 and has played a leading role in building and developing India's first truly global retail destination 'Crossroads' in South Mumbai in addition to other landmark developments.

He has to his credit development of several iconic and large residential and commercial complexes in and around Mumbai, such as Peninsula Corporate Park, Ashok Towers, Ashok Gardens, Peninsula I.T. Park and CR2 to name a few.

Over 1 million square feet of real estate projects in East Africa mainly in Nairobi, Kenya have been developed and successfully exited under his leadership and sold to marquee clients like the World Bank and PwC.

The other business interest of Mr. Mody include two other listed entities namely Arrow Textiles Limited (ATL) and Delta Magnets Limited (DML). ATL is an established player and market leader in the woven and printed labels industry, catering to domestic and international brands of repute. The company boasts of a state of the art manufacturing unit at Nashik.

Delta Magnets is a turnaround story under the leadership of Mr. Mody. Post its acquisition the company not only shown profits but has also created an international imprint by acquiring company overseas. DML is in the ferrites manufacturing catering to varied industries ranging from Automobiles, Railways, Telecommunication, Aerospace amongst others.

Mr. Jaydev Mody is a Humanities Graduate from Mumbai University.

## **Mr. Ashish Kapadia**

### **Managing Director**

Mr. Ashish Kapadia, an entrepreneur, holds a Bachelor's degree in Commerce. He has pioneered and managed several businesses across various sectors such as paints, textiles, financial services and civil aviation. Mr. Kapadia, who was initially appointed as a Non-executive Director on the Board of Delta Corp Ltd on 1st October, 2008, was on 27th April, 2009, appointed as Managing Director of the Company. Under his leadership, the company's operations have grown exponentially and is poised to reach greater heights.



## **Mrs. Alpana Piramal Chinai**

### **Independent Director**

Mrs. Alpana Piramal Chinai was Managing Director of Piramal Mills since 1985 and has managed the Textile units in Mumbai, Surat and Ambarnath, and many other businesses in the Piramal Group.

Being the daughter of Dr. Mohanlal Piramal who was a leading Industrialist and Philanthropist, she passionately carries on his legacy. She is a Director of her own enterprise Piramal sons. She holds a Bachelor of Arts degree from the Mumbai University and is a member of several organisations and clubs.

Having traveled extensively, she is able to provide her businesses with a global perspective. She is also Managing Trustee of her own Charitable Institutes in Rajasthan, Piramal Group of Institutes, which specializes in extensively educating the girl child.



## **Mr. Rajesh Jaggi**

### **Independent Director**

Mr. Rajesh Jaggi holds a Bachelor of Commerce Degree from University of Mumbai and Master's in Business Management in Finance from F.W. Olin Graduate School of Business – Babson (USA). Mr. Jaggi has an overall experience of 14 years in the real estate sector.

Currently, Managing Partner (Real Estate) at Everstone Capital Advisors Pvt. Ltd – a South-East Asia focused investor with approximately USD 2.5 billion of assets under management through its private equity and real estate funds. In the Real Estate Platform, it manages a Retail Development Fund and an Industrial and Warehousing Fund. It has developed over 33 million square feet of retail, mixed use and industrial real estate projects across 17 Indian cities.

Prior to this, Mr. Jaggi was the Managing Director of Peninsula Land Limited (a US\$ 400 million market cap listed leading Indian real estate Company) and led the successful commissioning of projects totaling 28 million square feet of real estate across residential, commercial and retail space.







## BOARD OF DIRECTORS



### **Mr. Rakesh Jhunjunwala**

#### **Non-Executive Director**

Mr. Rakesh Jhunjunwala is one of the better known equity investors in India. A qualified Chartered Accountant and a first generation investor and trader, he manages his business interests through his firm RARE Enterprises, of which he is a Founding Partner.

Mr. Jhunjunwala's interest in stocks and stock markets started at the young age of 15. On completing his Bachelors in Commerce (Honours) from Sydneham College of Commerce and Economics, Mumbai, and his Chartered Accountancy in 1984, Mr. Jhunjunwala started actively investing and trading in stocks.

As an investor he respects markets and believes that markets are never wrong. Mr. Jhunjunwala has created wealth through careful stock selection, patience and conviction. His investments currently include several unlisted companies as well. He serves on the board of a number of organisations, both listed and unlisted.



### **Mr. Ravinder Kumar Jain**

#### **Independent Director**

Mr. Ravinder Kumar Jain. (A.k.a Ravi Jain) started his career in 1971 with Warner Hindustan Ltd. He joined UB Group in 1974 in Herbertsons Ltd. and moved on to Head of McDowell and Co., From 1992 TO 1999 he was at Shaw Wallace Ltd. as Managing Director. Thereafter he was Managing Director of Millennium Alcobev Pvt. Ltd. a joint Venture (JV) of Scottish & New Castle, a British company, UB Group and himself. In 2006 he ventured into wine business. He is now a promoter of Grover Zampa Vineyards Ltd which owns brands like Grover La Reserve & Zampa etc.

Mr. Ravinder Kumar Jain has spent almost 40 years in beverage alcohol industry. He has been instrumental in developing several green field businesses in this industry as well as many well known brands like McDowell's Whisky, Bagpiper Whisky, Royal Challenge etc.

Mr. Jain is a Chemical Engineer from IIT, Delhi and has done a Post Graduate Diploma in Business Administration from IIM, Ahmedabad.



### **Dr. Vrajesh Udani**

#### **Independent Director**

Dr. Vrajesh Udani is a Consultant - Child Neurology & Epilepsy at the Hinduja National Hospital, Hinduja Healthcare Surgical and Saifee Hospital. He is also an Assistant Professor of Pediatrics at the Grant Medical College and JJ Group of Hospitals, Mumbai. He is also a member of the Indian Academy of Pediatrics, Neurological Society of India and Indian Academy of Neurology.

# OPERATING TEAM



## **Mr. Ashish Kapadia**

### **Managing Director, DCL**

Mr. Ashish Kapadia, an entrepreneur, holds a Bachelor's degree in Commerce. He has pioneered and managed several businesses across various sectors such as paints, textiles, financial services and civil aviation.

Mr. Kapadia, who was initially appointed as a Non-executive Director on the Board of Delta Corp Ltd on 1st October, 2008, was on 27th April, 2009, appointed as Managing Director of the Company. Under his leadership, the company's operations have grown exponentially and is poised to reach greater heights.



## **Mr. Anil Malani**

### **President Operations, DCL**

Mr. Anil Malani is a bachelor of commerce from Mumbai University and has over 30 years of experience in various businesses, ranging from hospitality, entertainment, and information technology to electronics & office automation.

In the past, he has been associated with the Esquire group of companies, Aims International Ltd., Amazon Food Beverages Pvt. Ltd. (Garcia's Famous Pizza), with his last assignment being with Clover Solar Pvt. Ltd.

He has traveled around the globe extensively and has the distinction of being the fifth resident Indian to stay in Prague for 18 months (1991-1992) just after the Velvet revolution.



## **Mr. Hardik Dhebar**

### **Group Chief Financial Officer, DCL**

Mr. Hardik Dhebar, a post graduate in Finance from the Welingkar Institute of Management, has over 20 years' of rich experience in finance and treasury operations having handled IPO's, debt syndication, loan restructuring, private placement of equity and merger & acquisition.

As the Group Chief Financial Officer, he oversees the overall Finance function of the entire Group.

Mr. Dhebar has in the past worked with the Piramal group of companies, holding positions of responsibility in Nicholas Piramal Limited, Peninsula Land Limited and Morarjee Textiles Limited.







## CORPORATE INFORMATION

### Board of Directors

Mr. Jaydev Mody	Non-Executive Chairman
Mr. Ashish Kapadia	Managing Director
Mrs. Alpana Piramal Chinai	Independent Director
Mr. Rajesh Jaggi	Independent Director
Mr. Rakesh Jhunjhunwala	Non-Executive Director
Mr. Ravinder Kumar Jain	Independent Director
Dr. Vrajesh Udani	Independent Director

### Group Chief Financial Officer

Mr. Hardik Dhebar

### Company Secretary & Compliance Officer

Mr. Dilip Vaidya

### Registered Office

10, Kumar Place,  
2408, General Thimayya Road,  
Pune- 411 001, Maharashtra, India  
Website: [www.deltacorp.in](http://www.deltacorp.in)

### Statutory Auditors

M/s. Haribhakti & Co LLP  
Chartered Accountants (Upto 1<sup>st</sup> August, 2016)  
M/s. Amit Desai & Co  
Chartered Accountants (Upto 1<sup>st</sup> August, 2016)  
M/s. Walker Chandiok & Co LLP  
Chartered Accountants (Effective 1<sup>st</sup> August, 2016)

### Bankers

RBL Bank Limited  
The Saraswat Co-op Bank Limited  
Axis Bank Limited  
HDFC Bank Ltd.

### Share Transfer Agents

Freedom Registry Limited  
Plot No.101/102, 19th Street,  
MIDC, Satpur, Nasik - 422 007,  
Maharashtra.  
Phone : (0253)2354032,2363372  
Facsimile : (0253) 2351126  
e-mail : [support@freedomregistry.in](mailto:support@freedomregistry.in)

### Shares Listed on

BSE Limited  
National Stock Exchange of India Limited

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting (AGM) of Members of Delta Corp Limited will be held on Friday, 23<sup>rd</sup> September, 2016 at 3.00 p.m. at Vivanta By Taj - Blue Diamond, 11, Koregaon Road, Pune - 411 001, Maharashtra to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2016 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares.
3. To consider to appoint a director in place of Mr. Rakesh Jhunjhunwala (DIN: 00777064), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

4. Appointment of Statutory Auditor to fill casual vacancy:

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

**"RESOLVED** that pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. Walker Chandiok & Co LLP, Chartered Accountants, (Firms Registration No. 001076N/N500013), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Amit Desai & Co, Chartered Accountants, (Firm Registration No: 130710W) and M/s. Haribhakti & Co LLP, Chartered Accountants, (Firm Registration No: 103523W).

**"RESOLVED FURTHER** that M/s. Walker Chandiok & Co LLP, Chartered Accountants, (Firms Registration No. 001076N/N500013), be and are hereby appointed as Statutory Auditors of the Company to hold the office from 1<sup>st</sup> August, 2016, until the conclusion of this Annual General Meeting (25<sup>th</sup>) of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company."

5. Appointment of Statutory Auditor:

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

**"RESOLVED** that pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. Walker Chandiok & Co LLP, Chartered Accountants, (Firms Registration No. 001076N/N500013), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 25<sup>th</sup> Annual General Meeting till the conclusion of the 30<sup>th</sup> Annual General Meeting of the Company to be held in the year 2021 subject to ratification of the appointment by the Members at every Annual General Meeting held after the 25<sup>th</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company."

6. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** in accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as modified from time to time) and applicable provisions of the Companies





## NOTICE

Act, 2013 and Rules made thereunder, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) the consent of the members of the Company be and is hereby accorded to approve the following Material Related Party Transactions entered into/to be entered into by the Company with its Subsidiary, Daman Hospitality Private Limited (DHPL), as per the terms and conditions specified in the respective contracts:

No.	Nature of Transaction
a	Taking on lease, cabin space from DHPL for the purpose of business of the Company.
b	Reimbursement of advertising expenses made by the Company on behalf of DHPL.
c	Inter Corporate Loan given/proposed to be given to DHPL and Guarantee given/proposed to be given by the Company to the Bank for the credit facility availed by DHPL from the bank.
d	Availing Hotel Room on rent from DHPL for the purpose of business of the Company.
e	Taking on lease, a part of the premises situated in the resort known as The Deltin at Daman.
f	Taking on lease, 35 Hotel Rooms per day from DHPL in its resort know as 'The Deltin'.
g	Sharing of Manpower and Resources.
h	Sale/Purchase of Fixed Assets.
i	Pledge of Equity shares of Advani Hotels and Resorts India Limited held by the Company against loan taken by DHPL.

**RESOLVED FURTHER THAT** in this regard, the Board is hereby authorized to:

- negotiate, finalise, vary, amend, renew and revise the terms and conditions of the transaction(s), including prices/pricing formula and tenure;
- enter into, sign, execute, renew, modify and amend all agreements, documents, letters, undertaking, thereof, from time to time, provided that such amendments etc. are on arms' length basis.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Chief Financial Officer and / or the Company Secretary of the Company be and are hereby jointly and / or 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."

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ONLY ON A POLL AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A person shall not act as a Proxy for more than 50 Members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a Member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.
4. In terms of Section 152 of the Companies Act, 2013, Mr. Rakesh Jhunjunwala, Director shall retire by rotation at the ensuing AGM. Mr. Rakesh Jhunjunwala, being eligible, offers himself for re-appointment.

The Board of Directors of the Company recommends re-appointment of Mr. Rakesh Jhunjunwala.

5. Details of Mr. Rakesh Jhunjhunwala, Director, proposed to be appointed/re-appointed at the ensuing AGM, as required by Regulation 26 and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings (SS – 2) are forming part of this Notice. Requisite declarations have been received from the Directors for his appointment/ re-appointment.
6. Members are requested to bring their attendance slip duly completed and signed along with their copy of annual report to the AGM.
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Friday, 16<sup>th</sup> September, 2016 to Friday, 23<sup>rd</sup> September, 2016, (both days inclusive), for the purpose of the declaration of dividend.
9. The dividend on Equity Shares, if declared at the Meeting, will be paid on or before 22<sup>nd</sup> October, 2016, to those Members or their mandates:
  - (a) whose name appears at the end of the business hours on 15<sup>th</sup> September, 2016, in the list of Beneficial Owners to be furnished by Depositories (NSDL and CDSL) in respect of the shares held in demat form ; and
  - (b) Whose names appear as Members on the Company's Register of Members after giving effect to valid share transfer request in physical form lodged with Share Transfer Agents (STA) of the Company on or before 15<sup>th</sup> September, 2016.
10. Members of the Company are requested to note that as per the provisions of Section 124(5) of the Companies Act, 2013, dividends not encashed / claimed by the Member of the Company, within a period of seven years from the date of declaration of dividend, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.

Dividends for the financial year 2008-2009 and thereafter which remain unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred by the Company to IEPF.

In view of the above, Members of the Company are advised to send all the un-encashed dividend warrants pertaining to the financial year 2008-2009 and thereafter to Company's STA for revalidation or issuance of Demand Draft in lieu thereof and encash the same without any delay.

The details of the unpaid/unclaimed dividend are available on the website of the Company i.e. [www.deltacorp.in](http://www.deltacorp.in)

11. (a) In order to provide protection against fraudulent encashment of dividend warrants, Members who hold shares in physical form are requested to intimate to the Company's STA the following information to be incorporated on the dividend warrants duly signed by the sole or first joint holder:
  - (i) Name of the Sole/First joint holder and the Folio Number
  - (ii) Particulars of Bank Account, viz: Name of the Bank  
Name of the Branch  
Complete address of the Bank with Pin Code number  
Account type whether Saving or Current  
Bank Account Number  
MICR Code  
IFSC Code





## NOTICE

- (b) Members holding shares in demat form may please note that their Bank account details, as furnished by their Depository Participant (DP) to the Company, shall be printed on their Dividend Warrants as per the applicable regulation of the Depositories and the Company shall not entertain any direct request from the Members for deletion of or change in Bank account details. Further, instructions, if any, already given by them in respect of shares held in physical form shall not be automatically applicable to shares held in demat form. Members who wish to change their Bank details or particulars are requested to contact their DP.
- (c) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided facility to the Members for remittance through Direct Credit. In this regard, members holding shares in demat form and desirous of availing the Direct Credit facility are requested to contact their DP. Further, Members holding shares in physical form and desirous of availing the Direct Credit facility are requested to contact the STA of the Company.

12. Members are requested to:

- (a) intimate to the Company's STA, changes, if any, in their registered addresses at an early date, in case of shares held in physical form;
- (b) intimate to the respective DP, changes, if any, in their registered addresses/email ID or bank mandates to their DP with whom they are maintaining their demat accounts.
- (c) quote their Folio Numbers/Client ID/DP ID in all correspondence; and
- (d) consolidate their holdings into one Folio in case they hold shares under multiple Folios in the identical order of names.

13. Members may please note that, Securities and Exchange Board of India (SEBI) has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also mandated that for securities market transactions and off market/ private transactions involving transfer of shares in physical form, it shall be necessary for the transferee(s) to furnish copy of PAN card to the Company/ STA for registration of such transfer of shares.

Members may please note that, SEBI has also made it mandatory for submission of PAN in the following cases viz., (i) Deletion of name of the deceased Member (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

14. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules made thereunder, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) the Notice calling the AGM along with the Annual Report 2015-16 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's STA, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. However, in case a Member wishes to receive a physical copy of the Annual Report, is requested to send an email to [secretarial@deltin.com](mailto:secretarial@deltin.com) and [support@freedomregistry.in](mailto:support@freedomregistry.in) duly quoting his/her DP ID and Client ID or the Folio number, as the case may be.

Members are requested to register/update their e-mail addresses with the DP (in case of shares held in dematerialized form) or with STA (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.

15. Members holding shares in physical form are advised to avail the Nomination facility in respect of their shares by filling the prescribed form. Members holding shares in electronic form may contact their DP for recording their Nomination.

#### 16. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the Listing Regulations and Secretarial Standards on General Meetings (SS – 2), the Company is providing to its Members with the facility to cast their vote electronically from a place other than venue of the AGM (“remote e-voting”) using an electronic voting system provided by Central Depository Services (India) Limited (“CDSL”), on all the business items set forth in the Notice of AGM and the business may be transacted through such remote e-voting. The instructions to 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:

- a. The remote e-voting period will commence on Monday, 19<sup>th</sup> September, 2016 (9.00 am IST) and will end on Thursday, 22<sup>nd</sup> September, 2016 (5.00 pm IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 15<sup>th</sup> September, 2016, may cast their votes through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting after 5.00 pm (IST) on Thursday, 22<sup>nd</sup> September, 2016 and remote e-voting shall not be allowed beyond the said time.
- b. The voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date, being Thursday, 15<sup>th</sup> September, 2016.
- c. Once the vote on a resolution is cast by a Member through remote e-voting, he/she/it shall not be allowed to change it subsequently.
- d. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of AGM Notice and holding shares as of the cut-off date, i.e. Thursday, 15<sup>th</sup> September, 2016, may refer to this Notice of the AGM of the Company, posted on Company’s website [www.deltacorp.in](http://www.deltacorp.in) for detailed procedure with regard to remote e-voting. The Notice shall also be available at [www.cdslindia.com](http://www.cdslindia.com). Any person who ceases to be the Member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- e. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the Members, there shall be no voting by show of hands at the AGM. The Company is also offering facility for voting by way of polling papers at the AGM for the Members attending the meeting who has not cast their vote by remote e-voting.
- f. A Member may participate in the AGM even after exercising his right to vote through remote e-voting, but cannot vote again at the AGM.
- g. If a Member cast votes by both modes i.e. remote e-voting and polling papers at the AGM, then voting done through remote e-voting shall prevail and polling paper shall be treated as invalid.
- h. The Company has appointed Mr. Ashish Kumar Jain, Practicing Company Secretary (membership no. 6058) from M/s A. K. Jain and Co., Company Secretaries in Practice, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- i. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer’s Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the AGM to the Chairman or a person authorised by him. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.





## NOTICE

- j. The resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the scrutinizers report shall be placed on the Company's website [www.deltacorp.in](http://www.deltacorp.in) and on CDSL website [www.cdslindia.com](http://www.cdslindia.com) immediately after the result is declared by the Chairman.

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 19<sup>th</sup> September, 2016 (9.00 a.m. IST) and ends on Thursday, 22<sup>nd</sup> September, 2016 (5.00 pm IST). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 15<sup>th</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the address label affixed to the Annual Report indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member Id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant <DELTA CORP LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **A. E-voting Helpdesk**

Central Depository Services (India) Limited

Email: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

Phone: 1800-200-55-33

#### **B. Mr. Dilip Vaidya, Company Secretary**

Delta Corp Limited

Corporate Office: Bayside Mall, 2<sup>nd</sup> Floor, Tardeo Road, Haji Ali, Mumbai - 400 034

Email: [secretarial@deltin.com](mailto:secretarial@deltin.com)

Phone: 022-40794700





**C. Mr. Bhushan Chandratre**

Freedom Registry Limited (STA)

Corporate Office: Plot No. 101 / 102, 19<sup>th</sup> Street, MIDC, Satpur, Nasik - 422 007

Email: [support@freedomregistry.in](mailto:support@freedomregistry.in)

Phone: 0253-2354032, 2363372

**In case of Members receiving the physical copy:**

Please follow all steps from sl. no. (i) to sl. no. (xx) above to cast vote.

17. Members desirous of asking any questions at the AGM are requested to send in their questions so as to reach the Company at least 10 days before the AGM, so that the same can be suitably replied.
18. The Landmark and route map to the venue of the AGM is attached and forms a part of this Notice.
19. The Certificate from one of the outgoing Joint Statutory Auditors of the Company M/s. Amit Desai & Co., with regard to DELTACORP ESOS 2009 will be available for inspection at the AGM.

**By Order of the Board of Directors,**

**DILIP VAIDYA**  
**Company Secretary & General Manager Secretarial**  
**FCS No: 7750**

Mumbai, August 1, 2016

**Registered Office:**

10, Kumar Place, 2408,  
General Thimayya Road,  
Pune - 411 001, Maharashtra.

CIN : L65493PN1990PLC058817

Email ID : [secretarial@deltin.com](mailto:secretarial@deltin.com)

Website : [www.deltacorp.in](http://www.deltacorp.in)

Tel. No. : 91-22-40794700

Fax No. : 91-22-40794777

## ITEM NO. 4:

The Members of the Company at its 23<sup>rd</sup> AGM held on Friday, 26<sup>th</sup> September, 2014 had appointed M/s. Amit Desai & Co, Chartered Accountants, (Firm Registration No: 130710W) and M/s. Haribhakti & Co LLP, Chartered Accountants, (Firm Registration No: 103523W) as the Joint Statutory Auditors of the Company to hold office from the conclusion of 23<sup>rd</sup> AGM till the conclusion of 26<sup>th</sup> and 28<sup>th</sup> Annual General Meeting of the Company respectively subject to ratification of the appointment by the Members at every AGM held after the 23<sup>rd</sup> AGM of the Company.

M/s. Amit Desai & Co, Chartered Accountants, (Firm Registration No: 130710W) and M/s. Haribhakti & Co LLP, Chartered Accountants, (Firm Registration No: 103523W) vide their letter both dated 1<sup>st</sup> August, 2016 have resigned from the position of Joint Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on 1<sup>st</sup> August, 2016, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/s. Walker Chandiok & Co LLP, Chartered Accountants, (Firms Registration No. 001076N/N500013), to hold office as the Statutory Auditors of the Company till the conclusion of 25<sup>th</sup> AGM and to fill the casual vacancy caused by the resignation of M/s. Amit Desai & Co, Chartered Accountants, (Firm Registration No: 130710W) and M/s. Haribhakti & Co LLP, Chartered Accountants, (Firm Registration No: 103523W) subject to the approval by the members at the 25<sup>th</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.

The Company has received consent letter and eligibility certificate from M/s. Walker Chandiok & Co LLP, Chartered Accountants, (Firms Registration No. 001076N/N500013), to act as Statutory Auditors of the Company in place of M/s. Amit Desai & Co, Chartered Accountants, (Firm Registration No: 130710W), and M/s. Haribhakti & Co LLP, Chartered Accountants, (Firm Registration No: 103523W) along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

## ITEM NO. 5

The Board of Directors at its meeting held on 1<sup>st</sup> August, 2016, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants, (Firms Registration No. 001076N/N500013), as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 25<sup>th</sup> AGM, till the conclusion of the 30<sup>th</sup> AGM of the Company to be held in the year 2021 subject to ratification of the appointment by the Members at every AGM held after the 25<sup>th</sup> AGM, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.

The Company has received consent letter and eligibility certificate from M/s. Walker Chandiok & Co LLP, Chartered Accountants, (Firms Registration No. 001076N/N500013) to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 5 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.





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

## ITEM NO.6:

In accordance with Regulation 23 of the SEBI Listing Regulations, Material Related Party Transactions shall be approved by the Members of the Company. The Company has entered into transaction with its Subsidiary i.e. Daman Hospitality Private Limited (DHPL), which are 'Material' as per aforesaid Regulations. These Material Related Party Transactions are entered into by the Company in its ordinary course of business and are at Arm's length basis.

Accordingly, the Board recommends the Special Resolution set out in the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are in anyway, concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

Copy of agreements executed between the Company and DHPL, wherever applicable, are available for inspection at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days except Saturday till the date of AGM.

**By Order of the Board of Directors,**

**DILIP VAIDYA**

**Company Secretary & General Manager Secretarial**

**FCS No: 7750**

Mumbai, August 1, 2016

### **Registered Office:**

10, Kumar Place, 2408, General Thimayya Road,  
Pune - 411 001, Maharashtra.

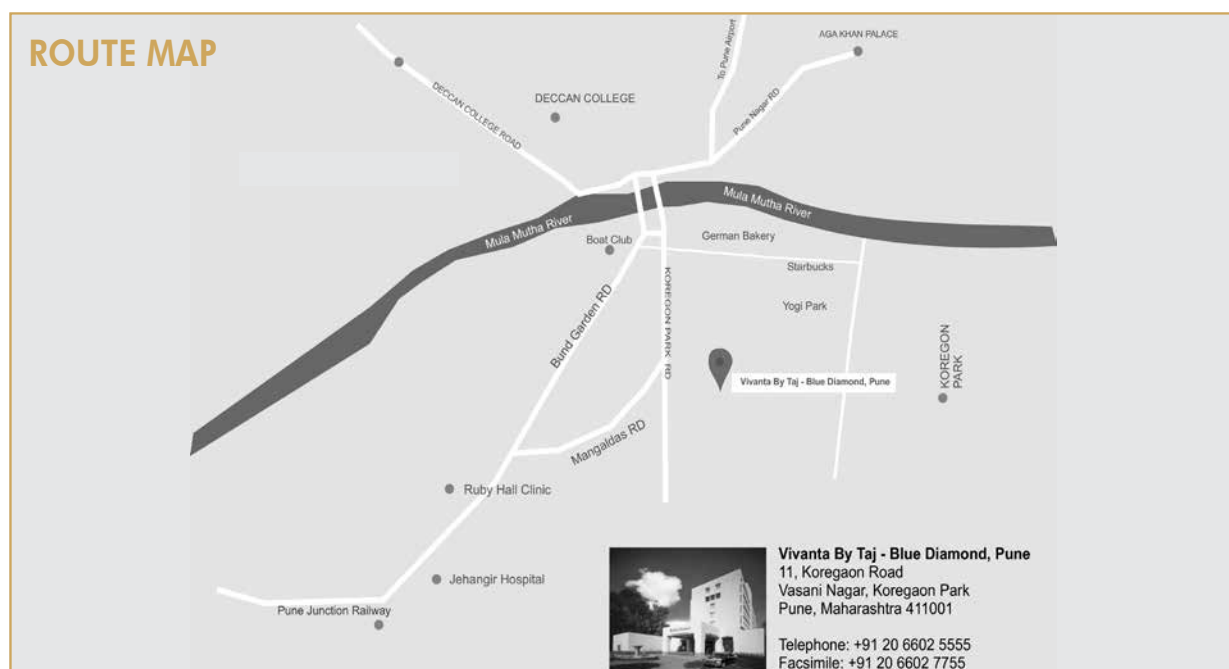
CIN : L65493PN1990PLC058817

Email ID : [secretarial@deltin.com](mailto:secretarial@deltin.com)

Website : [www.deltacorp.in](http://www.deltacorp.in)

Tel. No. : 91-22-40794700

Fax No. : 91-22-40794777



**Name of Director**

Mr. Rakesh Jhunjhunwala

**Date of 1<sup>st</sup> Appointment:**

29<sup>th</sup> October, 2010

**Age:** 56

**Qualification:**

Chartered Accountant

**Experience:**

Mr. Rakesh Jhunjhunwala is one of the better known equity investors in India. A qualified Chartered Accountant and a first generation investor and trader, he manages his business interests through his firm RARE Enterprises, of which he is a Founding Partner.

Mr. Jhunjhunwala's interest in stocks and stock markets started at the young age of 15. On completing his Bachelors in Commerce (Honours) from Sydneham College of Commerce and Economics, Mumbai, and his Chartered Accountancy in 1984, Mr. Jhunjhunwala started actively investing and trading in stocks.

As an investor he respects markets and believes that markets are never wrong. Mr. Jhunjhunwala has created wealth through careful stock selection, patience and conviction. His investments currently include several unlisted companies as well. He serves on the board of a number of organisations, both listed and unlisted.

**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:**

Nil

**Relationship with Other Directors, Manager and Other Key Managerial Personnel of the Company:**

None

**Shareholding in the Company (Individually or Jointly):**

1,05,00,000 Equity Shares of ₹ 1/- each.

**Number of Meetings of the Board Attended during the Year:**

2





## **Directorship and Committee memberships (Excluding Delta Corp Limited)**

### **i) Directorships held in other Companies:**

Aptech Limited.

Cinestaan Entertainment Private Limited.

Geojit BNP Paribas Financial Services Limited.

Hungama Digital Media Entertainment Private Limited.

Inventurus Knowledge Solutions Private Limited.

Metro Shoes Limited.

### **ii) Chairman of Board Committees :**

None

### **iii) Member of Board Committees :**

Metro Shoes Limited:

Allotment & Transfer Committee

Nomination & Remuneration Committee

## TO THE SHAREHOLDERS

Your Directors have pleasure in presenting the Twenty-Fifth Directors' Report of your Company along with the financial statements for the financial year ended 31<sup>st</sup> March, 2016.

### 1. OPERATING RESULTS

Certain key aspects of your Company's performance during the financial year ended 31<sup>st</sup> March, 2016, as compared to the previous financial year are summarised below:

(₹ in Lacs)

Particulars	Standalone		Consolidated	
	Year Ended 31.03.2016	Year Ended 31.03.2015	Year Ended 31.03.2016	Year Ended 31.03.2015
Income for the year	24,269.58	20,144.22	38,365.80	30,739.61
Profit before Interest, Depreciation and Tax	8,963.76	7,799.22	12,871.63	7,395.46
Finance Charges	(1,508.76)	(1,635.50)	(4,144.12)	(5,130.27)
Profit before Depreciation and Taxes	7,455.00	6,163.72	8,727.51	2,265.19
Depreciation & Amortisation	1,236.70	(1,190.13)	3,820.75	(3,468.80)
Provisions for Taxation/ Deferred Tax	1,798.39	(2,110.51)	2,003.20	(1,082.92)
Prior Period Items / Exceptional Items	(475.37)	326.66	1,055.56	(487.59)
Minority Interest & Profit from Associate Company	-	-	(314.61)	496.97
Net Profit for the Current Year	3,895.28	3,189.74	4,258.29	(2,277.14)
Earlier Years Balance Brought forward	19,093.43	16,140.41	14,430.71	17,670.05
Net Profit available for Appropriation	22,988.71	19,330.14	18,689.00	15,392.91
Appropriation:				
Proposed Dividend on Equity Shares	(461.33)	(230.66)	(461.33)	(230.66)
Dividend Distribution Tax (Net)	(93.92)	0.87	(93.92)	0.87
Dividend on Equity Shares	-	(5.49)	-	(5.49)
Additional Depreciation	-	(1.43)	-	14.09
Transfer to General Reserves	-	-	-	-
Amount Transfer to Minority	-	-	-	(741.01)
Balance carried to Balance Sheet	22,433.46	19,093.43	18,133.75	14,430.71

### 2. DIVIDEND:

Your Directors recommend for approval of the Members at the ensuing Annual General Meeting, dividend of ₹ 0.20/- per Equity Share (20%) of ₹ 1/- each, for the financial year ended 31<sup>st</sup> March, 2016 (previous year ₹ 0.10/- per Equity Share of nominal value of ₹ 1/- each). The dividend will be paid in compliance with the applicable rules and regulations.

### 3. SHARE CAPITAL

There was no change in the Company's share capital during the year under review.

The Company's paid up capital remained at ₹ 23,06,64,104/- comprising of 23,06,64,104 Equity Shares of ₹ 1/- each.

### 4. OVERVIEW OF OPERATIONS:

During the year under review, on a consolidated basis, your Company recorded a total income of ₹ 38,365.80 Lacs as compared to last year's income of ₹ 30,739.61 Lacs and net profit of ₹ 4,258.29 Lacs as compared to



## DIRECTORS' REPORT

last year's Net loss of ₹ 2,277.14 Lacs. For further information, kindly refer to Management Discussion and Analysis Report, forming a part of this Annual Report.

### 5. EXTRACT OF ANNUAL RETURN

The Extract of Annual Return as provided under Section 92(3) of the Companies Act, 2013 and as prescribed in Form No. MGT-9 of the Companies (Management and Administration) Rules, 2014, is appended as **Annexure I** to this Annual Report.

### 6. NUMBER OF MEETINGS OF THE BOARD

The Board met four times in financial year 2015-16 viz., on 17<sup>th</sup> April, 2015, 16<sup>th</sup> July, 2015, 21<sup>st</sup> October, 2015 and 18<sup>th</sup> January, 2016.

### 7. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors hereby confirm that:

- i. In the preparation of the annual accounts for financial year ended 31<sup>st</sup> March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at 31<sup>st</sup> March, 2016 and of the profit of the Company for that period.
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the annual accounts for financial year ended 31<sup>st</sup> March, 2016 on a 'going concern' basis.
- v. The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and have been operating efficiently.
- vi. The Directors have devised proper systems to ensure compliance with provisions of all applicable laws and that such systems were adequate and operating effectively.

### 8. DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors of the Company have submitted the declaration of Independence as required under Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16 (1)(b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

### 9. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations is appended as **Annexure II** to this Annual Report.

### 10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and Its Powers) Rules, 2014 are given in the notes to the Financial Statements forming part of this Annual Report.



## 11. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the financial year 2015-16, your Company has entered into transactions with related parties as defined under section 2(76) of the Companies Act, 2013 read with the Companies (Specification and Definitions Details), Rules, 2014 and Rules made thereunder, erstwhile Clause 49 of the Listing Agreement and Regulation 23 of the Listing Regulations. During the financial year 2015-16, transactions with related parties which qualify as material transactions under the erstwhile Listing Agreement and as per Listing Regulations are given in Form AOC - 2 of the Companies (Accounts) Rules, 2014 in **Annexure III** to this Annual Report.

The details of related party transactions as required under Accounting Standard-18 are set out in notes to accounts to the Standalone Financial Statements forming part of this Annual Report.

The Policy on Related Party Transactions may be accessed on the Company's website at the link: <http://www.deltacorp.in/pdf/related-party-transaction-policy.pdf>.

## 12. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the Report.

## 13. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is given in **Annexure IV** to this Annual Report.

## 14. BUSINESS RISK MANAGEMENT

The Board of Directors of the Company has constituted a Risk Management Committee to frame, implement and monitor the risk management plan for the Company.

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

The business risk framework defines the risk identification and its management approach across the enterprise at various levels including documentation and reporting. The framework helps in identifying risks trend, exposure and potential impact analysis on a Company's business.

## 15. CORPORATE SOCIAL RESPONSIBILITY

The Board has constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013. Your Company's Annual Report on the CSR activities undertaken during the financial year ended 31<sup>st</sup> March, 2016, in accordance with Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed to this Annual Report as **Annexure V**.

## 16. VIGIL MECHANISM

The Company has adopted a Vigil Mechanism and Whistle Blower Policy for Directors and Employees in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, to report genuine concerns and to provide for adequate safeguards against victimization of persons who may use such mechanism. The said policy is also available on the Company's website [www.deltacorp.in](http://www.deltacorp.in).



## DIRECTORS' REPORT

### 17. ANNUAL EVALUATION OF PERFORMANCE OF THE BOARD

Pursuant to the provisions of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees.

The Nomination, Remuneration and Compensation Committee has defined the evaluation criteria for the Board, its Committees and Directors.

The Board's functioning was evaluated after taking inputs from the Directors on various aspects, including inter alia degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

The Committees of the Board were evaluated after taking inputs from the Committee members on the basis of criteria such as degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The Board and the Nomination, Remuneration and Compensation Committee reviewed the performance of the individual directors on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/support to the management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole.

In a separate meeting of independent directors, performance of Non-Independent Directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors.

### 18. SUBSIDIARY COMPANIES

The Company as on 31<sup>st</sup> March, 2016, has 11 direct subsidiaries, 2 step down subsidiaries, 1 joint venture and 1 associate company. During the year under review Interactive Gaming & Sports Pty Limited, iGAS Services Pty Limited, Results International Pte Limited, Results International Pty Limited, Canbet UK Limited, Canbet Sports Bookmakers UK Limited and Buddy Communications and Productions Pte Ltd ceased to be subsidiaries of the Company. No company has become/ceased to be a joint venture or associate company during the financial year 2015-16.

During the year, the Board of Directors reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared consolidated financial statements of the Company and all its subsidiaries, which form part of the Annual Report. A report on the performance and financial position of each of the subsidiaries, associate and joint venture company as per the Companies Act, 2013 is provided in the financial statement and hence not repeated here for the sake of brevity.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries, are available on Company's website [www.deltacorp.in](http://www.deltacorp.in). These documents will also be available for inspection during working hours at our Registered Office of the Company.

Further, the Company has 1 material non-listed Indian subsidiary as defined under Regulation 16(1)(c) of the Listing Regulations.

The Policy for determining material subsidiaries as approved may be accessed on the Company's website at the link: <http://www.deltacorp.in/pdf/policy-for-determining-material-subsiidiaries.pdf>.

#### **19. DETAILS RELATING TO DEPOSITS, COVERED UNDER CHAPTER V OF THE COMPANIES ACT, 2013**

The Company has neither accepted nor renewed any deposits during the Financial Year 2015-16 in terms of Chapter V of the Companies Act, 2013.

#### **20. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

#### **21. INTERNAL CONTROL WITH REFERENCE TO FINANCIAL STATEMENTS**

The Company has in place adequate internal financial control with reference to financial statements.

The Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 1956, to the extent applicable. These are in accordance with generally accepted accounting principles in India.

The Company in preparing its financial statements makes judgments and estimates based on sound policies and uses external agencies to verify/ validate them as and when appropriate. The basis of such judgments and estimates are also approved by the Statutory Auditors and Audit Committee.

The Internal Auditor evaluates the efficacy and adequacy of internal control system, accounting procedures and policies adopted by the Company for efficient conduct of its business, adherence to Company's policies, safeguarding of Company's assets, prevention and detection of frauds and errors and timely preparation of reliable financial information etc. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

#### **22. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of the Section 152(6)(e) of the Companies Act, 2013, Mr. Rakesh Jhunjunwala (DIN: 00777064), Director of the Company will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. Hitesh Kanani resigned as Company Secretary of the Company w.e.f. 18<sup>th</sup> January, 2016 and Mr. Dilip Vaidya was appointed as Key Managerial Personnel designated as Company Secretary and Compliance Officer of the Company w.e.f. 1<sup>st</sup> March, 2016.

#### **23. AUDITORS**

##### **1. Statutory Auditor**

The Board of Directors recommends appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No: 001076N/N500013) as Statutory Auditors of the Company in place of M/s. Amit Desai & Co, Chartered Accountants, (Firm Registration No: 130710W) and M/s. Haribhakti & Co LLP, Chartered Accountants, (Firm Registration No: 103523W) who have tendered their resignation as Joint Statutory Auditors of the Company.

The Board of Directors of the Company at its meeting held on 1<sup>st</sup> August, 2016 have appointed M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No: 001076N/N500013), subject to approval of shareholders at ensuing Annual General Meeting, to hold office from the conclusion of 25<sup>th</sup> Annual General Meeting till the conclusion of 30<sup>th</sup> Annual General Meeting subject to ratification of their appointment at every Annual General Meeting.





## DIRECTORS' REPORT

The Board recommends to the members of the Company approval of appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No: 001076N/N500013) as the Statutory Auditors of the Company.

Your Company has received a letter from M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No: 001076N/N500013) to the effect that their appointment, if made, would be under the second and third proviso to Section 139 (1) of the Companies Act, 2013 and that they are not disqualified within the meaning of Section 141 of the Companies Act, 2013 read with Rule 4(1) of the Companies (Audit and Auditors) Rules, 2014.

### **Information on Statutory Auditor's Emphasis on Matter and Managements Reply:**

- (i) With regard to Statutory Auditor's observation with respect to utilization of MAT Credit Entitlement, members are requested to note that based on business projections management is of the opinion that MAT credit entitlement will be absorbed.

## **2. Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company have appointed M/s. A. K. Jain & Co., Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the year ended 31<sup>st</sup> March, 2016. The Secretarial Audit Report is annexed as **Annexure VI** to this Annual Report.

There are no qualifications, reservations or adverse remarks or disclaimers made by Secretarial Auditor of the Company, in his secretarial audit report.

## **24. CORPORATE GOVERNANCE**

Pursuant to erstwhile Listing Agreement and Listing Regulations, the Management Discussion & Analysis Report and Corporate Governance Report together with Certificate from Practicing Company Secretary, on compliance with the conditions of Corporate Governance as laid down, forms a part of this Annual Report.

## **25. AUDIT COMMITTEE OF THE COMPANY**

The Company's Audit Committee comprises of the following Directors:

1. Mr. Ravinder Kumar Jain (Chairman);
2. Mr. Ashish Kapadia;
3. Mr. Rajesh Jaggi;
4. Dr. Vrajesh Udani

The composition of the Audit Committee is in compliance with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations.

## **26. PARTICULARS OF EMPLOYEES**

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules and disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in **Annexure VII** to this Annual Report.



## 27. EMPLOYEES STOCK OPTION SCHEME

As required in terms of the Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in terms of Rule 12 of Companies (Share Capital and Debentures) Rules, 2014, the disclosure relating to DELTA CORP ESOS 2009 is given in **Annexure VIII** to this Annual Report.

## 28. ACKNOWLEDGEMENTS

Your Directors express their sincere appreciation for the co-operation received from shareholders, bankers and other business constituents during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in the successful performance of the Company during the year.

**For and on behalf of the Board of Directors**

**Jaydev Mody**  
**Chairman**  
**DIN: 00234797**

Mumbai, August 1, 2016

### **Registered Office:**

10, Kumar Place, 2408, General Thimayya Road,  
Pune - 411 001, Maharashtra.

CIN : L65493PN1990PLC058817

Email ID : [secretarial@deltin.com](mailto:secretarial@deltin.com)

Website : [www.deltacorp.in](http://www.deltacorp.in)

Tel. No. : 91-22-40794700

Fax No. : 91-22-40794777



# DIRECTORS' REPORT

## ANNEXURE-I

Form No. MGT-9

**Extract of Annual Return as on the financial year ended on 31<sup>st</sup> March, 2016 [Pursuant to Section 92(3) and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

### I. REGISTRATION AND OTHER DETAILS

i. CIN	L65493PN1990PLC058817
ii. Registration Date	5 <sup>th</sup> November, 1990
iii. Name of the Company	Delta Corp Limited
iv. Category / Sub-Category of the Company	Category: Company Limited by Shares Sub Category: Indian Non-Government Company
v. Address of the Registered Office and contact details	10, Kumar Place, 2408, General Thimayya Road, Pune - 411 001, Maharashtra. Email ID: <a href="mailto:secretarial@deltin.com">secretarial@deltin.com</a> Tel. No.: 91-22-40794700 Fax No: 91-22-40794777
vi. Whether listed company (Yes / No)	Yes
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	Freedom Registry Limited Plot No. 101/102, 19 <sup>th</sup> Street, MIDC, Satpur, Nasik - 422 007, Maharashtra. Email ID: <a href="mailto:support@freedomregistry.in">support@freedomregistry.in</a> Tel. No.: (0253) 2354032, 2363372 Fax No.: (0253) 2351126

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company, on standalone basis, are as under:

Sr. No.	Name and Description of main products / services	NIC Code of the product/ service	% to total turnover of the Company
1.	Operation of Casino	9200	94.79

### III. PARTICULARS OF HOLDING, SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Atled Technologies Private Limited Bayside Mall, 2 <sup>nd</sup> Floor, Opp. Sobo Central Mall, Tardeo Road, Haji Ali, Mumbai - 400 034, Maharashtra	U29219MH2011PTC220261	Subsidiary	100%	2(87)
2.	Caravela Casino Goa Private Limited Delta Centre, H. No. 850, Off N. H. 17, Porvorim - 403 521, Goa	U74900GA2010PTC006494	Subsidiary	100%	2(87)
3.	Daman Entertainment Private Limited Bayside Mall, 2 <sup>nd</sup> Floor, Opp. Sobo Central Mall, Tardeo Road, Haji Ali, Mumbai - 400 034, Maharashtra	U74120MH2011PTC216284	Subsidiary	51.00%	2(87)
4.	Daman Hospitality Private Limited Survey No. 8/1 and 8/1-A, Village Varkund, Vapi Daman Road, Nani Daman - 396 210, Daman and Diu	U55101DD2007PTC004658	Subsidiary	87.16%	2(87)



Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
5.	Delta Hospitality and Entertainment Mauritius Limited Suit G 12, St. James Court, St. Denis Street, Port Louis, Mauritius	NA	Subsidiary	100%	2(87)
6.	Delta Corp East Africa Limited L. R. NO. 1870/II/236 The Pride Rock No.6, Donyo Sabuk Avenue Off General Mathenge Drive P.O. Box 69952 – 00400, Nairobi, Kenya.	NA	Subsidiary	39.20%	2(87)
7.	Delta Hotels Lanka (PVT) Limited 15 Mile Post Avenue, Colombo 3, Sri Lanka	NA	Subsidiary	100%	2(87)
8.	Delta Lifestyle and Entertainment Private Limited Bayside Mall, 1 <sup>st</sup> Floor, Opp. Sobo Central Mall, Tardeo Road, Haji Ali, Mumbai-400034, Maharashtra	U74900MH2010PTC200447	Subsidiary	51.01%	2(87)
9.	Delta Offshore Developers Limited Suit G 12, St. James Court, St. Denis Street, Port Louis, Mauritius	NA	Subsidiary	100%	2(87)
10.	Delta PAN Africa Limited L. R. NO. 1870/II/236 The Pride Rock No.6, Donyo Sabuk Avenue Off General Mathenge Drive P.O. Box 69952 – 00400, Nairobi, Kenya.	NA	Subsidiary	100%	2(87)
11.	Delta Pleasure Cruise Company Private Limited Delta Centre, H. No. 850, Off N. H. 17, Porvorim-403 521, Goa	U55101GA2000PTC002811	Subsidiary	100%	2(87)
12.	Highstreet Cruises and Entertainment Private Limited Bayside Mall, 2 <sup>nd</sup> Floor, Opp. Sobo Central Mall, Tardeo Road, Haji Ali, Mumbai-400 034, Maharashtra	U51109MH2006PTC159793	Subsidiary	100%	2(87)
13.	Marvel Resorts Private Limited Bayside Mall, 2 <sup>nd</sup> Floor, Opp. Sobo Central Mall, Tardeo Road, Haji Ali, Mumbai- 400 034, Maharashtra	U55101MH2008PTC225869	Subsidiary	50.00%	2(87)
14.	Zeicast Pte Limited 21 Science Park Road, # 02-01 The Aquarius Road, Singapore 117628	NA	Associates	40.00%	2(6)
15.	Freedom Charter Services Private Limited 1 <sup>st</sup> Floor, Bayside Mall, Opp. Sobo Central Mall, Tardeo Road, Haji Ali, Mumbai-400 034, Maharashtra	U80301MH2008PTC184277	Joint Venture	50.00%	-



## DIRECTORS' REPORT

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### (i) Category-wise Share Holding

Sr. No.	Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during year
		Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoters										
1) Indian										
a)	Individual/HUF	3,65,330	0	3,65,330	0.16	3,75,330	0	3,75,330	0.16	0.00
b)	Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c)	State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
d)	Bodies Corp.	6,22,240	0	6,22,240	0.27	2,42,120	0	2,42,120	0.10	(0.17)
e)	Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
f)	Any Other									
(f1)	Trusts	9,36,40,021	0	9,36,40,021	40.59	9,36,40,021	0	9,36,40,021	40.59	0.00
	Sub-total (A) (1):-	9,46,27,591	0	9,46,27,591	41.02	9,42,57,471	0	9,42,57,471	40.86	(0.16)
2) Foreign										
a)	NRIs- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b)	Other- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c)	Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d)	Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
e)	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
	Total Shareholding of Promoters (A) = (A)(1)+(A)(2)	9,46,27,591	0	9,46,27,591	41.02	9,42,57,471	0	9,42,57,471	40.86	(0.16)
B. Public Shareholding										
1) Institutions										
a)	Mutual Funds / UTI	2,047	0	2,047	0.00	1,944	0	1,944	0.00	0.00
b)	Banks / FI	8,65,478	0	8,65,478	0.38	95,441	0	95,441	0.04	(0.34)
c)	Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d)	State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
e)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f)	Insurance Companies	0	0	0	0.00	5,26,275	0	5,26,275	0.23	0.23
g)	FIs	3,26,80,948	0	3,26,80,948	14.17	2,81,70,129	0	2,81,70,129	12.21	(1.96)
h)	Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i)	Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (B)(1):	3,35,48,473	0	3,35,48,473	14.54	2,87,93,789	0	2,87,93,789	12.48	(2.06)

Sr. No.	Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during year
		Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
<b>2)</b>	<b>Non-Institutions</b>									
<b>a)</b>	<b>Bodies Corporate</b>									
i)	Indian	2,10,75,938	27,990	2,11,03,928	9.15	1,91,10,331	27,990	1,91,38,321	8.30	(0.85)
ii)	Overseas									
<b>b)</b>	<b>Individuals</b>									
i)	Individual Shareholders holding nominal share capital upto ₹ 1 Lacs	3,58,02,255	41,49,330	3,99,51,585	17.32	4,03,61,308	40,41,350	4,44,02,658	19.25	1.93
ii)	Individual Shareholders holding nominal share capital in excess of ₹ 1 Lacs	3,68,40,299	0	3,68,40,299	15.97	4,06,73,924	0	4,06,73,924	17.63	1.66
<b>c)</b>	<b>Others (specify)</b>									
c1	Clearing Member	5,22,704	0	5,22,704	0.23	8,10,509	0	8,10,509	0.35	0.12
c2	NRIs	40,54,664	14,860	40,69,524	1.76	25,72,572	14,860	25,87,432	1.12	(0.64)
	<b>Sub-Total (B)(2):</b>	<b>9,82,95,860</b>	<b>41,92,180</b>	<b>10,24,88,040</b>	<b>44.43</b>	<b>10,35,28,644</b>	<b>40,84,200</b>	<b>10,76,12,844</b>	<b>46.65</b>	<b>2.22</b>
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>13,18,44,333</b>	<b>41,92,180</b>	<b>13,60,36,513</b>	<b>58.98</b>	<b>13,23,22,433</b>	<b>40,84,200</b>	<b>13,64,06,633</b>	<b>59.14</b>	<b>0.16</b>
<b>C.</b>	<b>Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Grand Total (A+B+C)</b>	<b>22,64,71,924</b>	<b>41,92,180</b>	<b>23,06,64,104</b>	<b>100.00</b>	<b>22,65,79,904</b>	<b>40,84,200</b>	<b>23,06,64,104</b>	<b>100.00</b>	<b>0.00</b>

## (ii) Shareholding of Promoters

Sr. No.	Names	No. of shares held at the beginning of the year			No. of shares held at the end of the year			% change in share-holding during the year#
		No. of Shares held	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares of the Company	No. of Shares held	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares of the Company	
1.	Jaydev Mody	200	0.00	0.00	200	0.00	0.00	0.00
2.	Ambika Singhania Kothari	2,630	0.00	0.00	2,630	0.00	0.00	0.00
3.	Ambika Kothari and Gopika Singhania	8,750	0.00	0.00	8,750	0.00	0.00	0.00
4.	Ambika Kothari and Kalpana Singhania	1,07,043	0.05	0.00	1,07,043	0.05	0.00	0.00





## DIRECTORS' REPORT

Sr. No.	Names	No. of shares held at the beginning of the year			No. of shares held at the end of the year			% change in share-holding during the year#
		No. of Shares held	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares of the Company	No. of Shares held	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares of the Company	
5.	Gopika Singhania	2,620	0.00	0.00	2,620	0.00	0.00	0.00
6.	Gopika Singhania and Kalpana Singhania	1,07,043	0.05	0.00	1,07,043	0.05	0.00	0.00
7.	Highland Resorts LLP	2,52,120	0.11	0.00	2,42,120	0.10	0.00	(0.01)
8.	#Onestar Mercantile Company Private Limited	3,70,120	0.16	0.00	-	-	-	-
9.	*Aryanish Finance and Investments Private Limited	3,12,13,340	13.53	1.60	3,12,13,340	13.53	7.12	0.00
10.	*Bayside Property Developers Private Limited	3,12,13,340	13.53	3.85	3,12,13,340	13.53	0.00	0.00
11.	*Delta Real Estate Consultancy Private Limited	3,12,13,341	13.53	1.60	3,12,13,341	13.53	7.12	0.00
12.	Urvi Piramal A	15,000	0.01	0.00	20,000	0.01	0.00	0.00
13.	Kalpana Singhania	1,22,044	0.05	0.00	1,27,044	0.06	0.00	0.01

\*Aryanish Finance and Investments Private Limited, Bayside Property Developers Private Limited and Delta Real Estate Consultancy Private Limited are holding Equity Shares in the capacity of trustees for Aarti J Mody Trust, Aditi J Mody Trust and Anjali J. Mody Trust respectively.

# During the year under review Onestar Mercantile Company Private Limited ceased to be a part of promoter group.

### (iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Names	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of Shares at the beginning (01.04.2015)/ end of the year (31.03.2016)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1.	Jaydev Mody	200	0.00	01.04.2015	0	Nil movement during the year	200	0.00
		200	0.00	31.03.2016				
2.	Ambika Singhania Kothari	2,630	0.00	01.04.2015	0	Nil movement during the year	2,630	0.00
		2,630	0.00	31.03.2016				
3.	Ambika Kothari and Gopika Singhania	8,750	0.00	01.04.2015	0	Nil movement during the year	8,750	0.00
		8,750	0.00	31.03.2016				
4.	Ambika Kothari and Kalpana Singhania	1,07,043	0.05	01.04.2015	0	Nil movement during the year	1,07,043	0.05
		1,07,043	0.05	31.03.2016				

Sr. No.	Names	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of Shares at the beginning (01.04.2015)/ end of the year (31.03.2016)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
5.	Gopika Singhania	2,620	0.00	01.04.2015	0	Nil movement during the year	2,620	0.00
		2,620	0.00	31.03.2016				
6.	Gopika Singhania and Kalpana Singhania	1,07,043	0.05	01.04.2015	0	Nil movement during the year	1,07,043	0.05
		1,07,043	0.05	31.03.2016				
7.	Highland Resorts LLP	2,52,120	0.11	01.04.2015		Transfer		
				03.09.2015	(5000)		2,47,120	0.11
				10.09.2015	(5000)		2,42,120	0.10
		2,42,120	0.10	31.03.2016				
8.	#Onestar Mercantile Company Private Limited	3,70,120	0.16	01.04.2015	-	-	-	-
9.	* Aryanish Finance and Investments Private Limited	3,12,13,340	13.53	01.04.2015	0	Nil movement during the year	3,12,13,340	13.53
		3,12,13,340	13.53	31.03.2016				
10.	* Bayside Property Developers Private Limited	3,12,13,340	13.53	01.04.2015	0	Nil movement during the year	3,12,13,340	13.53
		3,12,13,340	13.53	31.03.2016				
11.	* Delta Real Estate Consultancy Private Limited	3,12,13,341	13.53	01.04.2015	0	Nil movement during the year	3,12,13,341	13.53
		3,12,13,341	13.53	31.03.2016				
12.	Urvi Piramal A.	15,000	0.01	01.04.2015		Transfer		
				03.09.2015	5,000		20,000	0.01
		20,000	0.01	31.03.2016				
13.	Kalpana Singhania	1,22,044	0.05	01.04.2015		Transfer		
				10.09.2015	5,000		1,27,044	0.06
		1,27,044	0.06	31.03.2016				

\*Aryanish Finance and Investments Private Limited, Bayside Property Developers Private Limited and Delta Real Estate Consultancy Private Limited are holding Equity Shares in the capacity of trustees for Aarti J Mody Trust, Aditi J Mody Trust and Anjali J. Mody Trust respectively.

# During the year under review Onestar Mercantile Company Private Limited ceased to be a part of promoter group.



## DIRECTORS' REPORT

### (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	Names	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of Shares at the beginning (01.04.2015)/ end of the year (31.03.2016)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1.	Jhunjhunwala Rekha Rakesh	75,00,000	3.25	01.04.2015				
				20.08.2015	35,00,000	Transfer	1,10,00,000	4.77
		1,10,00,000	4.77	31.03.2016				
2.	#Route One Fund I, L.P.	75,74,369	3.28	01.04.2015				
				08.05.2015	(13,727)	Transfer	75,60,642	3.28
				21.08.2015	(75,60,642)	Transfer	0	0.00
		0	0.00	31.03.2016				
# Ceased to be in the list of Top 10 shareholders as on 31.03.2016. The same is reflected above since the shareholder was one of the Top10 shareholders as on 01.04.2015								
3.	#Route One Investment Company, L.P. A/C Route One Offshore Master Fund L.P.	74,04,004	3.21	01.04.2015				
				08.05.2015	17,160	Transfer	74,21,164	3.22
				21.08.2015	(74,21,164)	Transfer	0	0.00
		0.00	0.00	31.03.2016				
# Ceased to be in the list of Top 10 shareholders as on 31.03.2016. The same is reflected above since the shareholder was one of the Top10 shareholders as on 01.04.2015.								
4.	Swiss Finance Corporation (Mauritius) Limited	90,28,328	3.91	01.04.2015				
				19.06.2015	70,000	Transfer	90,98,328	3.94
				24.07.2015	(40,000)	Transfer	90,58,328	3.93
				21.08.2015	(30,000)	Transfer	90,28,328	3.91
				04.09.2015	(20,351)	Transfer	90,07,977	3.91
				11.09.2015	(20,000)	Transfer	89,87,977	3.90
				30.09.2015	(34,061)	Transfer	89,53,916	3.88
				09.10.2015	(35,000)	Transfer	89,18,916	3.87
				16.10.2015	(2,32,904)	Transfer	86,86,012	3.77
		86,86,012	3.77	31.03.2016				
5.	Viral Amal Parikh	24,50,000	1.06	01.04.2015	0	Nil movement during the year	24,50,000	1.06
		24,50,000	1.06	31.03.2016				
6.	#Amal Niranjan Parikh	27,00,000	1.17	01.04.2015				
				01.05.2015	(13,00,000)	Transfer	14,00,000	0.61
				14.08.2015	1,62,380	Transfer	15,62,380	0.68
		15,62,380	0.68	31.03.2016				
# Ceased to be in the list of Top 10 shareholders as on 31.03.2016. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01.04.2015.								



Sr. No.	Names	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of Shares at the beginning (01.04.2015)/ end of the year (31.03.2016)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
7.	Kalpraj Damji Dharamshi	16,00,000	0.69	01.04.2015	0	Nil movement during the year	16,00,000	0.69
		16,00,000	0.69	31.03.2016				
8.	#Harsha Hemang Dharamshi	17,00,000	0.74	01.04.2015				
				03.04.2015	(6,15,000)	Transfer	10,85,000	0.47
				08.05.2015	15,000	Transfer	11,00,000	0.48
				15.05.2015	(15,000)	Transfer	10,85,000	0.47
				07.08.2015	(9,00,000)	Transfer	1,85,000	0.08
				21.08.2015	50,000	Transfer	2,35,000	0.10
				30.10.2015	50,000	Transfer	2,85,000	0.12
				13.11.2015	50,000	Transfer	3,35,000	0.15
				08.01.2016	50,000	Transfer	3,85,000	0.17
				11.03.2016	6,00,000	Transfer	9,85,000	0.43
				31.03.2016	4,15,000	Transfer	14,00,000	0.61
		14,00,000	0.61	31.03.2016				
# Ceased to be in the list of Top 10 shareholders as on 31.03.2016. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01.04.2015.								
9.	East Bridge Capital Master Fund Limited	0	0.00	01.04.2015				
				28.08.2015	60,00,000	Transfer	60,00,000	2.60
		60,00,000	2.60	31.03.2016				
* Not in the list of Top 10 shareholders as on 01-04-2015. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2016								
10.	Morgan Stanley Asia (Singapore) Pte.	0	0.00	01.04.2015				
				26.06.2015	8,86,252	Transfer	8,86,252	0.38
				28.08.2015	30,00,000	Transfer	38,86,252	1.68
				31.12.2015	(8,86,252)	Transfer	30,00,000	1.30
				18.03.2016	26,697	Transfer	30,26,697	1.31
				25.03.2016	4,498	Transfer	30,31,195	1.31
				31.03.2016	10,117	Transfer	30,41,312	1.32
		30,41,312	1.32	31.03.2016				
* Not in the list of Top 10 shareholders as on 01-04-2015. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2016								



## DIRECTORS' REPORT

Sr. No.	Names	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of Shares at the beginning (01.04.2015)/ end of the year (31.03.2016)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
11.	Aperios Emerging Connectivity Master Fund Limited	0	0.00	01.04.2015				
				23.10.2015	18,00,000	Transfer	18,00,000	0.78
				30.10.2015	9,07,031	Transfer	27,07,031	1.17
				11.12.2015	3,50,000	Transfer	30,57,031	1.33
				18.12.2015	1,00,000	Transfer	31,57,031	1.37
				25.12.2015	2,00,000	Transfer	33,57,031	1.46
				22.01.2016	(2,00,000)	Transfer	31,57,031	1.37
				11.03.2016	6,00,000	Transfer	37,57,031	1.63
				31.03.2016	(2,60,006)	Transfer	34,97,025	1.52
			34,97,025	1.52	31.03.2016			
* Not in the list of Top 10 shareholders as on 01-04-2015. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2016								
12.	OHM Stock Broker Pvt Ltd.	9,37,000	0.41	01.04.2015				
				10.04.2015	(5,000)	Transfer	9,32,000	0.40
				17.04.2015	(20,000)	Transfer	9,12,000	0.40
				24.04.2015	(7,000)	Transfer	9,05,000	0.39
				08.05.2015	5,00,000	Transfer	14,05,000	0.61
				15.05.2015	(36,000)	Transfer	13,69,000	0.59
				26.06.2015	(6,35,000)	Transfer	7,34,000	0.32
				30.06.2015	40,000	Transfer	7,74,000	0.34
				10.07.2015	(20,000)	Transfer	7,54,000	0.33
				07.08.2015	50,000	Transfer	8,04,000	0.35
				28.08.2015	(9,000)	Transfer	7,95,000	0.34
				18.09.2015	(50,000)	Transfer	7,45,000	0.32
				20.11.2015	20,00,000	Transfer	27,45,000	1.19
				25.12.2015	(1,00,000)	Transfer	26,45,000	1.15
				15.01.2016	2,00,000	Transfer	28,45,000	1.23
				04.03.2016	10,00,000	Transfer	38,45,000	1.67
				18.03.2016	(1,30,000)	Transfer	37,15,000	1.61
				25.03.2016	(20,00,000)	Transfer	17,15,000	0.74
				31.03.2016	(1,06,000)	Transfer	16,09,000	0.70
			16,09,000	0.70	31.03.2016			

Sr. No.	Names	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of Shares at the beginning (01.04.2015)/ end of the year (31.03.2016)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
13.	OHM Equity Solution India Pvt. Ltd.	0	0.00	08.05.2015	5,00,000	Transfer	5,00,000	0.22
				22.05.2015	8,00,000	Transfer	13,00,000	0.56
				31.03.2016	9,00,000	Transfer	22,00,000	0.95
		22,00,000	0.95	31.03.2016				
* Not in the list of Top 10 shareholders as on 01-04-2015. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2016								
14.	DB International (Asia) Ltd.	8	0.00	01.04.2015				
				12.06.2015	344	Transfer	352	0.00
				04.09.2015	(5)	Transfer	347	0.00
				04.12.2015	(48)	Transfer	299	0.00
				31.03.2016	20,15,200	Transfer	20,15,499	0.87
		20,15,499	0.87	31.03.2016				
* Not in the list of Top 10 shareholders as on 01-04-2015. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2016								

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	Jaydev Mody	200	0.00	01.04.2015	0	Nil movement during the year	200	0.00
		200	0.00	31.03.2016				
2	Ashish Kapadia	3,25,000	0.14	01.04.2015	0	ESOS Allotment	3,25,000	0.14
		3,25,000	0.14	31.03.2016				
3	Rajesh Jaggi	21,000	0.01	01.04.2015	0	Nil movement during the year	21,000	0.01
		21,000	0.01	31.03.2016				
4	Homi Aibara	0	0.00	01.04.2015	-	Ceased to be a director w.e.f. 12.10.2015 due to death	-	-
5	Rakesh Jhunjunwala	1,05,00,000	4.55	01.04.2015	0	Nil movement during the year	1,05,00,000	4.55
		1,05,00,000	4.55	31.03.2016				4.55
6	Alpana Piramal Chinai	10,500	0.00	01.04.2015				
				10.04.2015	(2000)	Transfer	8,500	0.00
				16.10.2015	(4000)	Transfer	4,500	0.00
				16.02.2016	(1500)	Transfer	3,000	0.00
		3,000	0.00	31.03.2016				



## DIRECTORS' REPORT

Sr. No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
7	Ravinder Kumar Jain	0	0.00	01.04.2015	0	Nil movement during the year	0	0.00
		0	0.00	31.03.2016				
8	Vrajesh Udani	60,000	0.03	01.04.2015	0	Nil movement during the year	60,000	0.03
		60,000	0.03	31.03.2016				
9	Hardik Dhebar (KMP-CFO)	1,09,000	0.05	01.04.2015	0	Nil movement during the year	1,09,000	0.05
		1,09,000	0.05	31.03.2016				
10	Hitesh Kanani (KMP-CS)	25,000	0.01	01.04.2015		- Ceased to be KMP-CS w.e.f. 18.01.2016		
11	Dilip Vaidya (KMP-CS)	0	0.0	#01.03.2016	0	Nil movement during the year	0	0.00
		0	0.00	31.03.2016				

# Date of Appointment.

### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

(₹ in Lacs)

Sr. No.	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>					
i	Principal Amount	10,105.27	1,081.52	-	11,186.79
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	<b>10,105.27</b>	<b>1,081.52</b>	<b>-</b>	<b>11,186.79</b>
<b>Change in Indebtedness during the financial year</b>					
	Addition	609.40	3,260.52	-	3,869.92
	Reduction	2,874.05	4,283.37	-	7,157.42
	<b>Net Change</b>	<b>(2,264.65)</b>	<b>(1,024.35)</b>	<b>-</b>	<b>(3,289.00)</b>
<b>Indebtedness at the end of the financial year</b>					
i	Principal Amount	7,840.62	57.17	-	7,897.79
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	1.40	4.69	-	6.09
	<b>Total (i+ii+iii)</b>	<b>7,842.02</b>	<b>61.86</b>	<b>-</b>	<b>7,903.88</b>



## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Ashish Kapadia	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	104.35	104.35
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0.40	0.40
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961		
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission		
	- as % of profit	9.92	9.92
5.	Others, please specify	-	-
	<b>Total (A)</b>	114.67	114.67
	Ceiling as per the Act	5% of Net Profit as per Section 198	290.69

### B. Remuneration to Other Directors

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Name of the Director				Total Amount
<b>1</b>	<b>Independent Directors</b>	<b>Vrajesh Udani</b>	<b>Alpana Chinai</b>	<b>Ravinder Kumar Jain</b>	<b>Rajesh Jaggi</b>	
	Fee for attending board / committee meetings	0.475	0.200	0.525	0.700	1.9
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	0.475	0.200	0.525	0.700	1.9
<b>2.</b>	<b>Other Non-Executive/ Non-independent Directors</b>	<b>Jaydev Mody</b>	<b>Homi Aibara</b>	<b>Rakesh Jhunjunwala</b>		
	Fee for attending board / committee meetings	0.400	0.200	0.200		0.800
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (2)</b>	0.400	0.200	0.200		0.800
	<b>Total (B)=(1+2)</b>	0.875	0.400	0.725		2.700
	Total Managerial Remuneration (A+B)					117.37
	Overall Ceiling as per the Act (%)	1% of the Net Profits equivalent to ₹ 58.14 with respect to the ceiling for the Company applicable for the financial year covered by this Annual Report.				



## DIRECTORS' REPORT

### C. Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD:

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Chief Financial Officer (Mr. Hardik Dhebar)	Company Secretary (Mr. Hitesh Kanani till 18.01.2016)	Company Secretary (Mr. Dilip Vaidya from 01.03.2016)	
1.	Gross salary				
a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	52.21	16.97	1.70	70.88
b)	Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0.40	0.27	0.00	0.67
c)	Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	<b>Total</b>	52.61	17.24	1.70	71.55

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Sr. no.	Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
<b>A. COMPANY</b>						
	Penalty	None	None	None	None	None
	Punishment	None	None	None	None	None
	Compounding	None	None	None	None	None
<b>B. DIRECTORS</b>						
	Penalty	None	None	None	None	None
	Punishment	None	None	None	None	None
	Compounding	None	None	None	None	None
<b>C. OTHER OFFICERS IN DEFAULT</b>						
	Penalty	None	None	None	None	None
	Punishment	None	None	None	None	None
	Compounding	None	None	None	None	None

For and on behalf of the Board of Directors

**Jaydev Mody**  
Chairman  
DIN: 00234797

Mumbai, August 1, 2016

## ANNEXURE II

### NOMINATION AND REMUNERATION POLICY

The Board of Directors of Delta Corp Limited ("the Company") renamed and re-constituted the "Nomination, Remuneration and Compensation Committee" at its Meeting held on 28<sup>th</sup> July, 2014.

#### 1. OBJECTIVE

The Nomination, Remuneration and Compensation Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 ('the Act') read along with the applicable rules thereto and Clause 49 under the Listing Agreement (as amended from time to time) The Key Objectives of the Committee would be:

- 1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 1.4. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 1.5. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.6. To devise a policy on Board diversity
- 1.7. To develop a succession plan for the Board and to regularly review the plan;
- 1.8. To formulate detailed ESOS Plan and the terms and conditions thereof including but not limited to determination of the Exercise Price, Exercise Period, Lock – in period, consequence of failure to exercise option, method of valuation, accounting policies, disclosures, etc and matters related thereto.

#### 2. DEFINITIONS

- 2.1. Act means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- 2.2. Board means Board of Directors of the Company.
- 2.3. Directors mean Directors of the Company.
- 2.4. Key Managerial Personnel means
  - 2.4.1. Managing Director;
  - 2.4.2. Whole-time Director;
  - 2.4.3. Chief Financial Officer;
  - 2.4.4. Company Secretary; and
  - 2.4.5. Such other officer as may be prescribed.
- 2.5. Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.



## DIRECTORS' REPORT

### 3. ROLE OF COMMITTEE

#### 3.1 The Committee shall:

- 3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
- 3.1.2. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial in accordance with the criteria laid down in this policy.
- 3.1.3. Recommend to the Board, appointment Remuneration and removal of Director, KMP and Senior Management Personnel.
- 3.1.4 Formulate detailed ESOS Plan and the terms and conditions thereof including but not limited to determination of the Exercise Price, Exercise Period, Lock – in period, consequence of failure to exercise option, method of valuation, accounting policies, disclosures, etc and matters related thereto as provided in detail in the Board Meeting resolution dated 28<sup>th</sup> July, 2014, re-constituting the Committee as aforesaid.

#### 3.2. Policy for appointment and removal of Director, KMP and Senior Management

##### 3.2.1. Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Managing Director or Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

##### 3.2.2. Term / Tenure

###### a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

###### b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or



indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

### 3.2.3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

### 3.2.4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

### 3.2.5. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## 3.3. Policy relating to the Remuneration for the Managing Director or Whole time Director, KMP and Senior Management Personnel

### 3.3.1. General:

- a) The remuneration / compensation / commission etc. to the Managing Director or Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Managing Director or Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down as per the provisions of the Act and in line with the Company's policy.
- c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing Director or Whole-time Director.
- d) Where any insurance is taken by the Company on behalf of its Managing Director or Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.



## DIRECTORS' REPORT

### 3.3.2. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

#### a) Fixed pay:

The Managing Director or Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

#### b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director or Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

#### c) Provisions for excess remuneration:

If any Managing Director or Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

### 3.3.3. Remuneration to Non- Executive / Independent Director:

#### a) Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and/or the Act.

#### b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed ₹ One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

#### c) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

#### d) Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

## 4. MEMBERSHIP

4.1 The Committee shall consist of a minimum 3 non-executive Directors, majority of them being independent.

4.2 Minimum two (2) members shall constitute a quorum for the Committee meeting.

- 4.3 Membership of the Committee shall be disclosed in the Annual Report.
- 4.4 Term of the Committee shall be continued unless terminated by the Board of Directors.

## **5. CHAIRPERSON**

- 5.1 Chairperson of the Committee shall be an Independent Director.
- 5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- 5.3 In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- 5.4 Chairman of the Nomination, Remuneration and Compensation Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

## **6. FREQUENCY OF MEETINGS**

The meeting of the Committee shall be held at such regular intervals as may be required.

## **7. COMMITTEE MEMBERS' INTERESTS**

- 7.1 A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- 7.2 The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

## **8. SECRETARY**

The Company Secretary of the Company shall act as Secretary of the Committee.

## **9. VOTING**

- 9.1 Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- 9.2 In the case of equality of votes, the Chairman of the meeting will have a casting vote.

## **10. NOMINATION DUTIES**

The duties of the Committee in relation to nomination matters include:

- 10.1 Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- 10.2 Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- 10.3 Identifying and recommending Directors who are to be put forward for retirement by rotation.
- 10.4 Determining the appropriate size, diversity and composition of the Board;
- 10.5 Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- 10.6 Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;



## DIRECTORS' REPORT

- 10.7 Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- 10.8 Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- 10.9 Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- 10.10 Recommend any necessary changes to the Board; and
- 10.11 Considering any other matters, as may be requested by the Board.

### 11. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

- 11.1 to consider and determine the Nomination and Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- 11.2 to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- 11.3 to delegate any of its powers to one or more of its members or the Secretary of the Committee.
- 11.4 to consider any other matters as may be requested by the Board.
- 11.5 Professional indemnity and liability insurance for Directors and senior management.

### 12. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minitised and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

**For and on behalf of the Board of Directors**

**Jaydev Mody**  
**Chairman**  
**DIN: 00234797**

Mumbai, August 1, 2016



### ANNEXURE III

#### Form No. AOC-2

**(Pursuant to clause (h) of sub-section (3) of section 134  
of the Companies Act, 2013 and Rule 8(2) of the Companies (Account) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

#### 1. Details of contracts or arrangements or transactions not at arm's length basis.

Name(s) of Related Party and nature of relationship.	NIL
Nature of contracts/arrangements/transactions.	
Duration of the contracts/arrangements/ transactions.	
Salient terms of the contracts or arrangements or transactions including the value, if any.	
Justification for entering into such contracts or arrangements or transaction.	
Date(s) of approval by the Board.	
Amount paid as advances, if any.	
Date on which the special resolution was passed in the general meeting as required under first proviso to section 188.	

#### 2. Details of the material contracts or arrangements or transactions at arm's length basis

Name(s) of Related Party and nature of relationship : Daman Hospitality Private Limited (DHPL)-Subsidiary of the Company

1. Nature of contracts/arrangements/transactions.	Providing and availing Services of Sharing of Manpower and Resources as and when required.
Duration of the contracts / arrangements / transactions.	As and when required.
Salient terms of the contracts or arrangements or transactions including the value, if any.	To provide and avail services of Sharing of Manpower and Resources as and when required for the purpose of the business of the Company.
Date(s) of approval by the Board, if any.	16.07.2015
Amount paid as advances, if any.	Nil

2. Nature of contracts/arrangements / transactions.	Inter Corporate Deposits and Corporate Guarantee.
Duration of the contracts / arrangements / transactions.	As and when required.
Salient terms of the contracts or arrangements or transactions including the value, if any.	Inter Corporate Deposit and Corporate Guarantee given/proposed to be given from time to time as needed by DHPL.
Date(s) of approval by the Board, if any.	NA
Amount paid as advances, if any.	Nil



## DIRECTORS' REPORT

3. Nature of contracts/arrangements/transactions.	Lease of Cabin space situated in "The Deltin" (Hotel owned by DHPL).
Duration of the contracts / arrangements / transactions.	From 1 <sup>st</sup> November, 2014 to 30 <sup>th</sup> September, 2015 and 1 <sup>st</sup> October, 2015 to 30 <sup>th</sup> June, 2018.
Salient terms of the contracts or arrangements or transactions including the value, if any.	Monthly compensation of ₹ 7,000/- inclusive of all taxes, duties, levies, charges, cesses, etc, other than service tax and tax deductible at source.
Date(s) of approval by the Board, if any.	NA
Amount paid as advances, if any.	Nil

4. Nature of contracts/arrangements/transactions.	Reimbursement of Advertising Expenses incurred by the Company, on behalf of DHPL.
Duration of the contracts / arrangements / transactions.	As and when advertisements are released.
Salient terms of the contracts or arrangements or transactions including the value, if any.	At a prevailing rate at the time of advertisement.
Date(s) of approval by the Board, if any.	NA
Amount paid as advances, if any.	Nil

5. Nature of contracts / arrangements / transactions.	Availing/rendering services pertaining to hotel room accommodation.
Duration of the contracts / arrangements / transactions.	As and when required.
Salient terms of the contracts or arrangements or transactions including the value, if any.	To avail and render services of hotel room accommodation as and when required.
Date(s) of approval by the Board, if any.	NA
Amount paid as advances, if any.	Nil

6. Nature of contracts/arrangements/transactions	Pledge of Shares as security against the loan taken by DHPL
Duration of the contracts/arrangements/ transactions	Existing credit facility availed by DHPL from RBL Bank Limited (earlier known as The Ratnakar Bank Limited)
Salient terms of the contracts or arrangements or transactions including the value, if any.	Pledge of Equity Shares of Advani Hotels and Resorts (India) Limited (AHRIL), held by the Company, as a security in favour of RBL Bank Limited for the existing credit facility of ₹ 85 Crore availed by DHPL.
Date(s) of approval by the Board, if any.	NA
Amount paid as advances, if any.	Nil

7. Nature of contracts / arrangements/ transactions.	Taking on lease certain premises in the resort known as “The Deltin” owned by DHPL, for the purpose of running casino in the said part of premises.
Duration of the contracts / arrangements/ transactions.	6 years w.e.f. 1 <sup>st</sup> July, 2015.
Salient terms of the contracts or arrangements or transactions including the value, if any.	Monthly compensation of ₹ 1 Cr. inclusive of all taxes, duties, levies, charges, cesses etc. other than service tax and tax deductible at source.
Date(s) of approval by the Board, if any.	NA
Amount paid as advances, if any.	Nil

8. Nature of contracts / arrangements/ transactions.	Sale/Purchase of fixed assets.
Duration of the contracts / arrangements/ transactions.	As and when required.
Salient terms of the contracts or arrangements or transactions including the value, if any.	At a prevailing rate at the time of sale/purchase.
Date(s) of approval by the Board, if any.	16.07.2015
Amount paid as advances, if any.	Nil

9. Nature of contracts / arrangements/ transactions.	Taking on lease 35 hotel rooms per day from DHPL in its resort known as “The Deltin”.
Duration of the contracts / arrangements/ transactions.	6 years w.e.f. 1 <sup>st</sup> October, 2015.
Salient terms of the contracts or arrangements or transactions including the value, if any.	Monthly compensation of ₹ 6,000/- per room.
Date(s) of approval by the Board, if any.	NA
Amount paid as advances, if any.	Nil

**For and on behalf of the Board of Directors**

**Jaydev Mody**  
Chairman  
DIN: 00234797

Mumbai, August 1, 2016



### ANNEXURE IV

**Particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014**

**A. Conservation of Energy**

- (i) the steps taken or impact on conservation of energy:
  - 1. Changing of lights from Halogen to energy efficient LED (done in several places)
- (ii) the steps taken by the company for utilizing alternate sources of energy: Nil
- (iii) the capital investment on energy conservation equipments: Nil

**B. Technology Absorption- Not Applicable**

The relevant particulars relating to technology absorption in terms of Rule 8 of the Companies (Accounts) Rules, 2014 are not applicable as the Company is part of Service Industry and it does not have manufacturing operations.

The expenditure incurred on Research and Development:- Nil

**Foreign Exchange Earnings and Outgo:**

During the year, the foreign exchange outgo was ₹ 412.24 Lacs (L.Y. ₹ 201.58 Lacs) the foreign exchange earned was ₹ 1,059.64 Lacs (L.Y. ₹ 1,372.65 Lacs)

**For and on behalf of the Board of Directors**

**Jaydev Mody**  
**Chairman**  
**DIN: 00234797**

Mumbai, August 1, 2016



## ANNEXURE V

### Annual Report on Corporate Social Responsibility Activities as prescribed under Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014

(₹ in Lacs)

1	A brief outline of the Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs.	<p>The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and Rules made thereunder. The CSR Policy provides for carrying out CSR activities in respect of those areas as provided in Schedule VII of the Companies Act, 2013.</p> <p>The CSR policy is placed on the Company's website <a href="http://www.deltacorp.in/pdf/csr-policy.pdf">http://www.deltacorp.in/pdf/csr-policy.pdf</a></p>		
2	The composition of the CSR Committee	<p>Mr. Jaydev Mody, Chairman (Non-Independent)</p> <p>Mr. Ashish Kapadia, Managing Director</p> <p>Ms. Alpana Piramal Chinai, Independent Director</p>		
3	Average Net profit of the Company for the last three financial years	₹ 4,793.35		
4	Prescribed CSR Expenditure (two per cent of the amount as mentioned in item 3 above)	₹ 95.87		
5	Details of the CSR spent during the financial year	Total Amount spent during the Financial year ended 31 <sup>st</sup> March, 2015.	Amount unspent, if any;	Manner in which amount spent during the financial year.
		₹ 95.87	-	As detailed below

### CSR Activities at Delta Corp Limited

(₹ in Lacs)

Sr. No.	CSR Project or Activity Identified	Sector in which the Project is covered	Projects or Programs a) Local area or others b) Specify the State and district where projects or programs was undertaken	Amount Outlay (budget) Project or programs wise	Amount spent on the projects or programs sub heads: a) Direct Expenditure on Projects or programs b)Overheads	Cumulative Expenditure upto the reporting period	Amount spent Direct or through implementing agency
1.	Contribution to Deltin Institute of Learning	Educational	Goa	95.87	95.87	95.87	Direct

The CSR Committee confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.

**Jaydev Mody**  
Chairman  
DIN: 00234797

**Ashish Kapadia**  
Managing Director  
DIN: 02011632

Mumbai, August 1, 2016



## ANNEXURE VI

### Form No. MR-3

#### SECRETARIAL AUDIT REPORT

**For The financial year ended on 31<sup>st</sup> March, 2016**

**[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

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

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Delta Corp Limited (CIN: L65493PN1990PLC058817) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the Audit Period);
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit Period);
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not Applicable to the Company during the financial year under review)

- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period); and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit Period).
- (vi) The management has identified and confirmed the following laws as specifically applicable to the Company:
- a) Goa Public Gambling Act; 1976
  - b) The Environment Protection Act, 1986
  - c) The Inland Vessels Act, 1917 and The Inland Vessels (Amendment )Act, 2007
  - d) Air (Prevention and Control of Pollution) Act, 1974
  - e) Water (Prevention and Control of Pollution) Act, 1981
  - f) The Hazardous Waste (Management and Handling) Rules, 1989

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Applicable with effect from 1<sup>st</sup> July, 2015);
- (ii) The Equity Listing Agreement entered into by the Company with Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd and Securities and Exchange Board of India (Listing obligations and Disclosures Requirements) Regulations, 2015 (LODR) (LODR applicable from 1<sup>st</sup> December, 2015).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc.

#### **We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 7 days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For A K JAIN & CO.**  
**Company Secretaries**

**Ashish Kumar Jain**  
**Proprietor**  
**FCS: 6058. CP: 6124**

Place: Mumbai  
Date: 1<sup>st</sup> August, 2016

**Note:** This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.



## ANNEXURE A

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

**Our report of even date is to be read along with this letter.**

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For A K JAIN & CO.**  
**Company Secretaries**

**Ashish Kumar Jain**  
**Proprietor**  
**FCS: 6058. CP: 6124**

Place: Mumbai  
Date: 1<sup>st</sup> August, 2016



## ANNEXURE VII

### Disclosures pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under:

- i. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2015-16

Sr. No.	Name of Director	Remuneration of Director for Financial Year 2015-16 (₹ In Lacs)	Ratio of remuneration of each Director to median remuneration of employees
	Non-Executive Directors		
1	Mr. Jaydev Mody	0.40	0.32
2	Mr. Rajesh Jaggi	0.70	0.56
3	Mr. Ravinder Kumar Jain	0.53	0.42
4	Mrs. Alpana Chinai	0.20	0.16
5	Dr. Vrajesh Udani	0.48	0.38
6	Mr. Rakesh Jhunjunwala	0.20	0.16
7	*Mr. Homi Aibara	0.20	0.16
	Executive Directors		
11	Mr. Ashish Kapadia	114.67	91.24

\* Mr. Homi Aibara ceased to be a director due to death on 12<sup>th</sup> October, 2015.

- ii. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2015-16

Sr. No.	Name of Director / KMP and Designation	Remuneration of Director / KMP for Financial Year 2015-16 (₹ In Lacs)	% of increase in Remuneration in the Financial Year 2015-16
1	Mr. Jaydev Mody	0.40	33%
2	Mr. Rajesh Jaggi	0.70	33%
3	Mr. Ravinder Kumar Jain	0.53	17%
4	Mrs. Alpana Piramal Chinai	0.20	-
5	Dr. Vrajesh Udani	0.48	-
6	Mr. Rakesh Jhunjunwala	0.20	(33%)
7	@Mr. Homi Aibara	0.20	(33%)
8	Mr. Ashish Kapadia - Managing Director	114.67	(73%)
9	Mr. Hardik Dhebar - Chief Financial Officer	52.61	(67%)
10	*Mr. Hitesh Kanani - Company Secretary	17.24	(53%)
11	#Mr. Dilip Vaidya - Company Secretary	1.70	-

@ Mr. Homi Aibara ceased to be a director due to death on 12<sup>th</sup> October, 2015.

\* Ceased to be Company Secretary w.e.f. 18.01.2016

# Appointed as Company Secretary w.e.f. 01.03.2016



## DIRECTORS' REPORT

- iii. The percentage increase in median remuneration of each employee for the financial year 2015-16

Median remuneration of each employee increased by 2.50% in financial year 2015-16.

- iv. The number of permanent employees on the rolls of Company as on 31<sup>st</sup> March, 2016

1274

- v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration

The average percentage increase made in the salaries of total employees other than the Key Managerial Personnel for FY-2016 is around 11% to 13%, while the average increase in the remuneration of the Key Managerial Personnel is 13%.

- vi. Affirmation that the remuneration is as per the remuneration policy of the Company

It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

Particulars in terms of the provisions of Section 197(12) of the Companies Act 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 –

(₹ in Lacs)

Name of the Employee	Designation	Remuneration	Nature of Employment	Qualifications and Experience	Date of Commencement of Employment	Age	Last Employment	% of Equity Shares	Relationship with Other Directors
Ashish Kapadia	Managing Director	₹ 114.67 p.a.	Contractual	Bachelors degree in Commerce Experience -24 years	27.04.2009	46	Freedom Aviation Private Limited	0.14%	NA

**For and on behalf of the Board of Directors**

**Jaydev Mody**  
**Chairman**  
**DIN: 00234797**

Mumbai, August 1, 2016

## ANNEXURE VIII

### Information to be disclosed under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 with regards to options which are in force as on 31<sup>st</sup> March, 2016 :

There is no change in the scheme as approved by the Shareholders. The Scheme is in Compliant with the Regulations as amended from time to time.

- A. Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time are provided on the below weblink;

<http://www.deltacorp.in/pdf/disclosures-under-esos-2016.pdf>

- B. Diluted EPS on issue of shares in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by ICAI :- ₹ 1.69.
- C. Details related to Employee Stock Option Scheme (ESOS)

(i) A description of ESOS that existed at any time during the year:	
(a) Date of shareholders' approval	7 <sup>th</sup> December 2009.
(b) Total number of options approved under ESOS	1,00,00,000
(c) Vesting requirements	Options granted under DELTACORP ESOS 2009, would vest not less than one year and not more than five years from the date of grant of such options and on such other criteria as specified in detail in the ESOS of the Company.
(d) Exercise price or pricing formula	<p>a) 31,00,000 options were granted at a consideration of ₹ 30/- per option granted on 08.07.2010.</p> <p>b) 27,14,335 options were granted at a consideration of ₹ 52/- per option granted on 09.05.2013.</p> <p>c) 15,00,000 options were granted at a consideration of ₹ 95/- per option granted on 12.11.2014.</p>
(e) Maximum term of options granted	Options granted under DELTACORP ESOS Scheme 2009, would vest not less than one year and not more than five years from the date of grant of such options
(f) Source of shares (primary, secondary or combination)	Secondary
(g) Variation in terms of options	NIL
(ii) Method used to account for ESOS - Intrinsic or fair value:-	Intrinsic Value
(iii) Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed.	Had the Compensation Cost for the Company's Stock based compensation plan been determined in the manner consistent with the Fair Value approach as described in the Guidance Note of ICAI, the Company's net Profit would be lower by ₹ 233.83 Lacs (Previous Year lower by ₹ 89.69 Lacs).
The impact of this difference on profits and on EPS of the company shall also be disclosed.	<p>Basic EPS Before Adjustment ₹ 1.69</p> <p>Adjusted EPS ₹ 1.59</p> <p>Diluted EPS Before Adjustment ₹ 1.69</p> <p>Adjusted EPS ₹ 1.59</p>



## DIRECTORS' REPORT

Sr.	Particulars	Details
(iv)	Option movement during the year:	
	Number of options outstanding at the beginning of the period	68,000 Options out of 27,14,335 options granted on 09.05.2013 15,00,000 Options out of 15,00,000 options granted on 12.11.2014
	Number of options granted during the year	Nil
	Number of options forfeited / lapsed during the year	64,750
	Number of options vested during the year	5,00,000
	Number of options exercised during the year	NIL
	Number of shares arising as a result of exercise of options	NIL
	Money realized by exercise of options (INR), if scheme is implemented directly by the company	NIL
	Loan repaid by the Trust during the year from exercise price received	Not Applicable
	Number of options outstanding at the end of the year	63,250 options out of 27,14,335 options granted on 09.05.2013. 14,40,000 Options out of 15,00,000 options granted on 12.11.2014.
	Number of options exercisable at the end of the year	63,250 options out of 27,14,335 options granted on 09.05.2013 and 4,40,000 out of 15,00,000 granted on 12.11.2014
(v)	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	As per Annexure - A
(vi)	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to –	
	(a) senior managerial personnel;	NIL
	(b) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and	NIL
	(c) identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	NIL



Sr.	Particulars	Details		
(vii)	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:			
(a)	weighted-average share price (₹) exercise price (₹) expected volatility Option life (Comprising vesting period + exercise period) (In Years) expected dividends risk-free interest rate	Dates of Grant		
		08.07.2010	09.05.2013	12.11.2014
		38.15	65.75	91.25
		30	52	95
		61.24%	62.25%	57.59%
		5	1	4.5
		0.83%	0.38%	0.27%
		7.32%	7.38%	8.22%
(b)	the method used and the assumptions made to incorporate the effects of expected early exercise;	Company has estimated the expected life of the options on the basis of average of minimum and maximum life of the Options. Historical data for early exercise of Options is not available, hence not considered in expected life calculations.		
(c)	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	Volatility is the measure of the amount by which a price has fluctuated or is expected to fluctuate during a period. The measure of volatility used in the Black-Scholes options pricing model is the annualized standard deviation of the continuously compounded rates of return on the stock over a period of time. For calculating volatility, the daily volatility of the stock prices on the National Stock Exchange, over a period prior to the date of grant, corresponding with the expected life of the options has been considered.		
(d)	whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	No other feature has been considered for fair valuation of options except as mentioned in the points above.		



## DIRECTORS' REPORT

### ANNEXURE – A

#### Weighted Average exercise price of option granted whose:

(Amount in ₹)

Sr	Particulars	8 <sup>th</sup> July, 2010	9 <sup>th</sup> May, 2013	12 <sup>th</sup> November, 2014
A	Exercise Price equals the Market Price	NA	NA	NA
B	Exercise Price is greater than the Market Price	NA	NA	95
C	Exercise Price is less than the Market Price	30	52	NA

#### Weighted Average fair value of option granted whose:

(Amount in ₹)

Sr	Particulars	8 <sup>th</sup> July, 2010	9 <sup>th</sup> May, 2013	12 <sup>th</sup> November, 2014
A	Exercise Price Equals the Fair Value	NA	NA	NA
B	Exercise Price is Greater than the Fair Value	23.25	35.17	48.72
C	Exercise Price is Less Than the Fair Value	NA	NA	NA

For and on behalf of the Board of Directors

Mumbai, August 1, 2016

**Jaydev Mody**  
Chairman  
DIN: 00234797



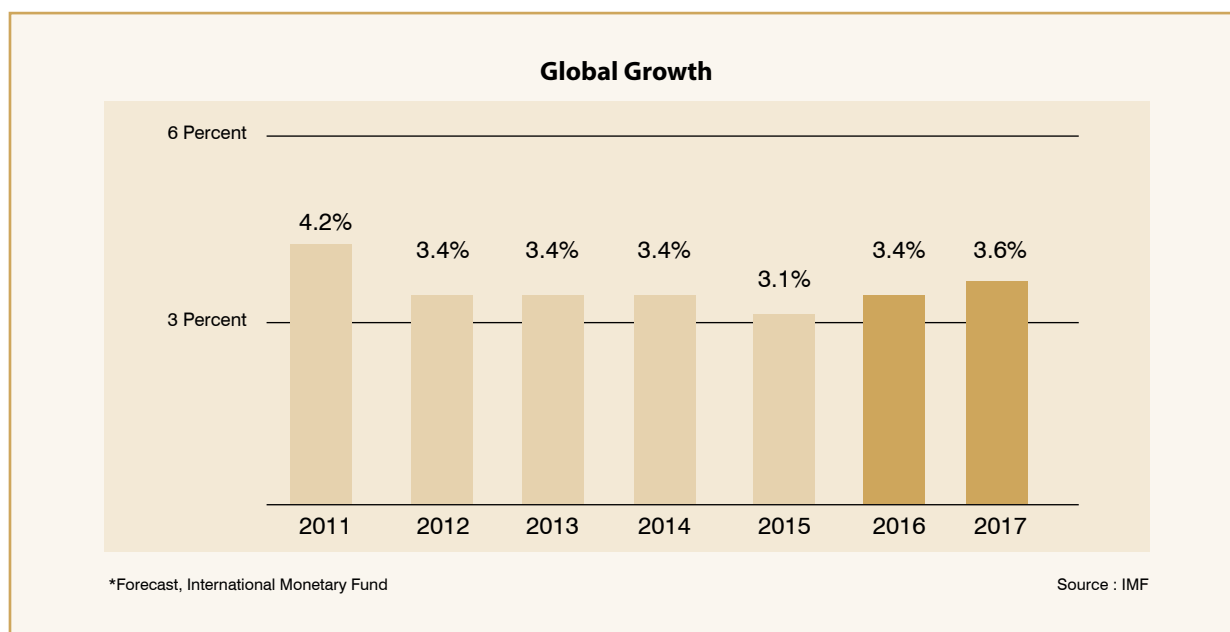
## ECONOMIC OVERVIEW

### Global Economy

Still dealing with the shocks of the past decade, the global economy showed encouraging signs initially. The financial and oil markets started showing positivity in February and the trend continued as markets believed that UK would remain in the European Union (EU).

Before the June 23 vote in favour of leaving the EU, the global economy seemed to be steady if not on a dramatic upswing. Growth in most advanced economies remained steady, with improvement for some emerging markets like Brazil and Russia. This led most analysts to predict a modest upward revision in 2017 global growth forecasts.

The 'Brexit' vote, however, surprised global financial markets, reversing the initial global outlook. The deterioration had strong economic and political implications with many expecting a dip in investor and consumer confidence. The impact will be felt across, Europe, the US and China.



Accordingly, global growth is predicted by the International Monetary Fund (IMF) at 3.4% in 2016 and 3.6% in 2017. Meanwhile, there were declines in supply after a slowdown in non-OPEC production and some disruptions bolstered oil prices.

Productivity growth in most advanced economies was sluggish and inflation was below target. While global industrial activity and trade have been unsatisfactory, we are now seeing a pick-up due to strong infrastructure investment in China and higher oil prices.

Brexit caught financial markets by surprise, leading to a decline in equity prices worldwide. The prices did rebound, but sentiment in Europe and UK continues to be sluggish. The global growth forecasts nevertheless indicate an erosion of uncertainty.

In the US, Q1 growth was weaker than expected, resulting in a downward revision of 0.2 percentage points to the 2016 forecast. There could, however, be a recovery of sorts later this year. Lower long-term interest rates and monetary policy normalisation will offset larger corporate spreads, a stronger US dollar and decline in confidence.



## MANAGEMENT DISCUSSION AND ANALYSIS

In China, the near-term outlook has improved due to policy support. Lending rates were cut five times in 2015, fiscal policy looked upward, infrastructure investment was greater and credit growth picked up. However, China will be affected if EU growth slows.

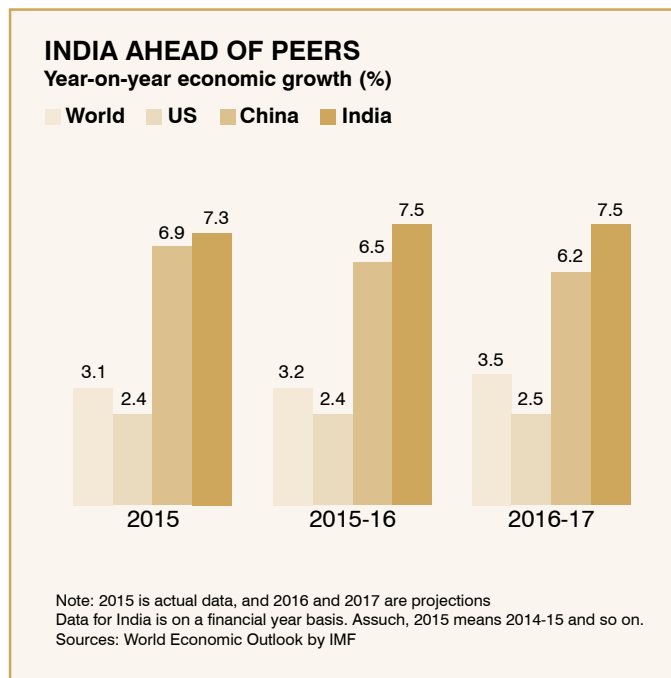
In large, emerging markets confidence bottomed out in Brazil and the GDP contraction in Q1 was milder than expected. A return to positive growth is likely in 2017. Higher oil prices helped Russia economy, but recovery will probably be subdued.

There are other risks to the global outlook. There are ongoing issues in the European banking system, particularly in Italy and Portugal. Therefore, turbulence in markets could have strong repercussions in these economies. China's affinity to use credit as a growth driver is worrying too; so is a shift toward protectionist policies in advanced economies.

Other risks include armed strife in the Middle East, drought in parts of Africa and diseases such as Zika in South America. The UK and EU now have to move quickly to reduce uncertainty. First, they need to ensure a smooth Brexit transition to ensure against global headwinds. Advanced economies, meanwhile, must put in place near-term demand support and structural reforms to spur growth.

In emerging markets, policy challenges are diverse but governments must budget for global financial turbulence and adverse external financial conditions.

Importantly, governments must work together to ensure greater global synergies and economic stability.



### Indian economy

India is one of the major fastest growing economies.

The good news continues to flow in. India topped the world in consumer confidence throughout 2015, according to the Nielsen's global consumer confidence index. The roots of this lay in the looking up of fundamentals in 2015 due to the reforms, the Reserve Bank of India's unerring attack on inflation and the result of nearly static global commodity prices.

The IMF agreed with the Economic Survey, predicting in its World Economic Outlook Update in January 2016 growth of 7%-7.75% in FY 2016-17 for India, despite the global uncertainties. It is entirely possible that India will set the global standard with 8% growth over the next few years.

This view was backed by a Goldman Sachs report in September 2015, which said India could grow at 8% on an average from 2016 to 2020 on the back of greater access to banking, technology adoption, urbanisation, etc.

### The indicators are all there:

- ❖ Foreign direct investment (FDI) in India rose to 29% during October 2014 - December 2015 after the launch of the Make in India campaign compared to the previous 15 months. Make in India is likely to boost demand and spur development. If everything goes as per plan, the manufacturing sector's share of the GDP will rise

from 15% now to 25% in the years to come. Among those investing in India are telecom giant Vodafone, Chinese handset maker Vivo, Taiwanese electronics major Foxconn, automobile major General Motors and South Korea's Hyundai Heavy Industries.

- ❖ The Digital India initiative, which aims to create digital infrastructure, deliver services digitally and increase the digital literacy will also help the economy. This includes promotion of payments through cards and digital means in order to reduce cash transactions.
- ❖ Gross domestic product (GDP) at factor cost at constant (2011-12) prices 2015-16 is ₹ 113.5 trillion (US\$ 1.668 trillion), as against ₹ 105.5 trillion (US\$ 1.55 trillion) in 2014-15, registering 7.6% growth.
- ❖ Significantly for Delta Corp, hotels, transport and communication services grew 10.7%. Financing, insurance, real estate and business services clocked 11.5% growth.
- ❖ India is one of the strongest performers in mergers and acquisitions M&A. The total transaction value of M&A involving Indian companies was \$ 26.3 billion with 930 deals in 2015 as against \$29.4 billion for 870 deals in 2014. Telecom was dominant, accounting for 40% of the total value. Private equity (PE) investments, meanwhile, increased 86% to \$1.43 billion. Total PE investments for 2015 hit a record high of \$19.5 billion through 159 deals, said the PwC MoneyTree India report.
- ❖ This is where the Start-up India initiative comes into play. The dedicated start-up fund worth ₹ 10,000 crore and tax incentives are encouraging steps.
- ❖ Given the increasing urbanisation of the country, the government launched the creation of 100 smart cities as well as the Atal Mission for Rejuvenation and Urban Transformation for 500 cities with outlays of ₹ 48,000 crore and ₹ 50,000 crore respectively. The smart cities will abut larger cities and will boast of modern infrastructure.
- ❖ Lastly, the World Bank said India's per capita income would cross ₹ 100,000 in FY 2017 from ₹ 93,231 in FY 2016.

The government has committed reforms more reforms and, importantly, a stable, equitable tax regime. These reforms include a strong focus on education, skills and entrepreneurship.

Transparency is important in government dealings. To this end, the Cabinet Committee of Economic Affairs (CCEA) approved allocation of coal linkages for non-regulated sectors through e-auctions, which will make transparent the allotment process and ensure fairness for all players.

Under Digital India, we are set to witness a transformation. A digital employment exchange will match candidates and employers, and improve service delivery. Also, the initiative will have implications on critical areas such as education and healthcare. All major tourist spots will get wi-fi connectivity.

All of this augurs well for the country as well as Delta Corp Limited.

## INDUSTRY OVERVIEW

The global industry for casinos and gaming is estimated to have a current net worth of just over \$450 billion.

Growth in the industry was positively impacted by governments that formerly banned casinos changing their stances and allowing not just casino operations but also foreign investment in them as well as ownership. Also, many new establishments opened; these include mega casinos with hotels and major entertainment services that attract domestic and international customers.

Over the past few years, the casino and online gaming industry has witnessed significant shifts, the most major of which has been the shift of revenue growth from the US to Asia. Though new markets in the US are opening up, the revenue shift towards Asia mirrors that witnessed in many other industries.





## MANAGEMENT DISCUSSION AND ANALYSIS

Most industry analysts believe that this trend will continue and the industry will see growth accelerate. A lot will depend on global economic indicators.

Global gaming revenues will remain stable this year. This forecast is based on supportive economic conditions, with increase in travel across Europe, the US and the Asia-Pacific region.

Though China's economy seems to have experienced a few hiccups, it is unlikely to affect tourism expenditures as the country shifts to consumption-based growth.

A fast-growing middle class and rising income in China will continue to spell good news, spurring large casino developments and expansions in Vietnam, Malaysia and the Philippines. Australia too will see rising tourism from Asia leading to increased gaming revenue. Recognising this, it has allowed billions of dollars of investment in casino projects.

Globally, though there are some worrying indicators, household expenditure has remained steady, which is good news for travel and gaming.

Regulations will, of course, continue to impact casino profitability and diversification will add stability to the industry.

Casino operators across the world have embarked on expansions. Las Vegas Sands, Wynn and MGM have invested in Macau, with the latter two expanding in Massachusetts too. Australia-based Crown Resorts have reduced their stake in a jointly owned Macau property to meet capital requirements for a development in Sydney. They are also pursuing expansion in the Las Vegas Strip.

Legal online gaming, meanwhile, is still in its early stages. Very few countries have okayed it. The UK introduced regulation in late 2014 to control and tax online gaming platforms, leading to 2015 receipts of \$4.3 billion. New Jersey and Delaware allowed online gaming in 2013 and have seen combined annual revenues of \$125 million.

The world's largest online gaming company is the Montreal-based Amaya Inc. In 2014, it acquired poker websites Full Tilt and Poker Stars for nearly \$5 bn and has grown rapidly, earning C\$1.4 billion in 2015.

Online gaming is becoming increasingly popular, with legal online gaming accounting for 3% of global gaming revenue. As more countries legalise it and set in place regulations, this number is bound to increase.

### **Gaming industry in India**

India has traditionally seen a massive quantum of illegal gambling despite the plethora of laws banning it. For instance, illegal betting on cricket has been at the centre of much controversy and investigation. The legal forms of betting – lotteries (the industry is valued at \$12.5 billion) and horse racing (annual turnover of \$350 million) – have always witnessed great interest.

In India, gaming has always had tough entry barriers and a limit on the number of licenses. Obtaining licences can be time consuming and costly. Despite this, in Goa alone, the casino industry is growing steadily.

In Goa and Daman, where most gaming companies operate, the laws (The Goa, Daman and Diu Public Gambling Act 1976), allow casinos only in five-star hotels or offshore vessels. These licences, which are costly, are issued usually for a period of five years and renewable after that period.

Goa continues to be the centre of the gaming industry. This is because Goa is a leading tourist attraction for the domestic and international markets. Also, its easy accessibility from all major Indian financial centres plays a role.

### **Hospitality industry in India**

The tourism and hospitality industry is a key growth driver in India's services sector. Hotels and restaurants are part of the second-largest sub-segment of the services sector, contributing \$295.7 billion or 19.2% of the GDP in

2015-16 and growing 8.9% annually. Given India's culture and history, tourism has always been important. It is a major employer and source of foreign exchange.

Rating agency ICRA estimated Indian hotels' revenue growth at 9%-11% per cent in 2015-16, making us the fastest growing nation in the wellness tourism sector over the next five years.

The industry is expected to generate 13.45 million jobs. The Ministry of Tourism is doing its bit by helping the industry meet the demand for trained manpower by providing hospitality education and upgrading skills of service providers.

India has leaped 13 positions to 52 from 65 earlier in the Tourism and Travel Competitive Index.

Here too India's growing prosperity is helping. Growing disposable income is fuelling the growth of tourism. Total outbound trips increased 8.7% to 19.9 million in 2015 and inbound tourist volume grew at 6.8% during 2010-15.

Foreign tourist arrivals grew at 3.7% to 5.29 Lacs year-on-year in May 2016. Foreign exchange earnings in the same month grew 8.2% year-on-year to ₹ 10,285 crore (\$1.52 billion).

Tourists using e-visas in June 2016 numbered 36,982 – a year-on-year growth of 137.7%. Online hotel bookings are expected to double this year thanks to growing connectivity.

An expansion of the e-visa scheme will help further.

## **BUSINESS REVIEW**

Delta is the largest gaming company in India and enjoys dominant presence in Goa's offshore casino market. It owns 3 offshore gaming licenses and one land based casino license in Goa. It has around 1,700 gaming positions in Goa with 4 operational casino properties. Relaunch of Deltin Caravela (third offshore casino) in Goa will significantly boost the company's revenues and margins going ahead. Delta is expected to start its integrated casino resort in Daman (subject to approvals) with 1,000 gaming positions. Given that Daman has a catchment area of ~35mn people as against just 4mn in Goa, the casino resort would be a key trigger for the company.

All gaming and hospitality businesses of the Company are under the DELTIN brand, making DELTIN India's first Integrated Gaming and Hospitality brand. The brand as well as its IPR is owned by Delta Corp Limited.

## **Gaming and Entertainment**

### **Goa**

With three of the six offshore gaming licenses and with one land based casino license in Goa, Delta Corp Limited (Delta) is by far the largest gaming player in Goa. It has around 1,700 gaming positions.

The Company has three offshore casinos and one land based casino at Goa.

These Casinos are:

### **❖ DELTIN ROYALE**

With 950 gaming positions, Deltin Royale has the distinction of being India's largest live offshore casino spread over four floors with 116 tables and 250 slot machines. The casino also has India's largest dedicated poker room – Royale Poker Room. It has world class dining and entertainment in 'Vegas' restaurant and 'Whiskys' – the exclusive lounge with an enviable collection of single malt whiskeys. Private gaming suites are also available.



## MANAGEMENT DISCUSSION AND ANALYSIS

### ❖ DELTIN JAQK

Deltin Jaqk with around 500 gaming positions, offers a range of international games, live entertainment and VIP gaming areas. High speed feeder boats ensure that guests reach the casino in thrilling style. It provides entertainment for the entire family catering to Children who can play to their heart's content at the dedicated playroom while toddlers can have fun at the crèche. The casino also has an Aquabar as well as two VIP suites.

### ❖ DELTIN CARAVELA

India's first off-shore gaming casino, Deltin Caravela was relaunched in year 2016. With around 130 gaming positions, the boutique luxury floatel combines gaming thrill with entertainment. The Floatel boasts of several luxuries like the Skylite restaurant and a state-of-the-art Spa. Deltin Caravela also has private rooms.

### ❖ DELTIN SUITES

Delta currently operates a total gaming area aggregating to around 3,000 sq. ft. at Deltin Suites, Goa. The Casino has an around 85 gaming positions. Deltin Suites, thus offers a complete family entertainment package to its guests.

### Daman

The Company launched The Deltin, Daman in March 2014. Daman is located on the Mumbai-Ahmedabad route. The Deltin will be India's largest integrated casino resort with 176 rooms. The five star hotel is ideally located to attract guests from Mumbai and Gujarat for combined gaming and holiday experience. The Company has applied for a gaming license and an approval is expected soon. The casino, when operational, will be spread over 60,000 sq. ft. and have about 1,000 gaming positions.

### Sikkim

Delta, in pursuing its strategy of expanding its gaming imprint and starting its ascent will now have a presence in Sikkim, by soon operating a live gaming casino offering around 150 gaming positions, thereby catering to the Eastern region market. Delta has signed a leave and licence agreement for premises in the Denzong Regency Hotel, Gangtok, Sikkim, to operate a casino and has also obtained a provisional licence from the Government of Sikkim under the Sikkim Casino (Control & Tax) Act, 2002 for the same. It is in the process of refurbishing and getting the premises 'casino ready' which should be completed in the next three months.

### Hospitality

Internationally, gaming and hospitality are at the centre of success of gaming destinations like Las Vegas, Macau and Singapore. The synergy of gaming and hospitality creates a unique and unmatched entertainment experience for the entire family comprising of gaming, tourism and hospitality – all packaged in an ideal holiday vacation bundle.

As part of its long-term strategic growth plan, Delta had hospitality integrated and embedded with its gaming business. In line with this, the Company has been steadily developing its hospitality business.

The Company has three hotels in Goa and one in Daman. The Company also owns substantial stake in the holding company of Ramada Caravela Beach Resort with no operational interest or management control.

These hotels are:

❖ **DELTIN SUITES, Goa**

Located near to the popular Coco, Candolim and Calangute beaches in north Goa, the property is ideally located close to the boarding points for the Company's offshore casinos. It has 106 suites with all amenities like two restaurants, lounge bar, spa, gym and swimming pool.

❖ **DELTIN PALMS, Goa**

Located on the banks of the serene Mandovi River, the property is a boutique hotel with 27 rooms. The rooms provide a rare calm and relaxation for the casino guests.

❖ **VILLA MARINA, Goa**

The Villa Marina is the latest in the Deltin Group's portfolio of luxury properties. The riverside country house is the epitome of modern opulence that offers highly personalised and exclusive experiences. The Villa is ideal for large gatherings of families or friends. It can accommodate 16 adults and 10 children.

❖ **THE DELTIN, Daman**

Spread over a sprawling 10 acres having 300,000 sq. ft. developed area, this is the largest integrated resort in Daman. The property is owned by Daman Hospitality Private Limited, in which Delta Corp Limited has a majority stake. The property is 176 room five star hotel with one of the largest banquet facilities in the region with 3 bars, 4 specialty restaurants, 27,000 sq. ft. of indoor event (MICE) space and 8,000 sq.ft of high-end retail space.

## FINANCIAL REVIEW

**INCOME:** Consolidated income for the company for 2015-16 was ₹ 37,786 Lacs compared to ₹ 29,997 Lacs for the previous year.

**EBITDA:** Consolidated EBITDA for the year was ₹ 12,872 Lacs compared to ₹ 7,395 Lacs for the previous year.

**PAT:** For the year 2015-16, there was a Net Profit after Tax of ₹ 4,258 Lacs against a Net Loss after Tax of ₹ (2,277) Lacs for the previous year.

## OUTLOOK AND OPPORTUNITIES

Given the overall economic outlook detailed above, as well as the business outlook, it is clear that the India story is on sound footing. All global institutions, such as the World Bank and the IMF, have given the economy the thumbs up, with various thought leaders describing it as the shining star amid worrying signs the world over.

We are seeing a definite uptick in consumer demand and positivity in factors such as inflation, the current account deficit and interest rates.

The growth in our tourism and hospitality sectors will remain robust, playing its part for the economy as a whole but also within through its community-related work across the country.

All of this is good news for Delta Corp. We have a dominant presence in Goa and Daman, having established high-end casinos and hotel properties. We have created significant brand equity, and the opening of our casinos in Daman and Sikkim will boost it further.

## RISK MANAGEMENT

Risk management is a critical part of our operations. While risks cannot be completely eliminated, they can be anticipated and we can prepare for them so that their impact is minimal.



# MANAGEMENT DISCUSSION AND ANALYSIS

## Fluctuations in Economy

Gaming and hospitality is directly impacted by the overall economy, reflecting the economic cycle closely. While any major economic upheaval will impact us, the likelihood of that happening in India is minuscule. The Indian economy is doing well and there is no reason to believe it will not continue to do so.

## Competition Risk

Our business has significant entry barriers and requires major capital investment. It requires also a mix of skill and experience. As the dominant player in this space, we have all the requisites needed to overcome any competition.

## Regulatory Risk

The gaming business is subject to strict regulation and laws. These differ from state to state and any major changes can adversely affect the company. However, most states are aware of the benefits of gaming and hospitality business and are likely to ensure a favourable climate for our industry.

## INTERNAL CONTROL SYSTEMS

The Company has appropriate and sufficient internal control systems in place commensurate with the size and the industry it operates in. The Company has a well-laid framework of systems, processes, procedures and policies to ensure compliance to statutes and laws, as well as to ensure optimum and sufficient use of resources. The Company monitors expenses on a regular basis to ensure that these are within the budgeted targets. Regular internal audit through external agency to test the adequacy and effectiveness of its internal control processes and also suggest improvement and upgrades to the management. All rules, policies, statutes and legislations are strictly followed and adhered to by the Company. The Company specifically ensures that all environment protection norms are followed without any compromise.

## MATERIAL DEVELOPMENTS IN HUMAN RESOURCES

The Company believes that employees are the most valuable resource for any establishment and are the utmost valuable assets. The Company has laid down stringent measure to make sure that the safety and health of its employees is secured. The Company has a professional and healthy work culture built around strong corporate values. It also encourages and supports its employees to upgrade their skills on a continual basis through organizing skill development programmes. Employees are also encouraged to participate in professional skills and training development courses.

## CAUTIONARY STATEMENT

This report contains statements that may be “forward looking” including, but without limitation, statements relating to the implementation of strategic initiatives and other statements relating to Company’s future business developments and economic performance. While these forward looking statements indicate our assessment and future expectations concerning the development of our business, a number of risks, uncertainties and other unknown factors could cause actual developments and results to differ materially from our expectations. These factors include, but are not limited to, general market, macroeconomic, governmental and regulatory trends, movements in currency exchange and interest rates, competitive pressures, technological developments, changes in the financial conditions of third parties dealing with us, legislative developments and other key factors that could affect our business and financial performance. Company undertakes no obligation to publicly revise any forward looking statements to reflect future / likely events or circumstances.





## COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is an ethically driven business process that is committed to values and conduct aimed at enhancing an organisation's wealth generating capacity. This is ensured by taking ethical business decisions and conducting the business with a firm commitment to values, while meeting stakeholders' expectations.

The Company believes that good governance is a continuing exercise and reiterates its commitment to pursue highest standards of Corporate Governance in the overall interest of all its stakeholders. The Company fully subscribes to the principles and spirit of Corporate Governance. The Company has adopted transparency, disclosure, accountability and ethics as its business practices. Corporate Governance is an integral part of the philosophy of the Company in its pursuit of excellence, growth and value creation. In addition to complying with the statutory requirements, effective governance systems and practices towards improving transparency, disclosures, internal controls and promotion of ethics at work place have been institutionalised.

A report on compliance with the principles of the Corporate Governance as on 31<sup>st</sup> March, 2016 as prescribed by the Securities and Exchange Board of India read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) is given below:

## BOARD OF DIRECTORS

### A. Composition of the Board

As on 31<sup>st</sup> March, 2016, in compliance of Regulation 17 of Listing Regulations and/or the erstwhile Clause 49 of the Listing Agreement, the Board has an optimum combination of Executive, Non-Executive and Independent Directors, comprising of One (1) Executive Director and 6 (Six) Non-Executive Directors of which Four (4) are Independent Directors. The Company has Non-Executive Chairman who is the promoter of the Company.

All Independent Directors of the Company have been appointed as per the provisions of the Companies Act, 2013, Clause 49 of erstwhile Listing Agreement and Regulation 16 (1) (b) and Regulation 25 of the Listing Regulations. The terms and conditions of their appointment are disclosed on the Company's website.

The Board has constituted various Committees with an optimum representation of its members and has assigned them specific terms of reference in accordance with the Companies Act, 2013 and the Listing Regulations. These Committees hold meetings at such frequency as is deemed necessary by them to effectively undertake and deliver upon the responsibilities and tasks assigned to them. Your Company currently has 8 Committees of the Board viz., Audit Committee, Stakeholders' Relationship Committee, Nomination, Remuneration and Compensation Committee, General Purpose Committee, Risk Management Committee, Investment Committee, Corporate Social Responsibility Committee and Borrowing Committee.

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees (Committees being Audit Committee and Stakeholders Relationship Committee, as per Regulation 26 of the Listing Regulations), across all the listed Companies in which he/she is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors. None of the Directors hold office in more than 20 companies and in more than 10 public companies.

The Board reviews and approves strategy and oversees the results of management to ensure that the long term objectives of enhancing stakeholder's value are met. The day-to-day management of the Company is steered by the Managing Director subject to the supervision and control of the Board of Directors.

### B. Board Procedure

A detailed Agenda folder is sent to each Director in advance of Board and Committee meetings. The Board members, in consultation with the Chairman, may bring up any matter for the consideration of the Board.

All major agenda items are backed by comprehensive background notes and other material information to enable the Board to take informed decisions. Agenda papers (except unpublished price sensitive information) are circulated at least 7 (seven) days in advance to the Board meeting.



### C. Information placed before the Board

Apart from the items that are required under the statutes, to be placed before the Board for its approval, the following information is placed before the Board periodically for its review / information in compliance with the Listing Agreement/Regulations.

1. Annual operating plans and budgets and any updates.
2. Capital budgets and any updates.
3. Quarterly results for the company and its operating divisions or business segments.
4. Minutes of meetings of Audit Committee and other Committees of the board.
5. The information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
6. Show cause, demand, prosecution notices and penalty notices which are materially important.
7. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
8. Any material default in financial obligations to and by the company, or substantial non-payment for goods sold by the company.
9. Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.
10. Details of any joint venture or collaboration agreement.
11. Transactions that involve substantial payment towards goodwill, brand equity, intellectual property.
12. Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
13. Sale of investments, subsidiaries, assets, which are material in nature and not in normal course of business.
14. Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
15. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.
16. Any other information which is relevant for decision making by the Board.

### D. Post – meeting follow – up systems

The Governance system in the Company include an effective post – meeting follow-up, review and reporting process for action taken / pending on decisions of the Board and its Committees. Action taken Report forms part of the Agenda item of the Board meetings.

### E. Board Support

The Company Secretary of the Company attends all the meetings of the Board and its Committees and advises / assures the Board and Committees on compliance and governance principles.

### F. Code of Conduct

The Board has laid down Code of Conduct for the Board members and for Senior Management and Employees of the Company. The same has been posted on the website of the Company. All Board members and Senior Management Personnels have affirmed compliance with this Code. A declaration to this effect, signed by the Managing Director forms part of this Annual Report.

Apart from sitting fees that they are entitled to under the Companies Act, 2013 as Non-Executive Directors and reimbursement of expenses incurred in the discharge of their duties, none of the Non-Executive Directors have any other material pecuniary relationship or transactions with Company, its promoters, its Directors, its senior management or its subsidiaries and associates. None of the Directors are inter-se related to each.

#### **G. CEO / CFO Certification**

Pursuant to Regulation 17(8) of the Listing Regulations, the Managing Director and the Chief Financial Officer (CFO) of the Company have certified to the Board regarding the Financial Statements for the year ended 31<sup>st</sup> March, 2016. The Managing Director and the CFO have also given quarterly certification on financial results to the Board in terms of Regulation 33 (2) of the Listing Regulations and/or Clause 49 IX of the erstwhile Listing Agreement.

#### **H. Separate Meeting of Independent Directors**

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on 12<sup>th</sup> January, 2016, as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Regulation 25 (3) of the Listing Regulations. At the Meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Directors; and
- Assessed the quality and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### **I. Board and Director Evaluation and criteria for evaluation**

During the year, the Board has carried out an annual evaluation of its own performance, performance of Individual Directors, as well as the evaluation of its Committees.

The Nomination, Remuneration and Compensation Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. The criteria for Board Evaluation includes inter alia, degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Criteria for evaluation of individual Directors include aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings.

Criteria for evaluation of the Committees of the Board include degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The procedure followed for the performance evaluation of the Board, Committees and Directors is detailed in the Directors' Report.

#### **J. Familiarization Programme for Independent Directors**

The Company familiarizes its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

The familiarization programme for Independent Directors is disclosed on the Company's website and the same may be accessed at the link: <http://www.deltacorp.in/pdf/familirisation-programme-for-Independent-Directors.pdf>.



## CORPORATE GOVERNANCE

### K. Details of the Board Meetings held during the financial year

During the financial year ended 31<sup>st</sup> March, 2016, 4 (four) meetings of the Board were held, as follows:

No.	Date	Board Strength	No. of Directors present
1	17 <sup>th</sup> April, 2015	8	7
2	16 <sup>th</sup> July, 2015	8	6
3	21 <sup>st</sup> October, 2015	7	7
4	18 <sup>th</sup> January, 2016	7	5

The maximum gap between two Board Meetings was not more than one hundred and twenty days.

### L. Attendance at the Board Meetings and at Annual General Meeting (AGM), no. of Directorship in other companies, no. of Committee positions held in other public companies

As on 31<sup>st</sup> March, 2016, composition of the Board of Directors and attendance of the Directors at the Board Meetings as well as their Directorship in companies and membership in Committees of public companies is as follows:

Chairmanships/Memberships of Board Committees include only Audit and Stakeholders Relationship Committees of other public companies excluding private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013.

Name of the Director	Category	Number of Board Meetings during the year 2015-2016		Whether attended the last AGM held on 25.09.2015	Number of Directorships in other Companies	Number of Committee positions held in other public companies	
		Held	Attended			Chairman	*Member
Mr. Jaydev Mody (Chairman)	Non-Executive, Promoter	4	4	Yes	12	2	2
Mr. Ashish Kapadia (Managing Director)	Executive, Non-Independent	4	4	Yes	13	0	3
Mrs. Alpana Piramal Chinai	Non-Executive, Independent	4	2	No	15	0	1
Mr. Rajesh Jaggi	Non-Executive, Independent	4	4	No	18	2	3
Mr. Rakesh Jhunjhunwala	Non-Executive, Non-Independent	4	2	No	5	0	0
Mr. Ravinder Kumar Jain	Non-Executive, Independent	4	2	Yes	9	1	1
Dr. Vrajesh Udani	Non-Executive, Independent	4	4	Yes	4	0	4
#Mr. Homi Aibara	Non-Executive, Non-Independent	2	2	No	-	-	-

Note:

\* This is total Number of Membership including the Committee in which he/she is a Chairperson.

# During the year, there was sudden and unfortunate demise of Mr. Homi Aibara, Director of the Company on 12<sup>th</sup> October, 2015.

### Details of the Directors being re – appointed

At the ensuing Annual General Meeting, in accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Rakesh Jhunjhunwala, Director of the Company, retires by rotation. Mr. Rakesh Jhunjhunwala, being eligible, has offered himself for re-appointment as a Director of the Company.

Detailed profile of Mr. Rakesh Jhunjhunwala in line with Regulation 36(3) of the Listing Regulations is forming a part of the Notice of the Annual General Meeting.

### Committees of the Board

#### A. AUDIT COMMITTEE

The Audit Committee is, inter alia, entrusted with the responsibility to monitor the financial reporting, audit process, determine the adequacy of internal controls, evaluate and approve transactions with related parties, disclosure of financial information and recommendation of the appointment of Statutory Auditors. The Audit Committee acts as a link between Statutory and Internal Auditors and the Board of Directors.

#### Composition

The constitution of the Committee is in line with Regulation 18 of the Listing Regulations, Clause 49 of the erstwhile Listing Agreement read with Section 177 of the Companies Act, 2013.

The composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year ended 31<sup>st</sup> March, 2016 is detailed below:

Sr. No	Name of Director	Nature of Directorship	Chairman/Member
1	Mr. Ravinder Kumar Jain	Independent Director	Chairman
2.	Mr. Ashish Kapadia	Managing Director	Member
3.	Mr. Rajesh Jaggi	Independent Director	Member
4.	Dr. Vrajesh Udani	Independent Director	Member

The Audit Committee of the Company was reconstituted during the year on 15<sup>th</sup> January, 2016 by way of Circular Resolution passed by the Board of Directors of the Company.

#### Meeting and attendance

During the financial year ended 31<sup>st</sup> March, 2016, 4 (four) meetings of the Audit Committee were held as follows:

Sr. No.	Date	Committee Strength	No. of Members Present
1.	17 <sup>th</sup> April, 2015	4	3
2.	16 <sup>th</sup> July, 2015	4	3
3.	21 <sup>st</sup> October, 2015	4	3
4.	18 <sup>th</sup> January, 2016	4	3

The maximum gap between two Audit Committee Meetings was not more than one hundred and twenty days.

The terms of reference and Power of Audit Committee were redefined during the year Pursuant to Regulation 18 and part C of Schedule II of Listing Regulations.

The previous Annual General Meeting of the Company held on Friday, 25<sup>th</sup> September, 2015 was attended by Mr. Ravinder Kumar Jain, Chairman of the Audit Committee.





The Audit Committee provides reassurance to the Board regarding the existence of an effective internal control environment that ensures:-

- Efficiency and effectiveness of operation;
- Safeguarding of assets and adequacy of provisions for all liabilities;
- Reliability of financial and other management information and adequacy of disclosures;
- Compliance with all relevant statutes.

### **Powers**

The Audit Committee is empowered, pursuant to its terms of reference, to:

- Investigate any activity within its terms of reference;
- Seek any information it requires from any employee;
- Obtain legal or other independent professional advice and;
- Secure the attendance of outsiders with relevant experience and expertise, when considered necessary.

### **Terms of Reference**

The terms of reference of Audit Committee are in accordance with Section 177 of the Companies Act, 2013 and the guidelines set out in Regulation 18 of the Listing Regulations. The Audit Committee is entrusted with the responsibility to supervise the Company's financial control and reporting process and inter-alia perform the following functions:

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Review with the management the quarterly and annual financial statements and the auditor's report thereon, before submission to the Board for approval.
- Discuss with the statutory auditors, before the audit commences, about the nature and scope of audit, as well as post-audit discussion to ascertain any area of concern.
- Recommend to the Board the appointment, re-appointment and, if required, the replacement or removal of statutory auditors, remuneration and terms of appointment of auditors, fixation of audit fees and to approve payment for any other services rendered by the statutory auditors.
- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- Review with the management, performance of the statutory and internal auditors.
- Review the adequacy of the internal audit function and the adequacy and efficacy of the internal control systems.
- Evaluate internal financial controls and risk management systems.
- Scrutinize inter-corporate loans and investments.
- Discuss any significant findings with internal auditors and follow-up thereon.
- Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.

- Look into the reasons for substantial defaults in payments to depositors, debenture holders, shareholders and creditors.
- Approve transactions, including any subsequent modifications, of the Company with related parties.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Review and monitor the statement of use and application of funds raised through public offers and related matters.
- Review the functioning of the Whistle Blower mechanism.
- Approve the appointment of the Chief Financial Officer after assessing the qualifications, experience and background of the candidate.
- And, generally, all items listed in Part C of Schedule II of the (Regulation 18(3)) of Listing Regulations and in Section 177 of the Companies Act, 2013.

### Review of Information

The Company has systems and procedures in place to ensure that the Audit Committee mandatorily reviews:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Internal Auditor;
- Financial statements as well as investments made by unlisted subsidiaries.
- Statement of deviations as prescribed in Listing Regulations, whenever applicable.

The Chief Financial Officer, Internal Auditors and the Statutory Auditors are invitees to the meetings of the Audit Committee. The Company Secretary acts as the Secretary to the Committee. All the members of the Committee are financially literate and have accounting and financial management expertise.

## B. NOMINATION, REMUNERATION AND COMPENSATION COMMITTEE

The role of the Nomination, Remuneration and Compensation Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013, Regulation 19 and Part D of Schedule II of the Listing Regulations. The Composition of Nomination Remuneration and Compensation Committee is as follows:

Sr. No	Name of Director	Nature of Directorship	Chairman/Member
1	Mrs. Alpana Piramal Chinai	Independent Director	Chairman
2.	Mr. Jaydev Mody	Non - Executive Director	Member
3.	Mr. Rajesh Jaggi	Independent Director	Member

The terms of reference and powers of Nomination, Remuneration and Compensation Committee were redefined during the year pursuant to Regulation 19 of the Listing Regulations.

The Company Secretary acts as the Secretary to the Committee.



## Meeting and attendance

During the financial year ended 31<sup>st</sup> March, 2016, 2 (two) meetings of the Nomination, Remuneration and Compensation Committee were held as follows:

Sr. No.	Date	Committee Strength	No. of members present
1.	14 <sup>th</sup> January, 2016	3	3
2.	18 <sup>th</sup> January, 2016	3	2

## Terms of reference

- Make recommendations regarding the composition of the Board; identify Independent Directors to be inducted to the Board from time to time.
- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and carry out evaluation of every Director's performance.
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- Formulate criteria for evaluation of Independent Directors and the Board.
- Devise a policy on Board Diversity.
- Evaluate and approve the appointment and remuneration of senior executives, including the Key Managerial Personnel, the Company's remuneration plan, annual salary increase principles and budgets, annual and long term incentive plans of the Company, policies and programmes such as succession planning, employment agreements, severance agreements and any other benefits.
- Establish key performance metrics to measure the performance of the Managing Director, Key Managerial Personnel and the executive team.
- Review and recommend to the Board the remuneration and commission to the managing and executive Directors and define the principles, guidelines and process for determining the payment of commission to non-executive Directors of the Company.

## Nomination and Remuneration Policy

The Company's philosophy for remuneration of Directors, Key Managerial Personnel and all other employees is based on the commitment of fostering a culture of leadership with trust. The Company has adopted a Policy for remuneration of Directors, Key Managerial Personnel and other employees, which is aligned to this philosophy. The key factors considered in formulating the Policy are as under:

- (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The key principles governing the Company's Remuneration Policy are as follows:

#### **Remuneration for Independent Directors and Non-independent Non-executive Directors**

- Independent Directors and Non-independent Non-executive Directors may be paid sitting fees for attending the Meetings of the Board and of Committees of which they may be members, and commission within regulatory limits, as recommended by the Nomination, Remuneration and Compensation Committee and approved by the Board.
- Overall remuneration should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company; taking into consideration the challenges faced by the Company and its future growth imperatives. Remuneration paid should be reflective of the size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay the remuneration and be consistent with recognized best practices.
- The remuneration payable to Directors shall be inclusive of any remuneration payable for services rendered in any other capacity, unless the services rendered are of a professional nature and the Nomination, Remuneration and Compensation Committee is of the opinion that the Director possesses requisite qualification for the practice of the profession.

#### **Remuneration for Managing Director/ Executive Directors / Key Managerial Personnel/ rest of the Employees**

- The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be market competitive, driven by the role played by the individual, reflective of the size of the Company, complexity of the sector/industry/ Company's operations and the Company's capacity to pay, consistent with recognized best practices and aligned to any regulatory requirements.
- Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience. In addition, the Company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings. The Company also provides employees with a social security net subject to limits, by covering medical expenses and hospitalization through re-imbursements or insurance cover and accidental death and dismemberment through personal accident insurance. The Company provides retirement benefits as applicable.
- In addition to the basic/ fixed salary, benefits, perquisites and allowances as provided above, the Company provides Managing Director/ Executive Directors such remuneration by way of commission, calculated with reference to the net profits of the Company in a particular financial year, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013.

#### **Service Contract, Severance Fee and Notice Period**

The Company has entered into a service contract with Managing Director of the Company, Mr. Ashish Kapadia. As per the contract, Mr. Ashish Kapadia is required to give notice of 180 days for pre-termination of contract and accordingly severance fees shall be paid as per the terms and conditions of the contract.

#### **Employee Stock Option Scheme**

During the financial year ended 31<sup>st</sup> March, 2016, the Company has not granted any ESOS under DELTACORP ESOS 2009.



## CORPORATE GOVERNANCE

### Details of remuneration paid to Executive and Non Executive Directors for the year ended 31<sup>st</sup> March, 2016 and their relationship with other Directors of the Company

#### Executive Director

(₹ in Lacs)

Name	Relationship with other Directors	Salary (₹)	Stock Option (₹)	Benefits, perks and allowances (₹)	Commission (₹)	Contribution to Provident Fund (₹)	Stock Option granted upto 31 <sup>st</sup> March, 2016
Mr. Ashish Kapadia	None	104.35	-	0.40	9.92	NIL	26,46,000

#### Non Executive Directors

(₹ in Lacs)

Name	Relationship with other Directors	Sitting Fees (₹)	Commission (₹)	Total (₹)
Mr. Jaydev Mody	None	0.40	-	0.40
Mrs. Alpana Piramal Chinai	None	0.20	-	0.20
Mr. Homi Aibara	None	0.20	-	0.20
Mr. Rajesh Jaggi	None	0.70	-	0.70
Mr. Rakesh Jhunjhunwala	None	0.20	-	0.20
Mr. Ravinder Kumar Jain	None	0.53	-	0.53
Dr. Vrajesh Udani	None	0.48	-	0.48

During the financial year ended 31<sup>st</sup> March, 2016, except payment of sitting fees and dividend on ordinary shares held, if any, by the Non - Executive Directors, the Company do not have any pecuniary relationship or transactions with the Non - Executive Directors.

#### Shareholding of Non-executive Directors

The Individual shareholding of Non-executive Directors (including shareholding as joint holder) as on 31<sup>st</sup> March, 2016 is given below:

Names	No. of shares held
Mr. Jaydev Mody	200
Mrs. Alpana Piramal Chinai	3,000
Mr. Rajesh Jaggi	21,000
Mr. Rakesh Jhunjhunwala	1,05,00,000
Mr. Ravinder Kumar Jain	0
Dr. Vrajesh Udani	60,000

### C. STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. The Committee met 5 (five) times during the financial year 2015-16.



The constitution of the Stakeholders Relationship Committee of the Board of Directors of your Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2015-16 is detailed below:

### Composition

The Stakeholders Relationship Committee as on 31<sup>st</sup> March, 2016 comprises of 3 (three) members

Sr. No.	Name of Director	Nature of Directorship	Chairman/Member
1	Mr. Jaydev Mody	Non - Executive Director	Chairman
2.	Mrs. Alpana Piralal Chinai	Independent Director	Member
3.	Mr. Ashish Kapadia	Executive Director	Member

The Company Secretary acts as the Secretary to the Committee.

### Meeting and attendance

During the financial year ended 31<sup>st</sup> March, 2016, 5 (five) meetings of the Stakeholders Relationship Committee were held, as follows:

Sr. No.	Date	Committee Strength	No. of Members present
1.	3 <sup>rd</sup> April, 2015	3	2
2.	16 <sup>th</sup> July, 2015	3	2
3.	20 <sup>th</sup> August, 2015	3	3
4.	21 <sup>st</sup> October, 2015	3	3
5.	15 <sup>th</sup> January, 2016	3	3

### Terms of reference

The constitution and terms of reference of Stakeholders Relationship Committee are in compliance with provisions of Section 178 (5) of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

The Committee oversees and reviews all matters connected with transfer of securities and also approves issue of duplicate share certificates, split of share certificates, etc. Also the Committee looks into redressal of Shareholder's/Investor's' complaints / grievances pertaining to transfer or credit of shares / transmissions / dematerialisation / rematerialisation / split / issue of duplicate Share Certificates, non receipt of annual reports, dividend payments and other miscellaneous complaints. The Committee reviews performance of the Share Transfer Agent and recommends measures for overall improvement in the quality of investor services.

The terms of reference and powers of Stakeholders Relationship Committee were redefined during the year pursuant to Regulation 20 of the Listing Regulations.

### Redressal of Investors Grievances

The Company addresses all complaints, suggestions and grievances expeditiously and replies have been sent / issued usually within 7-10 days except in case of dispute over facts or other legal impediments.

During the financial year under review, 1 investor's complaint was received which was resolved and there are no complaints pending at the end of the financial year.



## CORPORATE GOVERNANCE

### DETAILS OF ANNUAL GENERAL MEETINGS:

Location, date and time of Annual General Meetings held during the last 3 years:

Year	Location	Date	Day	Time	No. of Special Resolutions
2012- 13	Peninsula Centre, No 4, Galaxy Co-op. Housing Society, Off Dhole Patil Road, Pune - 411 001, Maharashtra.	30 <sup>th</sup> August, 2013	Friday	2.30 p.m.	0
2013- 14	Vivanta By Taj - Blue Diamond, 11, Koregaon Road, Pune - 411 001, Maharashtra	26 <sup>th</sup> September, 2014	Friday	3.00 p.m.	5
2014- 15	Vivanta By Taj - Blue Diamond, 11, Koregaon Road, Pune - 411 001, Maharashtra	25 <sup>th</sup> September, 2015	Friday	3.00 p.m.	1

During the financial year ended 31<sup>st</sup> March, 2016, no resolution was passed by Postal Ballot. At present there is no proposal to pass any resolution by Postal Ballot.

### Disclosures

- a) During the financial year 2015-2016, there were no materially significant transactions entered into between the Company and its promoters, directors or the management or relatives etc. that may have potential conflict with the interests of the Company at large.

The Register of Contracts detailing the transactions, in which the Directors are interested, is placed before the Board /Audit Committee on a quarterly basis. Transactions with related parties are disclosed by way of Notes to the Accounts, which forms part of this Annual Report.

- b) During the year 2012-2013, Securities and Exchange Board of India (SEBI) had issued a Show Cause Notice to the Company in the matter of purchase of warrants of UTV Software Communications Limited under Securities Contracts (Regulation) Act, 1956 and the same was reported in previous years Corporate Governance Report. On 19<sup>th</sup> August, 2013, SEBI has issued Consent Order in the said matter and the Company has made necessary compliance as per the said order.

Except as stated above, the Company has complied with the requirements of Stock Exchanges, SEBI and all other statutory authorities on all matters related to the capital markets during the last three years. There were no penalty imposed nor did any strictures pass on the Company by Stock Exchanges, SEBI and all other statutory authorities. The Company has not received any material Demand, Show Cause, Prosecution, Penalty Notice etc.

- c) The Managing Director and the Chief Financial Officer have certified to the Board in accordance with Regulation 17(8) of the Listing Regulations pertaining to CEO/ CFO certification for the financial year ended 31<sup>st</sup> March, 2016.
- d) The Company has a well defined risk management framework in place. The Company periodically places before the Audit Committee and the Board, the key risks and the risk assessment and mitigation procedures followed by the Company.
- e) The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.
- f) The Policy for determining 'material' subsidiaries is disclosed on website of the Company and the same may be accessed at the link: <http://www.deltacorp.in/pdf/Policy-for-Determining-Material-Subsidiaries-2015.pdf>.

- g) The Policy on dealing with related party transactions is disclosed on website of the Company and the same may be accessed at the link: <http://www.deltacorp.in/pdf/Related-Party-Transactions-Policy.pdf>.
- h) The Company is fully compliant with the applicable mandatory requirements of Regulation 17 of the Listing Regulations. As far as Non-mandatory requirements are concerned, the Company has separate individuals occupying the position of Chairman and that of Managing Director. The Internal Auditors directly reports to the Audit Committee.

## MEANS OF COMMUNICATION

### Financial Results

Quarterly financial results are regularly submitted to the Stock Exchanges in accordance with the Listing Regulations and/or the erstwhile Listing Agreement and published in following leading newspapers:

- Economic Times (English)
- Maharashtra Times (Marathi)

The financial results are displayed on Company's website on [www.deltacorp.in](http://www.deltacorp.in). The Management Discussion & Analysis Report forms part of this Annual Report.

Presentations made to institutional investors are available on Company's website at [www.deltacorp.in](http://www.deltacorp.in).

## GENERAL SHAREHOLDER INFORMATION

### Annual General Meeting:

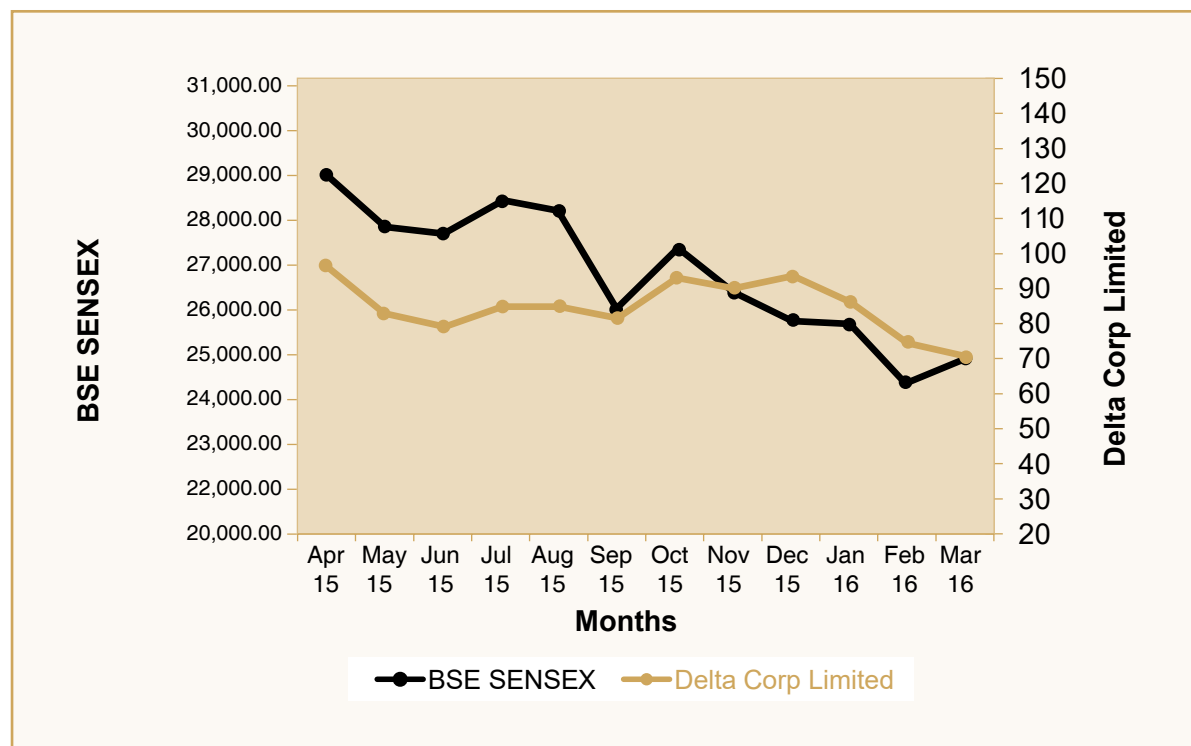
Date and Time	Friday, the 23 <sup>rd</sup> day of September, 2016, at 3.00 P.M			
Venue	Vivanta By Taj - Blue Diamond, 11, Koregaon Road, Pune - 411 001, Maharashtra			
As required under Regulation 36(3) of the Listing Regulations, particulars of Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting (AGM) are given in the Annexure to the Notice of the AGM to be held on Friday, 23 <sup>rd</sup> September, 2016				
Financial Year	1 <sup>st</sup> April to 31 <sup>st</sup> March.			
Dates of Book Closure	From Friday, the 16 <sup>th</sup> day of September, 2016 To Friday, the 23 <sup>rd</sup> day of September, 2016 (both days inclusive.)			
Dividend payment date	The final Dividend, if declared by the Shareholders at the Annual General Meeting shall be paid / credited on or before 22 <sup>nd</sup> October, 2016, i.e. within 30 days from the date of declaration.			
Dividend History	Sr	Financial Year	Dividend Per Equity Share (₹)	Date of Declaration
	1	2012-13	0.25	30 <sup>th</sup> August, 2013
	2	2013-14	0.25	26 <sup>th</sup> September, 2014
	3	2014-15	0.10	25 <sup>th</sup> September, 2015
Stock Exchange where Company's Shares are listed	BSE Limited Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai 400 001, Maharashtra. Scrip Code : 532848			
	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra. Scrip Symbol : DELTACORP			
Listing fees:	The Company has paid the listing fees to all the Stock Exchanges, where its securities are listed till 31 <sup>st</sup> March, 2016.			



## CORPORATE GOVERNANCE

### Stock Market Price data: High /Low during each month for the financial year ended 31<sup>st</sup> March, 2016

Months	BSE Limited		National Stock Exchange of India Limited	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2015	97.10	76.00	97.15	76.00
May 2015	83.25	70.50	83.10	71.65
June 2015	79.50	67.50	79.60	67.65
July 2015	85.40	72.05	85.40	72.10
August 2015	85.35	65.10	85.40	65.00
September 2015	82.00	69.50	82.15	69.40
October 2015	93.35	77.10	93.30	77.15
November 2015	90.60	77.00	90.70	78.00
December 2015	93.90	76.15	93.50	76.15
January 2016	86.50	67.20	86.40	67.05
February 2016	74.80	49.00	74.95	50.75
March 2016	70.90	50.15	70.85	50.10



### Share Transfer Agents

Freedom Registry Limited  
Plot No. 101 / 102, 19<sup>th</sup> Street,  
MIDC, Satpur,  
Nasik - 422 007, Maharashtra.

Tel: (0253) 2354032, 2363372  
Email: [support@freedomregistry.in](mailto:support@freedomregistry.in)  
Fax: (0253) 2351126

### Share Transfer Process

Shares in physical form are processed by the Share Transfer Agent within 15 days from the date of receipt, if the documents are complete in all respects. Chairman, Managing Director and Company Secretary has been severally empowered to approve transfers. The same shall be ratified by the Stakeholders Relationship Committee.

### Distribution of Equity Shareholding according to Numbers as at 31<sup>st</sup> March, 2016

Category	No. of holders	% to total number of shareholders	No. of shares held in that slab	% to total number of shares
1 to 5000	71,806	98.02	2,93,11,254	12.71
5001 to 10000	688	0.94	52,01,945	2.26
10001 to 20000	360	0.49	53,19,760	2.31
20001 to 50000	221	0.30	69,89,544	3.03
50001 to 100000	83	0.11	60,64,913	2.63
100001 & above	101	0.14	17,77,76,688	77.07
<b>TOTAL</b>	<b>73,259</b>	<b>100.00</b>	<b>23,06,64,104</b>	<b>100.00</b>

### Distribution of Equity Shareholding according to categories of Shareholders as at 31<sup>st</sup> March, 2016

Sr. No.	Category of Shareholder	Number of Share holders	Number of shares	%
(A)	Shareholding of Promoter and Promoter Group	9	9,42,57,471	40.86
(B)	Public shareholding			
1	Institutions			
	(a) Mutual Funds/ UTI	1	1,944	0.00
	(b) Financial Institutions / Banks	2	95,441	0.04
	(c) Insurance Companies	1	5,26,275	0.23
	(d) Foreign Institutional Investors	44	2,81,70,129	12.21
2	Non-Institutions			
	(a) Bodies Corporate	1,131	1,91,38,321	8.30
	(b) Individuals			
	(i) holding nominal share capital up to ₹ 2 Lacs	71,284	4,69,82,003	20.37
	(ii) holding nominal share capital in excess of ₹ 2 Lacs	26	3,80,94,579	16.52
	NRIs	615	25,87,432	1.12
	Clearing Member	143	8,10,509	0.35
	Total Public Shareholding	73,247	1,36,406,633	59.14
	<b>TOTAL (A) + (B)</b>	<b>73,256</b>	<b>23,06,64,104</b>	<b>100.00</b>





### Dematerialisation of shares and liquidity

As on 31<sup>st</sup> March, 2016, 22,65,79,904 Equity Shares (98.23 % of the total number of shares) are in demat form as compared to 22,64,71,924 Equity Shares (98.18% of the total number of shares) as on 31<sup>st</sup> March, 2015.

### Outstanding GDRs/ ADRs / Warrants or any convertible instruments

The Company has not issued any GDR's/ADR's, Warrants or any convertible instruments during the financial year ended 31<sup>st</sup> March, 2016.

### Plant Location

The Company has no manufacturing plant.

### Investor Correspondence

Shareholders can contact the following official for secretarial matters of the Company.

Name	Address	Telephone No. /Fax No.	Email id
Mr. Dilip Vaidya Company Secretary & Compliance Officer	Bayside Mall, 2 <sup>nd</sup> Floor, Opp. Sobo Central Mall, Tardeo Road, Haji Ali, Mumbai - 400 034, Maharashtra	(022) 4079 4700 (022) 4079 4777	<a href="mailto:secretarial@deltin.com">secretarial@deltin.com</a>

## DECLARATION

I, Ashish Kapadia, Managing Director of Delta Corp Limited hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended 31<sup>st</sup> March, 2016.

**For Delta Corp Limited**

**Ashish Kapadia**  
**Managing Director**  
**DIN: 02011632**

Date : 1<sup>st</sup> August, 2016

## CERTIFICATE OF COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

The Members of  
**Delta Corp Limited**  
10, Kumar Place,  
2408, General Thimayya Road,  
Pune 411 001

We have examined the compliance of conditions of corporate governance by Delta Corp Limited ('the Company') for the year ended March 31, 2016, as stipulated in Clause 49 of the Listing Agreement executed by the Company with the BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE') for the period from April 1, 2015 to November 30, 2015; and as prescribed in Regulations 17 to 27, 46 (2) (b) to (i) and para C, D and E of Schedule V of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) for the period from December 1, 2015 to March 31, 2016. We state that the compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us and the representation made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement/ LODR.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

**For A K Jain & Co**  
**Company Secretaries**

**Ashish Jain**  
**Proprietor**  
**FCS: 6058. COP: 6124**

Place: Mumbai  
Date: 1<sup>st</sup> August, 2016



# INDEPENDENT AUDITORS' REPORT

## To the Members of Delta Corp Limited

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Delta Corp Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, its profit and its cash flows for the year ended on that date.

### Emphasis of Matter

We draw attention to Note 40 to the standalone financial statements with regard to MAT Credit Entitlement of ₹ 2,000.59 Lacs, which is based on the judgment of the management.

Our report is not modified in respect of this matter.

### Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Sub-Section (11) of Section 143 of the Act, we give in "Annexure 1", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid standalone financial statements read with Note 1 (a) thereto comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in "Annexure 2";
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 28(i) on Contingent Liabilities to the standalone financial statements;
    - (ii) The Company did not have any long-term contracts including derivative contracts. Hence, the question of any material foreseeable losses does not arise;
    - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Haribhakti & Co. LLP**  
Chartered Accountants  
Firm's Registration No. 103523W

**For Amit Desai & Co**  
Chartered Accountants  
Firm's Registration No. 130710W

**Chetan Desai**  
Partner  
Membership No. 017000  
Place: Mumbai  
Date: April 25, 2016

**Amit Desai**  
Partner  
Membership No. 032926



## ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

**[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Delta Corp Limited on the standalone financial statements for the year ended March 31, 2016]**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) During the year, the fixed assets of the Company have been physically verified by the management and as informed, no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The title deeds of immovable properties recorded as fixed assets in the books of account of the Company are held in the name of the Company.
- (ii) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. As informed, no material discrepancies were noticed on physical verification carried out during the year.
- (iii) The Company has granted unsecured loans to companies covered in the register maintained under Section 189 of the Act.
  - (a) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the interest free unsecured loans granted by the Company to two parties covered in the register maintained under Section 189 of the Act, (balance outstanding as on March 31, 2016 is ₹ 23,542.28 Lacs) are prejudicial to the Company's interest.
  - (b) The schedule of repayment of principal and payment of interest in respect of such loans has not been stipulated. These loans are repayable on demand and principal and interest thereon has been received whenever demanded by the Company. Thus, we are unable to comment on whether the repayments or receipts are regular and report amounts overdue for more than ninety days, if any, as required under paragraph 3(iii)(c) of the Order.
- (iv) Based on information and explanation given to us in respect of loans, investments, guarantees, and securities, the Company has complied with the provisions of Section 185 of the Act. Further, Section 186 of the Act is not applicable to the Company as it is engaged in the business of hotels and entertainment centres.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of Sections 73 to 76 of the Act and the rules framed there under.
- (vi) As per information and explanation given to us, the Central Government has prescribed the maintenance of cost records for a product of the Company under Sub-Section (1) of Section 148 of the Act and the rules framed there under. However, during the year, there is no construction activity carried out which is specified in Companies (Cost Accounting Records) Rules, 2014.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, custom duty, cess and any other material statutory dues applicable to it except in case of entertainment tax where there have been delays in deposit.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, customs duty, cess and any other material statutory dues applicable to it, were outstanding, at the year end, for a period of more than six months from the date they became payable.



- (b) According to the information and explanations given to us, there are no dues with respect to income tax, sales tax, service tax, value added tax, customs duty, excise duty, which have not been deposited on account of any dispute, except for the dues in relation to income tax as disclosed hereunder:

Name of the statute	Nature of dues	Amount ₹ in Lacs	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	146.22	F. Y. 2006-07	Appeal is pending before Commissioner of Income Tax (Appeals)

- (viii) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to financial institutions and banks.
- (ix) According to the information and explanations given to us, the Company has not raised money by way of public issue offer. Term loans obtained by the Company have been applied for the purposes for which they were raised.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or any fraud on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such instance by the management.
- (xi) As per the information and explanations given to us, managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) As per the information and explanation given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of Act, where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) As informed, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, paragraph 3(xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year.
- (xvi) Based on the information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For Haribhakti & Co. LLP**  
Chartered Accountants  
Firm's Registration No. 103523W

**For Amit Desai & Co**  
Chartered Accountants  
Firm's Registration No. 130710W

**Chetan Desai**  
Partner  
Membership No. 017000  
Place: Mumbai  
Date: April 25, 2016

**Amit Desai**  
Partner  
Membership No. 032926



## ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

**[Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Delta Corp Limited on the standalone financial statements for the year ended March 31, 2016]**

### **Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Delta Corp Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing specified under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and

directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI.

### **For Haribhakti & Co. LLP**

Chartered Accountants  
Firm's Registration No. 103523W

### **Chetan Desai**

Partner  
Membership No. 017000

Place: Mumbai  
Date: April 25, 2016

### **For Amit Desai & Co**

Chartered Accountants  
Firm's Registration No. 130710W

### **Amit Desai**

Partner  
Membership No. 032926



# BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2016

(₹ in Lacs)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2016		As at 31 <sup>st</sup> March, 2015	
<b>EQUITY AND LIABILITIES</b>					
<b>Shareholders' Funds</b>					
(a) Share Capital	2	2,306.64		2,306.64	
(b) Reserves & Surplus	3	87,272.49	89,579.13	83,799.91	86,106.55
<b>Non-Current Liabilities</b>					
(a) Long-Term Borrowings	4	4,851.94		7,183.23	
(b) Deferred Tax Liabilities (Net)	12	646.69		245.82	
(c) Long-Term Provisions	5	223.24	5,721.87	184.57	7,613.62
<b>Current Liabilities</b>					
(a) Short-Term Borrowings	6	57.17		1,077.09	
(b) Trade Payables	7	626.41		469.75	
(includes dues to micro and small enterprises ₹ 9.12 Lacs (March 31, 2015: ₹ 3.93 Lacs))					
(c) Other Current Liabilities	8	4,489.88		3,949.18	
(d) Short-Term Provisions	9	1,577.13	6,750.59	1,353.24	6,849.26
TOTAL		1,02,051.59		1,00,569.43	
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
(a) Fixed Assets	10				
i) Tangible Assets		21,199.84		21,471.65	
ii) Intangible Assets		24.90		7.65	
iii) Capital Work In Progress		7.89		106.32	
		21,232.63		21,585.62	
(b) Non-Current Investments	11	33,195.80		33,218.76	
(c) Long-Term Loans and Advances	13	2,695.75		3,061.72	
(d) Other Non-Current Assets	14	816.61	57,940.79	662.27	58,528.37
<b>Current Assets</b>					
(a) Current Investments	15	9,246.66		9,506.16	
(b) Inventories	16	1,160.88		1,107.52	
(c) Trade Receivables	17	342.47		308.25	
(d) Cash and Bank Balances	18	1,443.54		1,126.87	
(e) Short-Term Loans and Advances	19	31,905.39		29,878.83	
(f) Other Current Assets	20	11.86	44,110.80	113.43	42,041.06
TOTAL		1,02,051.59		1,00,569.43	
Significant Accounting Policies and Notes to the Financial Statements	1-42				

As Per Our Report of Even Date Attached

For Haribhakti & Co. LLP  
Chartered Accountants  
ICAI Firm Regn. No. 103523W

For Amit Desai & Co  
Chartered Accountants  
ICAI Firm Regn. No. 130710W

Chetan Desai  
Partner  
Membership No. 017000

Amit Desai  
Partner  
Membership No. 032926

Mumbai, 25<sup>th</sup> April, 2016

For and on behalf of Board

Jaydev Mody  
Chairman  
DIN : 00234797

Ashish Kapadia  
Managing Director  
DIN : 02011632

Ravinder Kumar Jain  
Director  
DIN : 00652148

Vrajesh Udani  
Director  
DIN : 00021311

Rajesh Jaggi  
Director  
DIN : 00046853

Alpana Chinai  
Director  
DIN : 00136144

Hardik Dhebar  
Group CFO

Dilip Vaidya  
Company Secretary

# STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016



(₹ in Lacs)

Particulars	Note No.	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
<b>INCOME:</b>			
Revenue from Operations	21	23,994.81	19,414.94
Other Income	22	274.77	729.29
<b>Total Revenue</b>		<b>24,269.58</b>	<b>20,144.23</b>
<b>EXPENSES:</b>			
Cost of Material Purchased	23	1,689.16	1,107.64
Changes in Inventories of Stock in Trade	24	(62.52)	23.26
Employee Benefits Expenses	25	3,288.17	2,901.65
Finance Costs	26	1,508.76	1,635.50
Depreciation and Amortization Expenses	10	1,236.70	1,190.13
Other Expenses	27	10,391.01	8,312.47
<b>Total Expenses</b>		<b>18,051.28</b>	<b>15,170.65</b>
Profit Before Exceptional Items and Tax		6,218.30	4,973.58
Exceptional Items	37	(500.00)	366.72
<b>Profit Before Tax</b>		<b>5,718.30</b>	<b>5,340.30</b>
Tax Expenses			
- Current Tax		1,541.00	1,276.00
- MAT Credit (Entitlement) / Reversal		-	60.59
- Deferred Tax	12	400.87	775.25
- Earlier Years Tax Adjustments		(143.48)	(1.33)
Total Tax Expenses		1,798.39	2,110.51
<b>Profit After Tax</b>		<b>3,919.91</b>	<b>3,229.79</b>
Prior Period items	35	24.63	40.06
<b>Net Profit for the Year</b>		<b>3,895.28</b>	<b>3,189.73</b>
Earnings Per Equity Share (Nominal Value of ₹ 1/- each)			
- Basic	36	1.69	1.39
- Diluted		1.69	1.39
Significant Accounting Policies and Notes to the Financial Statements	1-42		

As Per Our Report of Even Date Attached

For Haribhakti & Co. LLP  
Chartered Accountants  
ICAI Firm Regn. No. 103523W

For Amit Desai & Co  
Chartered Accountants  
ICAI Firm Regn. No. 130710W

Chetan Desai  
Partner  
Membership No. 017000

Amit Desai  
Partner  
Membership No. 032926

Mumbai, 25<sup>th</sup> April, 2016

For and on behalf of Board

Jaydev Mody  
Chairman  
DIN : 00234797

Ashish Kapadia  
Managing Director  
DIN : 02011632

Ravinder Kumar Jain  
Director  
DIN : 00652148

Vrajesh Udani  
Director  
DIN : 00021311

Rajesh Jaggi  
Director  
DIN : 00046853

Alpana Chinai  
Director  
DIN : 00136144

Hardik Dhebar  
Group CFO

Dilip Vaidya  
Company Secretary





# CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax and Extraordinary Items	5,718.30	5,340.30
Adjustments for :		
Employee Stock Option	(0.65)	44.99
Exceptional Items	-	(366.72)
Depreciation and Amortization	1,236.70	1,190.13
Loss on Sale of Fixed Assets	63.40	24.25
Finance Charges	1,508.76	1,635.50
Interest Income	(83.30)	(85.44)
Dividend Income	(99.11)	(510.83)
Profit on Sales of Investment	(57.48)	(38.21)
Sundry Balance Written Off/ (Written Back)	19.78	(86.43)
Prior Period Items	(24.63)	(40.06)
<b>Operating Profit before Working Capital Changes</b>	<b>8,281.76</b>	<b>7,107.50</b>
Adjustments For :		
Inventories	(53.36)	106.50
Trade and Other Receivables	(34.23)	127.43
Loans and Advances	(725.07)	(447.34)
Trade Payables	157.18	(35.20)
Other Liabilities	459.54	86.02
<b>Cash Generated from Operation</b>	<b>8,085.83</b>	<b>6,944.91</b>
Taxes Paid (Net of Refund)	(1,337.57)	(1,836.24)
<b>Net Cash Generated From Operating Activities (a)</b>	<b>6,748.26</b>	<b>5,108.66</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(701.66)	(812.37)
Proceeds from Sale of Fixed Assets	54.28	7.92
Dividend Received	99.11	510.83
Interest Received	94.96	355.36
Inter Corporate Deposits and Advance Received Back from Subsidiaries	7,642.66	4,312.32
Inter Corporate Deposits and Advance Given to Subsidiaries	(8,958.31)	(8,220.51)
Refund of Debenture Application Money	-	458.51
Purchase of Shares of Subsidiary Companies	-	(1,104.97)
Purchase of Mutual Fund	(8,340.00)	(5,525.10)
Proceeds from Sale of Investment and Mutual Fund	8,813.14	7,332.30
Investment in Long Term Fixed Deposit	(165.69)	-
<b>Net Cash Generated from Investing Activities (b)</b>	<b>(1,461.51)</b>	<b>(2,685.71)</b>

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds From Issuance of Share Capital	-	1,446.05
Finance Charges Paid	(1,464.51)	(1,481.53)
Dividend Paid (including Dividend Distribution Tax)	(277.62)	(623.29)
Proceeds From Long Term Borrowing	672.40	1,153.00
Repayment of Long Term Borrowing	(2,874.05)	(2,209.15)
Proceeds From Short Term Borrowing	2.93	3.68
Repayment of Short Term Borrowing	(1,022.85)	(2,452.95)
<b>Net Cash Generated From Financing Activities (c)</b>	<b>(4,963.70)</b>	<b>(4,164.19)</b>
Increase/ (Decrease) in Cash and Cash Equivalents (a + b + c)	323.05	(1,741.24)
Cash & Cash Equivalents as at Beginning of Year	1,071.53	2,812.77
<b>Cash &amp; Cash Equivalents as at End of the Year</b>	<b>1,394.58</b>	<b>1,071.53</b>
Cash and Cash Equivalents includes		
Cash in Hand	275.48	517.22
Cheques on Hand	27.20	27.20
Balance with Banks		
- In Current Accounts	1,090.54	525.84
- In Fixed Deposit Accounts	1.36	1.27

**Notes:**

- 1) The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard - 3 on Cash Flow Statement issued by The Institute of Chartered Accountants of India.
- 2) Figures in bracket indicate cash outflow.

As Per Our Report of Even Date Attached

For Haribhakti & Co. LLP  
Chartered Accountants  
ICAI Firm Regn. No. 103523W

For Amit Desai & Co  
Chartered Accountants  
ICAI Firm Regn. No. 130710W

Chetan Desai  
Partner  
Membership No. 017000

Amit Desai  
Partner  
Membership No. 032926

Mumbai, 25<sup>th</sup> April, 2016

For and on behalf of Board

Jaydev Mody  
Chairman  
DIN : 00234797

Ashish Kapadia  
Managing Director  
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Director  
DIN : 00136144

Hardik Dhebar  
Group CFO

Dilip Vaidya  
Company Secretary



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

## COMPANY OVERVIEW

Delta Corp Ltd, incorporated in the year 1990, is a fast growing Indian Company. The Company along with its subsidiaries currently operates at Goa and Daman in gaming & hospitality segments. Shares of Company are listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE).

## 1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

### a) Basis of Preparation of Financial Statements

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The accounting policies adopted in the preparation of financial statements are consistent with those followed in the previous year. The Central Government in consultation with National Advisory Committee on Accounting Standards has amended Companies (Accounting Standards) Rules, 2006 ('principal rules'), vide notification issued by Ministry of Corporate Affairs dated March 30, 2016. The Companies (Accounting Standards) Rules, 2016 is effective March 30, 2016. The Company believes, that the Rule 3 (2) of the principal rules has not been withdrawn or replaced and accordingly, the Companies (Accounting Standards) Rule, 2016 will apply for the accounting periods commencing on or after March 30, 2016. The financial statements have been prepared under the historical cost convention on accrual basis.

### b) Use of Estimates

The Preparation of Financial Statements in conformity with India GAAP requires judgements, estimates and assumptions to be made that affect the reported amount of Assets & Liabilities, Disclosure of contingent liabilities on the date of financial statements and reported amount of revenue & expenditure during the reported period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialize.

### c) Revenue Recognition

- i) Sale of Services are recognized when the full / complete services have been provided. Sales are stated at contractual realizable value.
- ii) Revenue from sale of properties is recognized based on guidelines prescribed by the "Guidance note on Accounting Treatment for real estate transactions (Revised 2012)" issued by the Institute of Chartered Accountants of India.
- iii) Income from Live Casino Business is accounted for on the basis of aggregate winning and losses at the end of each gaming day of play with the count of chips. Income from Slot Machines is accounted for on the basis of actual collection in each respective machine.
- iv) Sale comprise sale of food and beverages, allied services relating to entertainment and hospitality operations. Sale of foods and beverages and Services are stated exclusive of taxes.
- v) Interest income is recognized on a time proportion method.
- vi) Dividend income is recognized when the right to receive divide is established.
- vii) Claims for price variation/exchange rate variation in case of contracts are accounted for on acceptance.
- viii) Rent income is accounted on accrual basis.

### d) Fixed Assets

#### Tangible Assets

Fixed Assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Finance cost related to acquisition of fixed assets are included to the extent they relate to the period till such assets

are ready to be put to intended use. In the case of new projects successfully implemented, substantial expansion of existing units and expenditure resulting into enduring benefit, all pre-operative expenses including depreciation and interest on borrowings for the project, incurred up to the date of installation are capitalized and added pro-rata to the Cost of related Fixed Assets of project.

### **Intangible Assets**

Intangible assets are stated at cost of acquisition less accumulated depreciation/amortisation.

### **Capital Work-In-Progress**

Expenses incurred for acquisition of capital assets outstanding at each balance sheet date are disclosed under capital work - in - progress. Advances given towards the acquisition of fixed assets are shown separately as capital advances under head long term loans & advances.

## **e) Depreciation**

### **Tangible Assets**

Depreciation is provided on a straight line basis for all assets based on useful life / remaining useful life of the Assets in accordance with the provisions of Schedule II of the Companies Act, 2013.

### **Intangible Assets**

The cost relating to Intangible assets, which are acquired, are capitalized and amortised on a straight line basis upto the period of five years, which is based on their estimated useful life.

## **f) Investments**

Investments that are readily realizable and intended to be held but not more than a year are classified as current investments. All other investments are classified as long term investment. Carrying amount of the individual investment is determined on the basis of the average carrying amount of the total holding of the investments. Long-term investments are stated at cost less provision for other than temporary diminution in value. Investments in immovable properties include purchase price, duties, interest and cost of improvements. Current investments are carried at lower of cost and fair value.

## **g) Inventories**

- i) Inventories are valued at lower of cost computed on weighted average basis or net realizable value.
- ii) Inventories comprises of raw material, stores, spares and consumables, finished goods and realty work in process.
- iii) Cost of inventories comprises of cost of purchase, cost of conversion and other cost incurred in bringing the inventories to their present location and condition.
- iv) Realty work in progress represents expenditure incurred on projects undertaken for development and construction. Projects under development are stated at Cost. It includes costs of incomplete properties; the costs incurred before the work has progressed; also include initial project costs that relate directly to a project; other expenditures as identified by the management incurred for the purpose of securing and executing the project.
- v) Stores and Spares once issued from Stores are treated as consumed and charged to Profit & Loss except stores and spares initially issued at the time of start of operation, are amortized over period of three years.

## **h) Employee Benefits**

Liability is provided for retirement benefits for provident fund, gratuity and leave encashment in respect of all eligible employees.

Contributions under the defined contribution schemes are charged to revenue. The liability in respect of defined benefit schemes like gratuity and leave encashment is provided in the accounts on the basis of actuarial valuations as at the year end.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

- i) Defined contribution plan: The Company's contributions paid or payable during the year to the provident fund for the employees is recognized as an expense in the Statement of Profit and Loss.
- ii) Defined Benefit Plan and other long term employee benefits: The Company's liabilities towards Defined Benefit Schemes viz. Gratuity benefits and compensated absences are determined using the Projected Unit Credit Method. Actuarial valuations under the Projected Unit Credit Method are carried out at the Balance Sheet date. Actuarial gains and losses are recognized in the statement of Profit and Loss in the period of occurrence of such gains and losses. Sick leaves and casual leaves are not encashable. However, as the same are eligible for carry forward, provision has been made based on Actuarial Valuation Report.

**i) Forward exchange contracts entered to hedge foreign currency risk of an asset/liability**

The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expense/income over the life of the contract. Any profit or loss arising on cancellation or renewable of such forward contract is recognized as income or expenses for the period.

**j) Foreign Currency Transactions**

- i) Foreign exchange transactions are recorded at the rate prevailing on the dates of the respective transaction. Exchange difference arising on foreign exchange transactions settled during the year is recognized in the Statement of Profit and Loss.
- ii) Monetary assets and liabilities denominated in foreign currencies are converted at the closing rate as on Balance Sheet date. The resultant exchange difference is recognized in the Statement of Profit and Loss.
- iii) Exchange rate differences arising on a monetary item that, in substance, forms part of the Company's net investment in a non-integral foreign operation are accumulated in a foreign currency translation reserve in the Company's financial statements until the disposal of the net investment.
- iv) Non monetary assets and liabilities denominated in foreign currencies are carried at the exchange rate prevalent on the date of the transaction.

**k) Borrowing Costs**

Borrowing costs that are directly attributable to and incurred on acquiring qualifying assets (assets that necessarily takes a substantial period of time for its intended use) are capitalized. Other borrowing costs are recognized as expenses in the period in which same are incurred. Incidental cost for the borrowings is deferred over the period of loan where such other cost are structured for the total cost of borrowings.

**l) Accounting Taxes on Income**

Tax expenses are the aggregate of current tax and deferred tax charged or credited in the statement of Profit and Loss for the period.

**i) Current Tax**

The current charge for income tax is calculated in accordance with the provisions of Income Tax Act, 1961 as applicable to the financial year.

**ii) Deferred Tax**

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date.



iii) **Minimum Alternate Tax (MAT)**

In case the Company is liable to pay income tax under provision of Minimum Alternate Tax u/s. 115JB of Income Tax Act, 1961, the amount of tax paid in excess of normal income tax liability is recognized as an asset only if there is convincing evidence for realization of such asset during the specified period. MAT Credit Entitlement is recognized in accordance with the Guidance Note on accounting treatment in respect of Minimum Alternate Tax (MAT) issued by The Institute of Chartered Accountants of India.

**m) Impairment of Assets**

The Company evaluates all its assets for assessing any impairment and accordingly recognizes the impairment, wherever applicable, as provided in Accounting Standard 28, "Impairment of Assets". The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recovery amount.

**n) Operating Leases**

Rental applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against Statement of Profit & Loss Account as per the terms of lease agreement over the period of lease.

**o) Share Based Compensation**

The compensation cost of stock options granted to employees is measured by the intrinsic value method, i.e. difference between the market price of the Company's shares on the date of grant of options and exercise price to be paid by the option holders. The compensation cost, if any, is amortized on a straight-line basis over the vesting period of the options as per para 42A of "Guidance Note on Accounting for Employee Share-based Payments" issued by the ICAI. The surrendered or lapsed options will be eligible for re-issue.

**p) Earning Per Share**

Basic Earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted for events including a bonus issue, bonus element in right issue to existing shareholders, share split, and reverse share split. (Consolidation of shares). For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The period during which, number of dilutive potential equity shares change frequently, weighted average number of shares are computed based on a mean date in the quarter, as impact is immaterial on earning per share.

**q) Provisions, Contingent Liabilities and Contingent Assets**

- i) Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources and the amount of which can be reliably estimated.
- ii) Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non occurrence of one or more uncertain future event not wholly within the control of the Company.
- iii) Contingent assets are neither recognized nor disclosed in the financial statements.
- iv) Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

Particulars	As at 31 <sup>st</sup> March, 2016		As at 31 <sup>st</sup> March, 2015	
	No.	₹ in Lacs	No.	₹ in Lacs
<b>2 SHARE CAPITAL</b>				
<b>Authorised Shares:</b>				
Equity Shares of ₹ 1/- each	42,05,00,000	4,205.00	42,05,00,000	4,205.00
10% Non Cumulative Redeemable Preference Shares of ₹ 10/- each	10,00,000	100.00	10,00,000	100.00
8% Non Cumulative Redeemable Preference Shares of ₹ 10/- each	1,30,00,000	1,300.00	1,30,00,000	1,300.00
<b>TOTAL</b>	<b>43,45,00,000</b>	<b>5,605.00</b>	<b>43,45,00,000</b>	<b>5,605.00</b>
<b>Issued, Subscribed And Fully Paid-Up:</b>				
Equity Shares of ₹ 1/- each	23,06,64,104	2,306.64	23,06,64,104	2,306.64
<b>TOTAL</b>	<b>23,06,64,104</b>	<b>2,306.64</b>	<b>23,06,64,104</b>	<b>2,306.64</b>

## a) Reconciliation of the Shares at the Beginning and at the End of the Reporting Year

Particulars	As at 31 <sup>st</sup> March, 2016		As at 31 <sup>st</sup> March, 2015	
	No.	₹ in Lacs	No.	₹ in Lacs
<b>Equity Shares</b>				
At the Beginning of the Year	23,06,64,104	2,306.64	22,75,76,504	2,275.77
Issued /(Bought Back) During the Year				
- ESOP	-	-	30,87,600	30.88
Bought Back During the Year	-	-	-	-
Outstanding at the End of the Year	23,06,64,104	2,306.64	23,06,64,104	2,306.64

## b) Equity Shares issued by the Company without payment being received in cash during the five years immediately preceding the reporting date

Particulars	Aggregate No. of Shares	
	2015-16	2014-15
Fully Paid Up Equity Shares issued pursuant to Merger in Financial Year : 2011-12	16,74,665	16,74,665

### c) Terms/Rights Attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

The Directors have recommended, subject to approval of the shareholders at the ensuing Annual General Meeting, a Dividend for the Year Ended on 2016 : 20% (2015: 10%). In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### d) Details of Shareholders Holding more than 5% Shares in the Company

Equity Shares	As at 31 <sup>st</sup> March, 2016		As at 31 <sup>st</sup> March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Aryanish Finance and Investments Private Limited *	3,12,13,340	13.53	3,12,13,340	13.53
Bayside Property Developers Private Limited *	3,12,13,340	13.53	3,12,13,340	13.53
Delta Real Estate Consultancy Private Limited *	3,12,13,341	13.53	3,12,13,341	13.53
*Aryanish Finance and Investments Private Limited, Bayside Property Developers Private Limited and Delta Real Estate Consultancy Private Limited are holding Equity shares in the capacity of trustees for Aarti J Mody Trust, Aditi J Mody Trust and Anjali J. Mody Trust respectively.				

### e) Equity Shares Reserved for Issue Under Options

Particulars	No. of Shares	
	2015-16	2014-15
Ordinary Shares of ₹ 1 each	15,03,250	15,68,000

For Terms and Condition : Refer Note No. 30



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>3 RESERVES &amp; SURPLUS</b>		
<b>(a) Capital Reserve on Amalgamation</b>		
Opening Balance	6,636.23	6,636.23
(+) Addition During the Year	-	-
Closing Balance	6,636.23	6,636.23
<b>(b) Capital Redemption Reserves</b>		
Opening Balance	1,404.88	1,404.88
(+) Addition During the Year	-	-
Closing Balance	1,404.88	1,404.88
<b>(c) Securities Premium Account</b>		
Opening Balance	51,516.50	49,717.38
(+) Addition During the Year	-	1,799.12
Closing Balance	51,516.50	51,516.50
<b>(d) Foreign Currency Translation Reserve</b>		
Opening Balance	18.10	(70.68)
(+) Addition During the Year	133.20	88.78
Closing Balance	151.30	18.10
<b>(e) Share Options Outstanding Account</b>		
Opening Balance	9.35	399.62
(+) Addition During the Year	-	-
(-) Written Back in Current Year	0.65	390.27
Closing Balance	8.70	9.35
<b>(f) Deferred Employee Compensation</b>		
Opening Balance	-	(51.32)
(+) Addition During the Year	-	-
(-) Written Back in Current Year (Net)	-	51.32
Closing Balance	-	-
<b>(g) General Reserves</b>		
Opening Balance	5,121.42	5,121.42
(+) Addition During the Year	-	-
Closing Balance	5,121.42	5,121.42

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>(h) Surplus</b>		
Opening Balance	19,093.43	16,140.41
(+) Net Profit/(Net Loss) For the Current Year	3,895.28	3,189.73
(-) Dividends On Equity Shares	-	5.49
(-) Proposed Dividends On Equity Shares	461.33	230.66
(-) Additional Depreciation pursuant to enactment of Schedule II of the Companies Act, 2013	-	1.43
(+) Dividends Distribution Tax Written Back*	-	48.76
(-) Dividends Distribution Tax	93.92	47.89
Closing Balance	22,433.46	19,093.43
<b>TOTAL</b>	<b>87,272.49</b>	<b>83,799.91</b>

\*As allowed by Section 115 O (1a) of the Income Tax Act, 1961 Provision of Dividend Distribution Tax made in last year has been reversed in proportion to Dividend paid out of Dividend received from Foreign Subsidiary.

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>4 LONG-TERM BORROWINGS</b>		
Secured Borrowings :		
Term Loan From Bank (Refer Note 'A')	4,703.05	7,068.88
Vehicle Loan (Refer Note 'B')	148.89	114.35
<b>TOTAL</b>	<b>4,851.94</b>	<b>7,183.23</b>
<b>NOTE A:</b>		
<b>Terms of Loans :</b>		
<b>i) From Bank 1 :</b>		
Long term outstanding balance as at balance sheet date carry interest @ 13% p.a. linked with PLR is repayable over a period of 3 to 12 months in varying monthly installments after 12 months.	1,203.05	2,493.88
Loan is secured by Ship at Goa and exclusive charge by way of hypothecation of all Plant and Machinery, Furniture and Fixture installed on the said Ship, Fixed Deposit and Immoveable Property at Mumbai owned by Promoter's Beneficiary Trust.		
<b>ii) From Bank 2 :</b>		
Long term outstanding balance as at balance sheet date carry interest @12.25% to 12.50% p.a. linked with PLR is repayable over a period of 8 to 10 Quarters in varying Quarterly installments after 12 months.	3,500.00	4,575.00
Loans are secured by way of mortgage of Immoveable Property at Goa and exclusive charge by way of hypothecation on the all present and future moveable assets, books debts, Fixed Deposit and charge on the receivable from the said property.		
	4,703.05	7,068.88





# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>NOTE B:</b>		
<b>i) From Bank :</b>		
Long term outstanding balance as at balance sheet date carry Interest @ 9.36% to 13.00% p.a. & secured by way of hypothecation of Motor Vehicles are repayable in monthly installments in the range of 20 to 56 months after 12 months.	101.73	87.51
<b>ii) From Financial Institution :</b>		
Long Term Outstanding balance as at balance sheet date carry Interest @ 9.90% to 10.26% p.a. & Secured by way of hypothecation of Motor Vehicle are repayable in monthly installments in the range of 3 to 37 months after 12 months.	47.16	26.84
	148.89	114.35
<b>5 LONG-TERM PROVISIONS</b>		
Provision for Employee Benefits (Unfunded) :		
Gratuity	152.82	117.75
Leave Encashment	70.42	66.82
<b>TOTAL</b>	<b>223.24</b>	<b>184.57</b>
<b>6 SHORT-TERM BORROWINGS</b>		
Unsecured Borrowings:		
Loans from Related Parties (Repayable on Demand)		
- Interest Free Loan	-	1,022.85
- Interest bearing Loan @ 9.00% p.a.	57.17	54.24
<b>TOTAL</b>	<b>57.17</b>	<b>1,077.09</b>
<b>7 TRADE PAYABLES</b>		
Micro, Small and Medium Enterprises	9.12	3.93
Others	617.29	465.82
<b>TOTAL</b>	<b>626.41</b>	<b>469.75</b>

Details of dues to Micro and Small Enterprises as defined under The Micro, Small and Medium Enterprises Development Act, 2006.

Company has sent letters to suppliers to confirm whether they are covered under Micro, Small and Medium Enterprises Development Act 2006 as well as they have file required memorandum with the prescribed authorities. Out of the letters sent to the parties, some confirmations have been received till the date of finalization of Balance Sheet. Based on the confirmation received the detail of outstanding are as under:

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
The principal amount remaining unpaid at the end of the year	9.12	3.93
The interest amount remaining unpaid at the end of the year	0.00	0.00
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year but without adding the interest specified under the MSMED Act, 2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	-
<b>8 OTHER CURRENT LIABILITIES</b>		
a) Current Maturities of Long-Term Borrowings		
From Banks (Refer Note No. 4)	2,958.42	2,841.27
From Others	30.26	17.78
(b) Interest Accrued But Not Due on Borrowings	1.40	1.15
(c) Interest Accrued & Due on Borrowings	4.69	4.43
(d) Income Received in Advance	36.56	31.57
(e) Unclaimed Dividends (*)	48.95	55.34
(f) Duties & Taxes	369.14	402.93
(g) Book Overdraft	-	34.73
(h) Other Payables	827.83	353.03
(i) Payable Against Capital Assets	212.63	206.95
<b>TOTAL</b>	<b>4,489.88</b>	<b>3,949.18</b>
(*) There are no amounts due for payment to the Investor Education and Protection Fund u/s.125 of the Companies Act, 2013 as at year end.		
<b>9 SHORT TERM PROVISIONS</b>		
(a) Provision for Employee Benefits (Unfunded):		
- Gratuity	21.90	20.46
- Leave Encashment	21.72	13.56
(b) Other Provision:		
Provision for Taxation (Net of Advance Tax of ₹ 2,397.86 Lacs Previous Year : ₹ 1,001.11 Lacs)	978.26	1,041.27
Provision for Wealth Tax	-	0.33
Proposed Dividend on Equity Shares	461.33	230.66
Dividend Distribution Tax on Proposed Dividend	93.92	46.96
<b>TOTAL</b>	<b>1,577.13</b>	<b>1,353.24</b>



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

10 TANGIBLE ASSETS										(₹ in Lacs)
Particulars	Land	Building	Plant & Machinery	Furniture & Fixtures	Vehicles	Computers	Office Equipments	Ships *	Gaming Equipments	Total
Gross Block										
As at 1 <sup>st</sup> April, 2014	2,800.00	4,499.64	2,369.20	2,744.17	236.86	341.46	520.78	7,385.52	2,009.31	22,906.95
Additions	-	66.47	78.77	131.21	189.07	3.36	8.54	-	119.29	596.70
Disposals	-	-	(1.39)	(9.32)	(90.10)	-	-	-	-	(100.81)
As at 31 <sup>st</sup> March, 2015	2,800.00	4,566.11	2,446.59	2,866.06	335.83	344.83	529.31	7,385.52	2,128.60	23,402.85
As at 1 <sup>st</sup> April, 2015	2,800.00	4,566.11	2,446.59	2,866.06	335.83	344.83	529.31	7,385.52	2,128.60	23,402.85
Additions	-	25.37	204.40	120.57	134.40	19.74	5.36	80.48	387.90	978.22
Disposals	-	-	(12.79)	(7.75)	-	-	-	-	-	(20.55)
As at 31 <sup>st</sup> March, 2016	2,800.00	4,591.48	2,638.20	2,978.87	470.23	364.56	534.68	7,466.00	2,516.50	24,360.53
Depreciation										
As at 1 <sup>st</sup> April, 2014	-	73.69	63.09	242.73	159.60	46.99	48.56	134.98	64.52	834.14
Charges for the Year	-	146.72	169.86	260.81	22.37	62.82	36.62	248.96	217.82	1,165.98
Reverse Charge on Disposal	-	-	(0.15)	(1.58)	(67.19)	-	-	-	-	(68.92)
As at 31 <sup>st</sup> March, 2015	-	220.41	232.80	501.95	114.78	109.82	85.18	383.93	282.34	1,931.20
As at 1 <sup>st</sup> April, 2015	-	220.41	232.80	501.95	114.78	109.82	85.18	383.93	282.34	1,931.20
Charge for the Year	-	148.49	180.14	282.43	42.13	64.50	34.15	253.38	228.39	1,233.60
Reverse Charge on Disposal	-	-	(2.32)	(1.79)	-	-	-	-	-	(4.11)
As at 31 <sup>st</sup> March, 2016	-	368.90	410.62	782.59	156.90	174.32	119.33	637.32	510.72	3,160.69
Net Block										
As at 31 <sup>st</sup> March, 2015	2,800.00	4,345.70	2,213.79	2,364.11	221.05	235.01	444.14	7,001.59	1,846.26	21,471.65
As at 31 <sup>st</sup> March, 2016	2,800.00	4,222.58	2,227.58	2,196.29	313.33	190.25	415.35	6,828.69	2,005.77	21,199.84

\* The Company has given a Ship as security for borrowing made by a subsidiary Company.

## 10. INTANGIBLE ASSETS

(₹ in Lacs)

Particulars	Total
<b>Gross Block</b>	
As at 1 <sup>st</sup> April, 2014	10.68
Additions	0.51
Deletion/ Adjustments	(0.42)
As at 31 <sup>st</sup> March, 2015	10.77
As at 1 <sup>st</sup> April, 2015	10.77
Additions	20.35
Deletion/ Adjustments	-
As at 31 <sup>st</sup> March, 2016	31.12
<b>Depreciation</b>	
As at 1 <sup>st</sup> April, 2014	1.08
Charges for the Year	2.18
Deletion/ Adjustments	(0.12)
As at 31 <sup>st</sup> March, 2015	3.13
As at 1 <sup>st</sup> April, 2015	3.13
Charge for the Year	3.10
Deletion/ Adjustments	-
As at 31 <sup>st</sup> March, 2016	6.23
<b>Net Block</b>	
As at 31 <sup>st</sup> March, 2015	7.65
As at 31 <sup>st</sup> March, 2016	24.90



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹ (unless stated otherwise)	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>11 NON-CURRENT INVESTMENTS</b>					
<b>1 Trade Investments</b>					
(A) Unquoted Fully Paid Equity Shares					
(i) Investments in Subsidiary Companies					
Delta Pan Africa Limited **	8,89,143	8,89,143	1000 Kshs	158.67	314.83
Delta Pleasure Cruise Company Private Limited	43,50,000	43,50,000	10	1,394.85	1,394.85
Delta Offshore Developers Limited	1,200	1,200	US\$ 100	54.20	54.20
Delta Lifestyle & Entertainment Private Limited	30,610	30,610	10	3.06	3.06
Daman Entertainment Private Limited	13,731	13,731	10	100.00	100.00
Atled Technologies Private Limited (*)	10,000	10,000	10	-	-
Caravela Casino (Goa) Private Limited (*)	10,000	10,000	10	-	-
Highstreet Cruises and Entertainment Private Limited	1,50,00,000	1,50,00,000	10	13,470.00	13,470.00
Marvel Resorts Private Limited	5,000	5,000	10	310.76	310.76
Daman Hospitality Private Limited	3,34,71,667	3,34,71,667	10	12,956.88	12,956.88
Delta Hospitality & Entertainment Mauritius Limited	10,000	10,000	US\$ 100	1,216.48	1,216.48
Interactive Gaming and Sports Pty Limited	-	2,167		-	268.02
Provision for Diminution in Investment value				-	(268.02)
				29,664.91	29,821.07
(ii) Investment in Other Companies					
J M Township & Real Estate Private Limited	1,75,000	1,75,000	10	149.43	149.43
Aero Port & Infrastructure Project Private Limited	43,750	43,750	10	4.38	4.38
(B) Quoted Fully Paid Equity Shares of Other Companies					
Peninsula Land Limited	48,000	48,000	2	2.64	2.64
(C) Unquoted, Fully Paid, 0% Optionally Convertible Redeemable Preference Shares of Subsidiary Companies					
Delta Hospitality & Entertainment Mauritius Limited	36,200	36,200	US\$ 100	2,392.78	2,259.58
(D) Unquoted, Fully Paid, 0% Optionally Convertible Redeemable Debenture of Other Company					
JM Township & Real Estate Private Limited	96,57,500	96,57,500	10	965.75	965.75
(E) Unquoted, Fully Paid, Fully Convertible Debentures (FCD) of Subsidiary Company					
Daman Hospitality Private Limited - FCD C	17,10,495	17,10,495	10	15.00	15.00



(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹ (unless stated otherwise)	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>2 Non Trade Investments</b>					
i) Unquoted Fully Paid Equity Shares					
Freedom Aviation Private Limited	120	120	10	0.01	0.01
The Shamrao Vithal Co.op. Bank Limited	2,100	2,100	25	0.53	0.53
The Saraswat Co.op. Bank Limited	2,500	2,500	10	0.25	0.25
Piramal Glass Limited #	19	19	10	-	-
ii) Quoted Fully Paid Equity Shares					
Piramal Enterprise Limited	433	433	2	0.10	0.10
Victoria Mills Limited	40	40	100	0.02	0.02
Arrow Textiles Limited	2	2	10	0.00	0.00
Piramal Phytocare Limited #	42	42	10	-	-
<b>TOTAL</b>				<b>33,195.80</b>	<b>33,218.76</b>

# Received free of Cost

\* The Company has written off full amount of investment.

\*\* During the year, Company has received partial liquidation proceeds of ₹ 156.16 Lacs (Previous Year : ₹ 1,571.04 Lacs) from Overseas Subsidiary Company (in liquidation). Partial amount of ₹ 156.16 Lacs (Previous Year : ₹ 1,227.72 Lacs) has been considered as return towards Equity and hence it has been reduced from its cost of Investments. Balance sum is accounted as gain on Investment. However till the time entire proceeds on account of liquidation is received no adjustment has been made in number of Equity Shares of the Overseas subsidiary. The amount has been disclosed as non-current considering the expected realisation from liquidation beyond period of 12 months from the the Balance Sheet date.

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016		As at 31 <sup>st</sup> March, 2015	
	Book Value	Market Value	Book Value	Market Value
Aggregate Amount of Quoted Investments	2.76	13.94	2.76	17.83
Aggregate Amount of Unquoted Investments	33,193.04	-	33,484.02	-
Aggregate Provision for Diminution in the value of Investments	-	-	268.02	-



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

## 12 DEFERRED TAX ASSETS / LIABILITIES

In accordance with Accounting Standard 22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the Company has accounted for Deferred Tax during the Year. The components of Deferred Tax Assets to the extent recognized and Deferred Tax Liabilities as on 31<sup>st</sup> March, 2016 are as follows:

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>Deferred Tax Liabilities:</b>		
Difference between Book WDV and Income Tax WDV	1,222.89	792.43
(A)	1,222.89	792.43
<b>Deferred Tax Assets:</b>		
Expenses Disallowed under The Income Tax Act, 1961	147.90	125.80
Carried Forwarded Losses	428.30	420.81
(B)	576.20	546.61
Net Deferred Tax Liabilities/(Assets) (A-B)	646.69	245.82
Amount Charged to Statement of Profit and Loss	400.87	775.25

**Note:** The Company has recognised deferred tax assets on carried forwarded capital losses based on the virtual certainty at future taxable Long Term Capital Gain which will be sufficient to offset capital losses on which deferred tax assets has been created.

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>13 LONG-TERM LOANS AND ADVANCES</b>		
Unsecured, Considered Good		
(a) Capital Advances	13.90	206.71
(b) Security Deposits	658.10	18.24
(c) Prepaid Expenses	52.84	77.60
(d) Other Advances	-	646.24
(e) MAT Credit Entitlement	1,675.59	1,817.61
(f) Advance Tax (Net of Provision of ₹ 5,994.01 Lacs Previous Year : ₹ 5,994.01 Lacs)	295.32	295.32
TOTAL	2,695.75	3,061.72
<b>14 OTHER NON CURRENT ASSETS</b>		
Fixed Deposit with Banks (Lien with Banks)	798.37	632.69
Accrued Interest on Fixed Deposits	18.24	29.58
TOTAL	816.61	662.27

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹ (unless stated otherwise)	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>15 CURRENT INVESTMENT</b>					
<b>(a) Investment in Equity instruments</b>					
Quoted Fully Paid up Share					
Trade Investments (at cost or fair value whichever is lower)					
Advani Hotels and Resorts (India) Limited (#) (*)	1,64,41,432	1,64,53,783	2	9,246.66	9,253.61
<b>(b) Non Trade Investments (at cost)</b>					
J P Morgan India Liquid Fund	-	8,54,055	10	-	152.55
ICICI Prudential Liquid Plan	-	48,605	100	-	100.00
<b>TOTAL</b>				<b>9,246.66</b>	<b>9,506.16</b>

(#) 30% of equity shares of Advani Hotels and Resorts (India) Limited which are held by the Company, are given as security for borrowing made by Subsidiary Company.

(\*) Though the market value of quoted investment is lower than the cost of investments as the same are thinly traded in the market, fair value of such investments is higher than the carrying value as per the evidences and estimates provided by the management. Hence, in accordance with the requirement of AS-13 "Accounting for Investments", no diminution has been provided towards value of such investments as the fair value is higher than the carrying value.

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016		As at 31 <sup>st</sup> March, 2015	
	Book Value	Market Value	Book Value	Market Value
Aggregate Amount of Quoted Investments	9,246.66	7,760.36	9,253.61	7,075.13
Aggregate Amount of Unquoted Investments	-	-	252.55	255.70



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>16 INVENTORIES</b>		
(Valued at Cost or Net Realizable Value whichever is Lower)		
Traded Goods	1,085.20	1,022.68
Stores and Spares	75.68	84.84
<b>TOTAL</b>	<b>1,160.88</b>	<b>1,107.52</b>
<b>17 TRADE RECEIVABLES</b>		
Trade Receivables (Unsecured) consist of following :		
Outstanding for a Period Exceeding Six Months from the Date they are Due for Payment		
Considered Good	244.88	239.00
Considered Doubtful	-	8.18
Provision for Doubtful Debts	-	(8.18)
	244.88	239.00
Others (Considered Good)	97.59	69.25
<b>TOTAL</b>	<b>342.47</b>	<b>308.25</b>
<b>18 CASH AND BANK BALANCES</b>		
(a) Cash and Cash Equivalents:		
Balance with Banks		
- On Current Account	1,090.54	525.84
- Deposit with Maturity less than 3 months	1.36	1.27
Cash on Hand	275.48	517.22
Cheque on Hand	27.20	27.20
(b) Other Bank Balances:		
Unclaimed Dividend Accounts	48.96	55.34
<b>TOTAL</b>	<b>1,443.54</b>	<b>1,126.87</b>

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>19 SHORT-TERM LOANS AND ADVANCES</b>		
(a) Unsecured, Considered Good		
Loans and Advances to Related Parties :		
Inter Corporate Deposit & Other Advances	28,340.30	27,024.65
Other Advances	4.70	36.26
	28,345.00	27,060.90
Advances for Property	2.30	2.30
Balances with Statutory/Government Authorities	767.08	740.79
Deposits	24.64	20.94
Prepaid Expenses	1,269.83	816.69
MAT Credit Entitlement	325.00	350.00
Other Loans & Advances	1,171.54	887.20
	31,905.39	29,878.83
(b) Unsecured, Considered Doubtful		
Loan and Advances to Related Parties	-	1,152.92
Advances Receivable	5.09	5.09
Provision for Doubtful Advances	(5.09)	(1,158.01)
	-	-
<b>TOTAL</b>	<b>31,905.39</b>	<b>29,878.83</b>
<b>20 OTHER CURRENT ASSETS</b>		
Fixed Assets Held for Sale	-	101.25
Interest Receivable on ICD	11.86	12.18
<b>TOTAL</b>	<b>11.86</b>	<b>113.43</b>



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
<b>21 REVENUE FROM OPERATIONS</b>		
Sale of Goods	2,659.25	1,764.59
Sale of Services	21,335.56	17,650.34
<b>TOTAL</b>	<b>23,994.81</b>	<b>19,414.94</b>
<b>22 OTHER INCOME</b>		
Interest Received on :		
- Inter Corporate Deposits	13.18	16.47
- Fixed Deposit with Bank	70.12	68.80
- Income Tax Refund	-	0.17
Dividend Income from :		
- Current Investments	98.70	21.20
- Non Current Investments	0.41	489.63
Exchange Fluctuation Gain	0.73	-
Profit On Sale of Shares/Mutual Fund	57.48	30.64
Sundry Balance Written Back (Net)	-	86.43
Miscellaneous Income	34.15	15.95
<b>TOTAL</b>	<b>274.77</b>	<b>729.29</b>
<b>23 COST OF MATERIAL PURCHASED</b>		
Purchase of Traded Material	1,526.10	953.74
Stores and Spares Consumed	163.06	153.90
<b>TOTAL</b>	<b>1,689.16</b>	<b>1,107.64</b>
<b>24 CHANGES IN INVENTORIES OF STOCK IN TRADE</b>		
Opening Stock	1,022.68	1,045.94
Less : Closing Stock	1,085.20	1,022.68
<b>TOTAL</b>	<b>(62.52)</b>	<b>23.26</b>
<b>25 EMPLOYEE BENEFITS EXPENSES</b>		
Salaries, Wages & Bonus	2,733.09	2,319.46
Managing Director's Commission	9.92	8.17
Contribution to Provident & Other Funds	168.38	150.03
Gratuity Fund & Leave Expenses	69.92	90.54
Employee Share based Compensation Expenses	-	44.99
Staff Welfare Expenses	306.86	288.46
<b>TOTAL</b>	<b>3,288.17</b>	<b>2,901.65</b>



(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
<b>26 FINANCE COSTS</b>		
Interest Expenses on Term Loan	1,134.47	1,277.28
Interest Other Than Term Loan	169.85	166.94
Other Finance Charges	204.44	191.28
<b>TOTAL</b>	<b>1,508.76</b>	<b>1,635.50</b>
<b>27 OTHER EXPENSES</b>		
Advertisement Expenses	494.07	362.83
Payment to Auditors (Refer Note No. 34)	25.92	25.11
Conveyance Expense	37.86	34.34
Charity and Donation (Refer Note No. 41)	120.31	102.49
Director Sitting Fees	3.07	2.92
Foreign Exchange Loss	-	15.64
Insurance Charges	83.03	69.73
Legal & Professional Fees	613.23	778.99
Loss on Sale of Fixed Assets	63.40	24.25
Amalgamation Expenses	-	94.80
Postage & Telephone	57.37	63.58
Power and Fuel	1,096.35	1,222.98
Printing And Stationery	74.07	60.09
Penalty Charges	0.15	2.17
Rates & Taxes	3,874.33	3,155.90
Rent	1,500.39	357.24
Repairs & Maintenance		
- For Building	21.80	19.25
- For Machinery	313.33	522.52
- For Others	109.33	77.89
Sales Promotion Expenses	599.36	540.20
Sundry Balance W/off	19.78	-
Travelling & Hotel Expenses	804.05	394.98
Vehicle Expenses	310.37	219.90
Miscellaneous & General Expenses	169.44	164.67
<b>TOTAL</b>	<b>10,391.01</b>	<b>8,312.47</b>



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

## 28 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
<b>(i) Contingent Liabilities</b>		
(a) Claims against the Company's Disputed Liabilities not Acknowledged as Debts		
Appeal filed in respect of disputed demand of Income Tax for Assessment Year 2007-08 (Management is contesting against these matters and hopeful to succeed the same)	146.22	146.22
- Income Tax Liability on account of Search and Seizure action subject to pending assessment	*	*
- Additional License fees for Differential amount in Annual Recurring Fees for Casino License for F.Y. 2011-12	39.40	-
- Employees Claim	2.81	-
- Outstanding Liability of Tax Deducted at Source as per Traces	120.99	-
(b) Guarantees & Securities		
- Corporate Guarantees given for Credit facilities taken by subsidiaries company and step down joint venture company	16,613.67	16,411.72
- Corporate Guarantees given and Security provided for Credit facilities taken by Subsidiary Companies	8,500.00	9,500.00
- Performance Guarantees given under EPCG (Refer Note No. iii(b))	672.52	566.17
(c) Other money for which the Company is contingently liable for litigation matter		
- Bond given to Custom Authority	3,580.75	3,580.75
	<b>29,676.37</b>	<b>30,204.86</b>
<b>(ii) Capital Commitments</b>		
Estimated Amount of Contracts Remaining to be Executed on Capital Account and not Provided for in respect of Capital Assets (Net of Advances paid)	34.49	84.92
<b>(iii) Other Commitments</b>		
a) Estimated Amount of Contracts Remaining to be Executed on Goods other than Capital Account and not provided (Net of Advances paid)	3.65	-

\*Amount not ascertainable

- b) The Company has obtained licenses under the Export Promotion Credit Guarantee ('EPCG') Scheme for importing capital goods at a concessional rate of custom duty against submission of bank guarantee and bonds.

Under the terms of the respective schemes, the Company is required to earn foreign exchange value equivalent to, eight times and in certain cases six times of the duty saved in respect of licenses where export obligation has been fixed by the order of the Director General Foreign Trade, Ministry of Finance, as applicable with in a specified period from the date of import of capital goods. The Export Promotion Capital Goods Schemes, Foreign Trade Policy 2009-2014 as issued by the Central Government of India, covers both manufacturer's exports and service providers. Accordingly, in accordance with the Chapter 5 of Foreign Trade Policy 2009-2014, the Company is required to export goods of FOB value of ₹ 4,495.99 Lacs (Previous Year : ₹ 3,882.39 Lacs). Non fulfilment of the balance of such future obligation, if any entails to the Government to recover full duty saved amount and other penalties under the above referred scheme.

## 29 SEGMENT DISCLOSURES

As per Accounting Standard (AS) 17 on “Segment Reporting”, segment information has been provided under the Notes to Consolidated Financial Statements.

## 30 EMPLOYEE STOCK OPTION PLAN

- During the Financial Year 2014-15, 2013-14 and 2010-11, the Company has granted Employee Stock Options to Employees of the Company and its Subsidiary Companies.
- Silent Features

The options are granted at the price determined by the Compensation Committee. Each option entitles the holder to exercise the right to apply for and seek allotment of one equity share of ₹ 1/- each. Details of options granted during the financial year 2014-15, 2013-14 and 2010-11 duly approved by the Compensation Committee under the said scheme are as under:

Grant Date	No. of Option Granted	Closing Price on Previous Day of Grant		Exercise Price ₹	Last Vesting Date	Vesting Installment	Weighted Average Remaining Life	Maximum Tenure of Options Granted
		BSE	NSE					
8 <sup>th</sup> July, 2010	29,00,000	38.15	38.15	30	8 <sup>th</sup> July, 2014	Four equal Installments	-	-
9 <sup>th</sup> May, 2013	27,14,335	65.60	65.75	52	9 <sup>th</sup> May, 2014	One Installment	3.11 Years	3.11 Years
12 <sup>th</sup> November, 2014	15,00,000	91.20	91.25	95	12 <sup>th</sup> November, 2017	Three equal Installments	5.62 Years	6.62 Years

Weighted Average Exercise Price of Option Granted :

(Amount in ₹)

Sr. No.	Particulars	8 <sup>th</sup> July, 2010	9 <sup>th</sup> May, 2013	12 <sup>th</sup> November, 2014
A	Exercise Price Equals the Market Price	NA	NA	NA
B	Exercise Price is Greater than the Market Price	NA	NA	95
C	Exercise Price is Less Than the Market Price	30	52	NA

Weighted Average Fair Value of Option Granted whose:

(Amount in ₹)

Sr. No.	Particulars	8 <sup>th</sup> July, 2010	9 <sup>th</sup> May, 2013	12 <sup>th</sup> November, 2014
A	Exercise Price Equals the Fair Value	NA	NA	NA
B	Exercise Price is Greater than the Fair Value	23.25	35.17	48.72
C	Exercise Price is Less Than the Fair Value	NA	NA	NA



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

The Particulars of Option Granted and Lapsed under the Scheme are tabulated herein below;

(Qty in Lacs)

Particulars	8 <sup>th</sup> July, 2010	9 <sup>th</sup> May, 2013	12 <sup>th</sup> November, 2014
Outstanding at the Beginning of Year	- (7.25)	0.68 (24.77)	15.00 (-)
Granted During the Year	- (-)	- (-)	- (15.00)
Exercised During the Year	- (7.25)	- (23.63)	- (-)
Cancel / Lapsed During the Year	- (-)	0.05 (0.46)	0.60 (-)
Surrender During the Year	- (-)	- (-)	- (-)
Outstanding & Exercisable As at the Year End	- -	0.63 (0.68)	14.40 (15.00)
As at the Year End	- -	0.63 (0.68)	14.40 (15.00)

### (iii) Method of Accounting of ESOP

The Company has adopted the Intrinsic Value-Based Method of Accounting for Stock Options granted to the employees of the Company and its Subsidiaries. The difference between the Market Price and the Exercise Price is being amortized as Employee Compensation Cost over the vesting period. For the year ended 31<sup>st</sup> March, 2016 the Company has recorded Stock Compensation Expense of ₹ (0.65) Lacs (Previous Year ₹ 44.99 Lacs).

The movement in Deferred Employee Compensation Expense during the year is as follows;

(₹ in Lacs)

Particulars	2016	2015
Balance at the Beginning of the Year	-	51.32
(+) Recognized During the Year	-	-
(-) Amortization Expenses	-	44.99
(-) Reversal Due to Surrender	-	6.33
Balance Carried Forward	-	-

Had the Compensation Cost for the Company's Stock based compensation plan been determined in the manner consistent with the Fair Value approach as described in the Guidance Note of ICAI, the Company's net Profit would be lower by ₹ 233.83 Lacs (Previous Year lower by ₹ 89.69 Lacs) and earnings as Per Share as reported would be as indicated below:

Particulars	2016	2015
Basic Earnings Per Share		
- As Reported after exceptional item (in ₹)	1.69	1.39
- Adjusted (in ₹)	1.59	1.35
Diluted Earnings Per Share		
- As Reported after exceptional item (in ₹)	1.69	1.39
- Adjusted (in ₹)	1.59	1.35

**(iv) Method and Assumption used to estimate the Fair Value of Options granted during the year;**

The fair value has been calculated using the Black Scholes Option Pricing Model. The assumptions used in the model are as follows:

Variables	Date of Grant				
	8 <sup>th</sup> July, 2010				9 <sup>th</sup> May, 13
	Vest 1 8 <sup>th</sup> July, 11	Vest 2 8 <sup>th</sup> July, 12	Vest 3 8 <sup>th</sup> July, 13	Vest 4 8 <sup>th</sup> July, 14	Vest 1 9 <sup>th</sup> May, 14
No. of Shares	7,25,000	7,25,000	7,25,000	7,25,000	27,14,335
Risk Free Interest Rate	6.96%	7.23%	7.45%	7.62%	7.38%
Expected Life (Years)	3.5	4.5	5.5	6.50	1
Expected Volatility	61.24%	61.24%	61.24%	61.24%	62.25%
Dividend Yield	0.83%	0.83%	0.83%	0.83%	0.38%
Price of the underlying Share in Market at the time of Option Granted	38.15	38.15	38.15	38.15	65.75

Variables	Date of Grant		
	12 <sup>th</sup> November, 2014		
	Vest 1 12 <sup>th</sup> November, 15	Vest 2 12 <sup>th</sup> November, 16	Vest 3 12 <sup>th</sup> November, 17
No. of Shares	5,00,000	5,00,000	5,00,000
Risk Free Interest Rate	8.22%	8.22%	8.22%
Expected Life (Years)	3.5	4.5	5.5
Expected Volatility	55.63%	59.24%	57.90%
Dividend Yield	0.27%	0.27%	0.27%
Price of the underlying Share in Market at the time of Option Granted	91.25	91.25	91.25

**31 a) RELATED PARTY DISCLOSURES**

Related parties and transactions with them during the year as identified by the Management are given below:

**(i) Parties where control exists**

Direct Subsidiary Companies:

- Atled Technologies Private Limited (ATPL)
- Caravella Casino (Goa) Private Limited (CCGPL)
- Daman Entertainment Private Limited (DEPL)
- Daman Hospitality Private Limited (DHPL)
- Delta Holding (USA) Inc. (DHUSA) (till 10.12.2014)
- Delta Hospitality and Entertainment Mauritius Limited (DHEML)
- Delta Lifestyle and Entertainment Private Limited (DLEPL)
- Delta Offshore Developers Limited (DODL)
- Delta Pan Africa Limited (DPAL)
- Delta Pleasure Cruise Company Private Limited (DPCCPL)



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

- Highstreet Cruises & Entertainment Private Limited (HCEPL)
- Interactive Gaming & Sports Pty Limited (IGSP)\*
- Marvel Resorts Private Limited (MRPL)

### **Step down Subsidiaries / LLPS:**

- Buddy Communications and Productions Pte Limited (BCPL) (upto 17.02.2016)
- Delta Corp East Africa Limited (DCEAL)
- Delta Hotels Lanka (Private) Limited (DHLKPL)
- Kaizan LLP (KLLP) (till 21.08.2014)
- iGAS Services Pty Limited (IGSPL)\*
- Results International Pte Limited (RIPEL)\*
- Results International Pty Limited (RIPYL)\*
- Canbet UK Limited (CUKL)\*
- Canbet Sports Bookmakers UK Limited (CSBUKL)\*

\* Subsidiary / Step down Subsidiary till 30.03.2016

### **Associate Company**

- Zeicast Pte Limited (ZPL) (through its Step down subsidiary Company HCEPL)

### **Joint Venture**

- Freedom Charter Services Private Limited (FCSPL)

### **(ii) Key Management Personnels (KMP):**

- Mr. Jaydev Mody (JM) - Chairman
- Mr. Ashish Kapadia (AK) – Managing Director
- Mr. Hardik Dhebar (HD) - Group CFO

### **(iii) Relatives of Key Management Personnels:**

- Mrs. Zia Mody (ZM) - Wife of Chairman
- Mrs. Urvi Piramal (UP) - Sister of Chairman
- Mrs. Kalpana Singhania (KS) - Sister of Chairman
- Ms. Aditi Mody (ADM) - Daughter of Chairman
- Ms. Anjali Mody (AM) - Daughter of Chairman

### **(iv) Enterprises over which persons mentioned in (ii) and (iii) above exercise significant influence:**

- AAA Holding Trust (AAAHT)
- Aarti J Mody Trust (AAJMT)
- Aditi J Mody Trust (ADJMT)
- Anjali J Mody Trust (ANJMT)
- Arrow Textiles Limited (ATL)
- AZB & Partners (AZB)
- Delta Magnets Limited (DML)
- Delta Foundation (DF)
- Freedom Registry Limited (FRL)
- Highland Resorts Private Limited (HRPL)
- J M Township and Real Estate Private Limited (JMT)
- Jayem Properties Private Limited (JPPL)
- Jayem Realty Solutions Private Limited (JRSPL)
- NMRT Partners Communication and Consultancy LLP (SKR)
- Peninsula Land Limited (PLL)
- Skarma Consultancy Private Limited (SCPL)



**Details of transactions carried out with related parties in the ordinary course of business:**

(₹ in Lacs)

Sr. No.	Nature of Transactions	Subsidiary/ Fellow Subsidiary Company/ Joint Venture/ Associates		KMP or Relative of KMP owning directly or indirectly interest in voting power		Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2016	2015	2016	2015	2016	2015	2016	2015
1	Partial Liquidation Proceeds Received								
	DPAL	156.16	1,571.04	-	-	-	-	156.16	1,571.04
		156.16	1,571.04	-	-	-	-	156.16	1,571.04
2	Dividend Income								
	PLL	-	-	-	-	0.14	-	0.14	-
	DODL	-	400.89	-	-	-	-	-	400.89
		-	400.89	-	-	0.14	-	0.14	400.89
3	Sales of F & B & Room Rent								
	HCEPL	59.88	41.47	-	-	-	-	59.88	41.47
	AZB	-	-	-	-	3.57	11.19	3.57	11.19
		59.88	41.47	-	-	3.57	11.19	63.45	52.66
4	Security and Guarantee Taken								
	AAAHT	-	-	-	-	-	1,550.00	-	1,550.00
		-	-	-	-	-	1,550.00	-	1,550.00
5	Directors Sitting Fees								
	JM	-	-	0.40	0.30	-	-	0.40	0.30
		-	-	0.40	0.30	-	-	0.40	0.30
6	Professional Fees Paid								
	FRL	-	-	-	-	6.65	6.24	6.65	6.24
	AZB	-	-	-	-	20.29	22.62	20.29	22.62
	SKR	-	-	-	-	0.20	25.29	0.20	25.29
	SCPL	-	-	-	-	23.89	-	23.89	-
		-	-	-	-	51.02	54.15	51.02	54.15
7	Remuneration Paid								
	AK	-	-	104.35	98.33	-	-	104.35	98.33
	HD	-	-	52.22	45.11	-	-	52.22	45.11
	ADM	-	-	-	3.00	-	-	-	3.00
		-	-	156.57	146.44	-	-	156.57	146.44



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(₹ in Lacs)

Sr. No.	Nature of Transactions	Subsidiary/ Fellow Subsidiary Company/ Joint Venture/ Associates		KMP or Relative of KMP owning directly or indirectly interest in voting power		Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2016	2015	2016	2015	2016	2015	2016	2015
8	Commission paid to Managing Director								
	AK	-	-	9.92	8.17	-	-	9.92	8.17
		-	-	9.92	8.17	-	-	9.92	8.17
9	Lease Rent Paid								
	DPCCPL	136.72	134.83	-	-	-	-	136.72	134.83
	JPPL	-	-	-	-	72.08	-	72.08	-
	AAAHT	-	-	-	-	150.72	68.90	150.72	68.90
	DHPL	1,028.84	0.35	-	-	-	-	1,028.84	0.35
		1,165.56	135.18	-	-	222.80	68.90	1,388.36	204.08
10	Sales Promotion Expenses								
	DLEPL	-	16.85	-	-	-	-	-	16.85
	SKR	-	-	-	-	0.16	2.21	0.16	2.21
	SCPL	-	-	-	-	0.22	-	0.22	-
		-	16.85	-	-	0.38	2.21	0.38	19.06
11	Purchase F & B & Other Services								
	HCEPL	108.25	204.83	-	-	-	-	108.25	204.83
	DHPL	1.31	0.12	-	-	-	-	1.31	0.12
		109.56	204.95	-	-	-	-	109.56	204.95
12	Hotel Expenses								
	DHPL	335.30	-	-	-	-	-	335.30	-
		335.30	-	-	-	-	-	335.30	-
13	Travelling Expenses								
	FCSPL	373.90	270.25	-	-	-	-	373.90	270.25
		373.90	270.25	-	-	-	-	373.90	270.25
14	Expenditure on CSR Activity								
	DF	-	-	-	-	95.87	69.48	95.87	69.48
		-	-	-	-	95.87	69.48	95.87	69.48
15	Interest Received / (Paid)								
	DLEPL	13.18	13.53	-	-	-	-	13.18	13.53
	DHUSA	-	2.94	-	-	-	-	-	2.94
	DEPL	(5.21)	(4.92)	-	-	-	-	(5.21)	(4.92)
		7.97	11.55	-	-	-	-	7.97	11.55

(₹ in Lacs)

Sr. No.	Nature of Transactions	Subsidiary/ Fellow Subsidiary Company/ Joint Venture/ Associates		KMP or Relative of KMP owning directly or indirectly interest in voting power		Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2016	2015	2016	2015	2016	2015	2016	2015
16	Loans Given /(Taken)								
	HCEPL	(3,874.00)	(5,678.37)	-	-	-	-	(3,874.00)	(5,678.37)
	DPCCPL	237.00	1,265.43	-	-	-	-	237.00	1,265.43
	DHPL	2,745.33	6,382.23	-	-	-	-	2,745.33	6,382.23
	DLEPL	-	23.60	-	-	-	-	-	23.60
	DHUSA	-	30.29	-	-	-	-	-	30.29
	JMT	-	-	-	-	39.75	17.30	39.75	17.30
	DHEML	33.05	-	-	-	-	-	33.05	-
	CCGPL	0.75	1.25	-	-	-	-	0.75	1.25
	MRPL	145.00	5,271.00	-	-	-	-	145.00	5,271.00
		(712.87)	7,295.43	-	-	39.75	17.30	(673.12)	7,312.73
17	Loans Received Back / (Repaid)								
	HCEPL	(5,452.45)	(8,130.81)	-	-	-	-	(5,452.45)	(8,130.81)
	DPCCPL	-	95.00	-	-	-	-	-	95.00
	DHPL	2,422.00	4,104.86	-	-	-	-	2,422.00	4,104.86
	DEPL	(1.50)	0.50	-	-	-	-	(1.50)	0.50
	DHUSA	-	65.34	-	-	-	-	-	65.34
	JMT	-	-	-	-	17.00	-	17.00	-
	DLEPL	5.00	44.62	-	-	-	-	5.00	44.62
	MRPL	9.00	2.00	-	-	-	-	9.00	2.00
		(3,017.95)	(3,818.49)	-	-	17.00	-	(3,000.95)	(3,818.49)
18	Corporate Guarantee Given & Securities provided								
	DHPL (Corporate Guarantee Given and Securities Provided)	-	13,500.00	-	-	-	-	-	13,500.00
	HCEPL (Corporate Guarantee given)	-	962.60	-	-	-	-	-	962.60
		-	14,462.60	-	-	-	-	-	14,462.60
19	Release of Corporate Guarantee and Securities								
	DHPL (Corporate Guarantee and Securities release)	-	4,000.00	-	-	-	-	-	4,000.00
	DPCCPL (Corporate Guarantee release)	-	836.40	-	-	-	-	-	836.40
		-	4,836.40	-	-	-	-	-	4,836.40



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(₹ in Lacs)

Sr. No.	Nature of Transactions	Subsidiary/ Fellow Subsidiary Company/ Joint Venture/ Associates		KMP or Relative of KMP owning directly or indirectly interest in voting power		Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2016	2015	2016	2015	2016	2015	2016	2015
20	ESOP Granted (nos. of shares) (In Lacs)								
	AK	-	-	-	9.00	-	-	-	9.00
	HD	-	-	-	1.80	-	-	-	1.80
		-	-	-	10.80	-	-	-	10.80
21	Allotments of Equity Shares against ESOP Exercised (nos. of shares) (In Lacs)								
	AK	-	-	-	7.71	-	-	-	7.71
	HD	-	-	-	2.93	-	-	-	2.93
		-	-	-	10.64	-	-	-	10.64
22	Dividend paid On Equity Shares								
	UP	-	-	0.02	0.04	-	-	0.02	0.04
	KS	-	-	0.13	0.31	-	-	0.13	0.31
	HD	-	-	0.11	0.02	-	-	0.11	0.02
	AK	-	-	0.33	-	-	-	0.33	-
	HRPL	-	-	-	-	0.24	0.63	0.24	0.63
	AAJMT	-	-	-	-	31.21	78.03	31.21	78.03
	ADJMT	-	-	-	-	31.21	78.03	31.21	78.03
	ANJMT	-	-	-	-	31.21	78.03	31.21	78.03
		-	-	0.58	0.37	93.87	234.72	94.45	235.09
23	Deposit received back / (Repaid)							-	-
	ATPL	1.00	-	-	-	-	-	1.00	-
	JM	-	-	(2.00)	-	-	-	(2.00)	-
		1.00	-	(2.00)	-	-	-	(1.00)	-
24	Redemption of Preference Share								
	DODL	-	30.27	-	-	-	-	-	30.27
	MRPL	-	4,820.00	-	-	-	-	-	4,820.00
		-	4,850.27	-	-	-	-	-	4,850.27

(₹ in Lacs)

Sr. No.	Nature of Transactions	Subsidiary/ Fellow Subsidiary Company/ Joint Venture/ Associates		KMP or Relative of KMP owning directly or indirectly interest in voting power		Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2016	2015	2016	2015	2016	2015	2016	2015
25	Deposit Given / (Received)								
	ATPL	1.00	-	-	-	-	-	1.00	-
	JM	-	-	(2.00)	-	-	-	(2.00)	-
	DHPL	600.00	-	-	-	-	-	600.00	-
		601.00	-	(2.00)	-	-	-	599.00	-
26	Reimbursement of Expenses								
	HCEPL	4.69	86.46	-	-	-	-	4.69	86.46
	DHPL	193.28	229.06	-	-	-	-	193.28	229.06
	DPCCPL	-	0.17	-	-	-	-	-	0.17
		197.97	315.69	-	-	-	-	197.97	315.69
27	Shares/ Debenture Application Money given / (received back)								
	JMT	-	-	-	-	-	1.00	-	1.00
	JMT	-	-	-	-	-	(12.10)	-	(12.10)
	MRPL	-	(447.41)	-	-	-	-	-	(447.41)
		-	(447.41)	-	-	-	(11.10)	-	(458.51)
28	Sharing of Resources / Infrastructure *								
	ATL	-	-	-	-	-	-	-	-
	CCGPL	-	-	-	-	-	-	-	-
	DEPL	-	-	-	-	-	-	-	-
	DHPL	-	-	-	-	-	-	-	-
	DLEPL	-	-	-	-	-	-	-	-
	DML	-	-	-	-	-	-	-	-
	DPCCPL	-	-	-	-	-	-	-	-
	HCEPL	-	-	-	-	-	-	-	-
	MRPL	-	-	-	-	-	-	-	-
	ZM	-	-	-	-	-	-	-	-
		-	-	-	-	-	-	-	-

\* Transactions are of Non Monetary Consideration.



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(₹ in Lacs)

Sr. No.	Nature of Transactions	Subsidiary/ Fellow Subsidiary Company/ Joint Venture/ Associates		KMP or Relative of KMP owning directly or indirectly interest in voting power		Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2016	2015	2016	2015	2016	2015	2016	2015
	Closing Balance as on 31st March								
29	Professional Fees Payable							-	-
	FRL	-	-	-	-	1.57	1.38	1.57	1.38
	SKR	-	-	-	-	0.18	-	0.18	-
		-	-	-	-	1.74	1.38	1.74	1.38
30	Security & Guarantee Taken								
	AAAHT	-	-	-	-	6,850.00	6,850.00	6,850.00	6,850.00
		-	-	-	-	6,850.00	6,850.00	6,850.00	6,850.00
31	Corporate Guarantee Given / Securities Provided								
	HCEPL (Corporate Guarantee Given)	7,469.60	7,469.60	-	-	-	-	7,469.60	7,469.60
	FCSPL (Corporate Guarantee Given)	3,644.07	2,993.14	-	-	-	-	3,644.07	2,993.14
	DHPL (Corporate Guarantee & Securities Provided)*	8,500.00	9,500.00	-	-	-	-	8,500.00	9,500.00
	DHPL (Corporate Guarantee Given)*	5,500.00	5,500.00	-	-	-	-	5,500.00	5,500.00
		25,113.67	25,462.74	-	-	-	-	25,113.67	25,462.74
32	Loans & Advances Receivable								
	DPCCPL	4,024.87	3,787.87	-	-	-	-	4,024.87	3,787.87
	DLEPL	153.82	146.96	-	-	-	-	153.82	146.96
	DHPL	18,137.28	17,813.95	-	-	-	-	18,137.28	17,813.95
	MRPL	5,405.00	5,269.00	-	-	-	-	5,405.00	5,269.00
	JMT	-	-	-	-	40.05	17.30	40.05	17.30
	IGSP	-	1,152.92	-	-	-	-	-	1,152.92
	IGSP - Provision for Doubtful Debt	-	(1,152.92)	-	-	-	-	-	(1,152.92)
	CCGPL	2.50	1.75	-	-	-	-	2.50	1.75
	HECPL	555.60	-	-	-	-	-	555.60	-
	DHEML	33.05	-	-	-	-	-	33.05	-
		28,312.11	27,019.53	-	-	40.05	17.30	28,352.16	27,036.83



(₹ in Lacs)

Sr. No.	Nature of Transactions	Subsidiary/ Fellow Subsidiary Company/ Joint Venture/ Associates		KMP or Relative of KMP owning directly or indirectly interest in voting power		Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2016	2015	2016	2015	2016	2015	2016	2015
33	Trade Receivable								
	PLL	-	-	-	-	239.00	239.00	239.00	239.00
	AZB	-	-	-	-	0.77	4.98	0.77	4.98
		-	-	-	-	239.77	243.98	239.77	243.98
34	Deposit Receivable								
	DHPL	600.00	-	-	-	-	-	600.00	-
		600.00	-	-	-	-	-	600.00	-
35	Reimbursement of Expenses Receivable/ (Payables)								
	DHPL	20.03	36.26	-	-	-	-	20.03	36.26
	HCEPL	21.29	(23.64)	-	-	-	-	21.29	(23.64)
		41.32	12.62	-	-	-	-	41.32	12.62
36	Trade Payable / Other Current Liabilities								
	PLL	-	-	-	-	46.86	46.86	46.86	46.86
	AAAHT	-	-	-	-	39.16	-	39.16	-
	SKR	-	-	-	-	-	0.04	-	0.04
		-	-	-	-	86.02	46.90	86.02	46.90
37	Unsecured Loans (Including Interest payable)								
	HCEPL	-	1,022.85	-	-	-	-	-	1,022.85
	DEPL	61.86	58.67	-	-	-	-	61.86	58.67
		61.86	1,081.52	-	-	-	-	61.86	1,081.52

\* In respect of term loans repaid by Subsidiary during the year, satisfaction of charge could not be filed before balance sheet date and hence corresponding corporate guarantee for the same is continued to be disclosed. In respect of term loan availed by Subsidiary during the year, corresponding corporate guarantee has not been executed till 31.03.2016 hence the same does not qualify for disclosure. Consequently, the amount of corporate guarantee is same as disclosed for last year.



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

**b) Disclosure under regulation 34(3) of the SEBI (Listing obligations and disclosure requirements regulations, 2015)**

Amount of Loans and Advances in the nature of Loans outstanding to Subsidiaries /Step down Subsidiaries and other companies.

**i) Loans and Advances in the Nature of Loans**

(₹ in Lacs)

Name of the Company	Closing Balance		Maximum Balance outstanding during the Year	
	2016	2015	2016	2015
Subsidiary Companies :				
Delta Pleasure Cruise Company Private Limited	4,024.87	3,787.87	4,024.87	3,787.87
Delta Lifestyle & Entertainment Private Limited	153.82	146.96	153.82	170.80
Delta Holding (USA) Inc	-	-	-	65.34
Interactive Gaming & Sports Pty Limited	-	1,152.92	1,152.92	1,152.92
Daman Hospitality Private Limited	18,137.28	17,813.95	20,282.28	17,813.95
Caravela Casino (Goa) Private Limited	2.50	1.75	2.50	1.75
Marvel Resort Private Limited	5,405.00	5,269.00	5,405.00	5,269.00
Delta Hospitality & Entertainment Mauritius Limited	33.05	-	33.05	-
Highstreet Cruises and Entertainment Private Limited	555.60	-	555.60	-
Companies where Directors are Interested :				
J M Township and Real Estate Private Limited	40.05	17.30	40.05	17.30

**Notes:**

- Loans and Advances shown above, to subsidiaries and other company fall under the category of Loans and Advances in nature of Loans where there is no repayment schedule and are re-payable on demand. Investment made in Compulsory Convertible Debenture (CCD) are not reported here.
- Loan to employees as per Company's policy is not considered.

**ii) Investment by the Loanee in the Shares of the Company**

None of the loanees and loanees of subsidiary companies has, per se, made investments in Shares of the Company.

### 32 EMPLOYEE BENEFITS

Disclosure required under Accounting Standard – 15 (revised 2005) for “Employee Benefits” are as under:

- The Company has recognized the expected liability arising out of the compensated absence and gratuity as at 31<sup>st</sup> March, 2016 based on actuarial valuation carried out using the Projected Unit Credit Method.
- The disclosure given below has been obtained from independent actuary pertaining to defined benefit plan and other long term employee compensation. The other disclosures are made in accordance with AS – 15 (revised) pertaining to the Defined Benefit Plan are as given below:

(₹ in Lacs)

Sr. No.	Particulars	Gratuity Unfunded		Leave Encashment Unfunded	
		2016	2015	2016	2015
<b>1</b>	<b>Assumptions :</b>				
	Mortality Rate	Indian Assured Lives Mortality (2006-2008) Ultimate		Indian Assured Lives Mortality (2006-2008) Ultimate	
	Discount Rate	7.72%	7.89%	7.72%	7.89%
	Salary Escalation Rate	7.00%	7.00%	7.00%	7.00%
	Retirement	58 Yrs	58 Yrs	58 Yrs	58 Yrs
<b>2</b>	<b>Changes in Present Value of Obligations :</b>				
	Present value of obligations as at beginning of year	138.20	102.76	73.80	67.43
	Interest Cost	10.90	9.28	5.82	6.09
	Current Service Cost	28.19	25.93	21.38	22.22
	Liability Transfer In	2.98	-	2.24	-
	Liability Transfer out	(0.53)	(14.64)	(0.29)	(8.99)
	Benefit Paid	(14.83)	(7.83)	(11.20)	(10.69)
	Actuarial (Gain) / Loss on obligations	9.80	22.70	(7.28)	(2.26)
	Present Value of Obligations as at End of Year	174.71	138.20	84.47	73.80
<b>3</b>	<b>Changes in the Fair Value of Plan Assets:</b>				
	Fair value of Plan Assets at Beginning of Year	-	-	-	-
	Expected Return on Plan Assets	-	-	-	-
	Contributions	-	-	-	-
	Transfer to Other Company	-	-	-	-
	Benefits Paid	-	-	-	-
	Actuarial Gain / (Loss) on Plan Assets	-	-	-	-
	Fair Value of Plan Assets at the End of Year	-	-	-	-
<b>4</b>	<b>Actuarial Gain/Loss Recognized:</b>				
	Actuarial (Gain)/Loss for the Year –Obligation	9.80	22.70	(7.28)	(2.26)
	Actuarial (Gain)/Loss for the Year - Plan Assets	-	-	-	-
	Total (Gain)/Loss for the Year	9.80	22.70	(7.28)	(2.26)
	Actuarial (Gain)/Loss Recognized in the Year	9.80	22.70	(7.28)	(2.26)



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(₹ in Lacs)

Sr. No.	Particulars	Gratuity Unfunded		Leave Encashment Unfunded	
		2016	2015	2016	2015
<b>5</b>	<b>Amount / Recognized in the Balance Sheet:</b>				
	Liability at the End of the Year	174.71	138.20	84.47	73.80
	Fair value of Plan Assets at the End of the Year	-	-	-	-
	Difference	(174.71)	(138.20)	(84.47)	(73.80)
	Amount Recognized in the Balance Sheet	(174.71)	(138.20)	(84.47)	(73.80)
<b>6</b>	<b>Expenses Recognized in the Statement of Profit and Loss:</b>				
	Current Service Cost	28.19	25.93	21.38	22.22
	Interest Cost	10.90	9.28	5.82	6.09
	Expected Return on Plan Assets	-	-	-	-
	Past Service Cost (non-vested benefit) recognized	-	-	-	-
	Past Service Cost (vested benefit) Recognized	-	-	-	-
	Recognition of Transition Liability	-	-	-	-
	Actuarial (Gain) or Loss	9.80	22.70	(7.28)	(2.26)
	Expenses Recognized in the Profit and Loss Account	48.89	57.92	19.92	26.05
<b>7</b>	<b>Balance Sheet Reconciliation :</b>				
	Opening Liability	138.20	102.76	73.80	67.43
	Expenses as Above	48.89	57.92	19.92	26.05
	Employer's Contribution	(14.83)	(7.83)	(11.20)	(10.69)
	Liability Transfer In	2.98	-	2.24	-
	Liability Transfer Out	(0.53)	(14.64)	(0.29)	(8.99)
	Closing Net Liability	174.71	138.20	84.47	73.80
<b>8</b>	<b>Data :</b>				
	Average Age of Employees (in number)	30.05	29.79	30.05	29.79
	Average Salary of Employee Per Month	0.09	0.09	0.09	0.09

**Note:** Provision for Leave Encashment related to balance of Sick Leave carried forward as on 31.03.2016 is ₹ 7.67 Lacs (Previous Year ₹ 6.57 Lacs)

(₹ in Lacs)

	Gratuity (Unfunded)	2016	2015	2014	2013	2012
<b>9</b>	<b>Experience Adjustment</b>					
	Defined Benefit Obligation	-	-	-	-	-
	Plan Assets	-	-	-	-	-
	Deficit / (Surplus)	-	-	-	-	-
	Experience Adjustment on Plan Liabilities	8.34	15.46	61.08	(0.49)	(0.44)
	Experience Adjustment on Plan Asset Gain/(Loss)	-	-	-	-	-

**(iii) Under Defined Contribution Plan:**

(₹ in Lacs)

Particulars	2016	2015
Contribution to Provident Fund & Other Fund	132.02	116.66
Contribution to ESIC	36.36	33.37

**33 OPERATING LEASE INCOME & EXPENSE**

The Company has non cancelable operating lease expenses :

(₹ in Lacs)

Particulars	2016	2015
Lease Rental Paid During the Year	1,508.50	203.47
<b>TOTAL</b>	<b>1,508.50</b>	<b>203.47</b>

The Future Minimum Lease Expense is as under:

(₹ in Lacs)

Particulars	2016	2015
Upto 1 Year	1,364.24	197.08
1 Year to 5 Year	4,919.76	102.73
Above 5 Year	300.00	-
<b>TOTAL</b>	<b>6,584.00</b>	<b>299.81</b>

\*Other Terms

- The Operating Lease Arrangements extend for a maximum of 6 years from their respective dates of inception and relate to rented premises and Movable Property.
- Additional amount of applicable taxes will be paid on these rentals as per the applicable rates existing at the time of receipts and payments.

**34 PAYMENT TO AUDITORS**

(₹ in Lacs)

Particulars	2016	2015
Audit Fees (including Limited Review)	20.76	19.18
In Other Capacities		
- Tax Audit	1.00	1.00
- Taxation Matters	-	0.50
- Certification and Other Services	0.15	0.80
- Out of Pocket Expenses	0.73	0.87
- Service Tax on above	3.27	2.76
<b>TOTAL</b>	<b>25.92</b>	<b>25.11</b>



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

## 35 PRIOR PERIOD ITEMS

(₹ in Lacs)

Particulars	2016	2015
Prior Period Expenses Debited in Profit & Loss Account consist of:		
Expenses Pertaining of Previous Year		
i) Repairs & Maintenance	4.73	21.19
ii) Merger Expenses	-	3.52
iii) Sales Promotion Expenses	10.07	6.86
iv) Other Expenses	9.83	8.49
<b>TOTAL</b>	<b>24.63</b>	<b>40.06</b>

## 36 EARNINGS PER SHARE

Particulars	2016	2015
Net Profit after Tax (₹ In Lacs)	3,895.28	3,189.73
Weighted Average Number of Equity Shares used as Denominator for Calculating Basic Earnings Per Share (Nos)	2,306.64	2,295.84
Weighted Average Number of Equity Shares used as Denominator for Calculating Diluted Earnings Per Share (Nos)	2,306.83	2,296.14
Basic and Diluted Earnings Per Share (₹)	1.69	1.39
Diluted Earnings Per Share (₹)	1.69	1.39
Nominal Value per Equity Share (₹)	1	1
Reconciliation between Number of Shares used for calculating Basic and diluted Earning Per share:		
Number of Shares used for calculating Basic EPS (Nos)	2,306.64	2,295.84
Add: Potential Equity Shares (refer note below) (Nos)	0.19	0.29
Number of Shares used for calculating Diluted EPS (Nos)	2,306.83	2,296.14

Note: In calculating diluted earning per share for the year, the effect of dilutive Employee Stock Option outstanding till the date of actual exercise of option is considered.

## 37 EXCEPTIONAL ITEMS

An exceptional item in financial statement includes ₹ 500 Lacs being one time fees payable to the Government of Goa on account of transfer of casino licence due to the merger of one of the subsidiary of the company in the earlier years (Previous Year: ₹ Nil), gain of ₹ Nil (Previous Year : ₹ 343.32 Lacs ) arising on partial liquidation proceeds received from overseas subsidiary (in Liquidation) and gain on account of depreciation of ₹ Nil (Previous Year : ₹ 23.40 Lacs) due to change in method of depreciation from Written Down Value to Straight Line Method.



### 38 ADDITIONAL INFORMATION PURSUANT TO THE PROVISIONS OF SCHEDULE III TO THE COMPANIES ACT, 2013

#### Expenditure in Foreign Currency :

(₹ in Lacs)

Particulars	2016	2015
Travelling Expenses	-	19.18
Capital Asset Purchased	363.52	182.10
Other Expenses	48.71	0.31
<b>TOTAL</b>	<b>412.24</b>	<b>201.58</b>

#### Earning in Foreign Currency :

(₹ in Lacs)

Particulars	2016	2015
Dividend Income from Subsidiary Company	-	400.89
Sale of Services and Materials	1,059.64	971.76
<b>TOTAL</b>	<b>1,059.64</b>	<b>1,372.65</b>

**The Foreign currency exposures that are not hedged by a derivative instrument or otherwise as at year end are given below:**

Particulars	2016			2015	
	Currency Name	In Foreign Currency	(₹ in Lacs)	In Foreign Currency	(₹ in Lacs)
Trade Payables					
- Hedged by derivative or otherwise	-	-	-	-	-
- Not Hedged	USD	3,020	2.00	-	-
- Not Hedged	GBP	51,471	49.01	10,110	9.63
- Not Hedged	EURO	13,750	10.35	-	-
Investment made in Preference Shares					
- Hedged by derivative or otherwise	-	-	-	-	-
- Not Hedged	USD	36,20,000	2,392.78	36,20,000	2,259.58
Inter Corporate Deposit					
- Hedged by derivative or otherwise	-	-	-	-	-
- Not Hedged	USD	50,000	33.05	-	-
Contingent Liability					
- Hedged by derivative or otherwise	-	-	-	-	-
- Not Hedged	USD	55,00,000	3,644.07	55,00,000	3,442.12
<b>TOTAL</b>			<b>6,131.25</b>		<b>5,711.32</b>



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

## 39 DIVIDEND TO NRI / OCB

((₹ in Lacs) unless stated otherwise)

Particulars	2016	2015
Number of Non Resident Shareholders (Nos.)	611	563
Total Number of Shares held by them (Nos.)	3,08,35,636	3,09,95,797
Amount of Dividend Paid	30.84	77.49
Year to which Dividend Relates	2014-15	2013-14

## 40 MAT CREDIT ENTITLEMENT

MAT Credit Entitlement of ₹ 2,000.59 Lacs (Previous Year ₹ 2,167.61 Lacs) is based on future business projections of Company as projected by Management, and the same have been relied upon by the Auditors.

- 41 The Company has incurred total expenditure of ₹ 95.87 Lacs (Previous Year ₹ 82.23 Lacs) on CSR activities as defined under section 135 of the Companies Act, 2013 read with relevant rules.

## 42 PREVIOUS YEAR COMPARATIVES

Previous year's figures have been regrouped/ rearranged/ recasted/reclassified/ re-adjusted wherever necessary to conform to the Current Year's classifications.

As Per Our Report of Even Date Attached		For and on behalf of Board		
For Haribhakti & Co. LLP Chartered Accountants ICAI Firm Regn. No. 103523W	For Amit Desai & Co Chartered Accountants ICAI Firm Regn. No. 130710W	Jaydev Mody Chairman DIN : 00234797	Ashish Kapadia Managing Director DIN : 02011632	Ravinder Kumar Jain Director DIN : 00652148
Chetan Desai Partner Membership No. 017000	Amit Desai Partner Membership No. 032926	Vrajesh Udani Director DIN : 00021311	Rajesh Jaggi Director DIN : 00046853	Alpana Chinai Director DIN : 00136144
Mumbai, 25 <sup>th</sup> April, 2016		Hardik Dhebar Group CFO	Dilip Vaidya Company Secretary	

## To the Members of Delta Corp Limited

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Delta Corp Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associate and jointly controlled entity, comprising of the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associate and jointly controlled entity in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and its associate and jointly controlled entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their report referred to in sub-paragraph (b) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid



# INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF DELTA CORP LIMITED

consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate and jointly controlled entity as at March 31, 2016, their consolidated profit and their consolidated cash flows for the year ended on that date.

## Emphasis of Matter

We draw attention to Note 39 to the Consolidated Financial Statements with regard to MAT Credit Entitlement of ₹ 2,000.59 Lacs, which is based on the judgment of the management.

Our opinion is not modified in respect of this matter.

## Other Matter

- (a) The standalone financial statements of six subsidiaries and consolidated financial statements of two subsidiaries which reflects total assets of ₹ 72,297.86 Lacs as at March 31, 2016, total revenues of ₹ 15,306.62 Lacs, and net cash outflows amounting to ₹ 24.26 Lacs for the year ended on that date, as considered in the consolidated financial statements were audited by one of us.

The consolidated financial statements of above mentioned two subsidiaries consist of one step-down foreign subsidiary which ceased to be a subsidiary on February 18, 2016 whose financial statements reflects, total revenues of ₹ 121.67 Lacs, and net cash inflows amounting to ₹ 9.23 Lacs for the period ended on that date and Group's share of profit/losses in a step-down associate of ₹ Nil for the year ended March 31, 2016 whose financial statements have not been audited by us. These financial statements are unaudited and have been furnished to one of us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and associate, and our report in terms of Sub-Sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and associate, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to one of us by the Management, these financial statements are not material to the Group.

- (b) We did not audit the standalone financial statements of one subsidiary and the consolidated financial statements of one subsidiary included in the Statement, whose financial statements reflects total assets of ₹ 1,400.86 Lacs as at March 31, 2016, total revenues of ₹ Nil and net cash inflows amounting to ₹ 34.16 Lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of Sub-Sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.
- (c) We did not audit consolidated financial statements of one subsidiary included in the Statement, whose financial statements reflects total assets of ₹ 2,677.06 Lacs as at March 31, 2016, total revenues of ₹ Nil and net cash inflow amounting to ₹ 17.63 Lacs for the year on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of Sub-Sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements and our report on the Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the management.

## Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books and the reports of the other auditors;
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d. In our opinion, the aforesaid consolidated financial statements read with Note 1(a) thereto comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and jointly controlled entity incorporated in India, none of the directors of the Group companies, and jointly controlled entity incorporated in India is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the the Group, and jointly controlled entity and the operating effectiveness of such controls, we give our separate Report in the "Annexure";
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, and jointly controlled entity – Refer Note 29(i) to the consolidated financial statements;
  - (ii) The Group, its associate and jointly controlled entity did not have any material foreseeable losses on long term contracts including derivative contracts;
  - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company. Further, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by its subsidiaries companies and jointly controlled entity incorporated in India.

**For Haribhakti & Co, LLP.**  
Chartered Accountants  
Firm's Registration No. 103523W

**For Amit Desai & Co**  
Chartered Accountants  
Firm's Registration No. 130710W

**Chetan Desai**  
Partner  
Membership No. 017000  
Place: Mumbai  
Date: April 25, 2016

**Amit Desai**  
Partner  
Membership No. 032926



## ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Delta Corp Limited on the consolidated financial statements for the year ended year ended March 31, 2016]

### **Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, We have audited the internal financial controls over financial reporting of the Group and jointly controlled company, which are companies incorporated in India, as of that date.

#### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the of the Group and jointly controlled companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and



directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Group, and jointly controlled company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

### **Other Matters**

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to 8 subsidiary companies, and 1 jointly controlled company, which are companies incorporated in India, is based on the corresponding reports issued by one of us as joint auditor of such companies incorporated in India.

**For Haribhakti & Co, LLP.**  
Chartered Accountants  
Firm's Registration No. 103523W

**For Amit Desai & Co**  
Chartered Accountants  
Firm's Registration No. 130710W

**Chetan Desai**  
Partner  
Membership No. 017000

Place: Mumbai  
Date: April 25, 2016

**Amit Desai**  
Partner  
Membership No. 032926



# CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2016

(₹ in Lacs)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2016		As at 31 <sup>st</sup> March, 2015	
<b>EQUITY AND LIABILITIES</b>					
<b>Shareholders' Funds</b>					
(a) Share Capital	2	2,306.64		2,306.64	
(b) Reserves & Surplus	3	78,028.83	80,335.47	74,198.18	76,504.82
<b>Minority Interest</b>			2,354.44		2,440.50
<b>Non-Current Liabilities</b>					
(a) Long-Term Borrowings	4	19,279.24		22,392.14	
(b) Other Long Term Liabilities	5	750.00		600.00	
(c) Long-Term Provisions	6	361.41	20,390.65	294.44	23,286.58
<b>Current Liabilities</b>					
(a) Short-Term Borrowings	7	1,042.90		2,770.27	
(b) Trade Payables (includes dues to micro and small enterprises ₹ 24.79 Lacs (March 31, 2015: ₹ 11.69 Lacs))	8	1,575.76		1,716.59	
(c) Other Current Liabilities	9	10,245.94		13,587.71	
(d) Short-Term Provisions	10	2,153.13	15,017.73	1,465.18	19,539.75
TOTAL			1,18,098.29		1,21,771.65
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
(a) Fixed Assets	11				
i) Tangible Assets		76,937.73		79,458.87	
ii) Intangible Assets		250.82		312.52	
iii) Capital Work In Progress		242.32		351.51	
iv) Intangible Assets under Development		28.48		28.48	
		77,459.35		80,151.38	
(b) Goodwill (On Consolidation) (Net)	35	5,138.93		5,648.08	
(c) Non-Current Investments	12	1,123.61		1,264.84	
(d) Deferred Tax Assets (Net)	13	563.27		615.24	
(e) Long-Term Loans and Advances	14	2,873.50		3,889.81	
(f) Other Non-Current Assets	15	2,034.84	89,193.50	1,802.93	93,372.28
<b>Current Assets</b>					
(a) Current Investments	16	9,246.66		9,506.16	
(b) Inventories	17	7,076.23		6,954.49	
(c) Trade Receivable	18	1,462.25		2,276.24	
(d) Cash and Bank Balances	19	2,280.44		2,096.72	
(e) Short-Term Loans and Advances	20	8,745.06		7,458.38	
(f) Other Current Assets	21	94.15	28,904.79	107.38	28,399.37
TOTAL			1,18,098.29		1,21,771.65
Significant Accounting Policies and Notes to the Financial Statements	1-48				

As Per Our Report of Even Date Attached

For Haribhakti & Co. LLP  
Chartered Accountants  
ICAI Firm Regn. No. 103523W

For Amit Desai & Co  
Chartered Accountants  
ICAI Firm Regn. No. 130710W

Chetan Desai  
Partner  
Membership No. 017000

Amit Desai  
Partner  
Membership No. 032926

Mumbai, 25<sup>th</sup> April, 2016

For and on behalf of Board

Jaydev Mody  
Chairman  
DIN : 00234797

Ashish Kapadia  
Managing Director  
DIN : 02011632

Ravinder Kumar Jain  
Director  
DIN : 00652148

Vrajesh Udani  
Director  
DIN : 00021311

Rajesh Jaggi  
Director  
DIN : 00046853

Alpana Chinai  
Director  
DIN : 00136144

Hardik Dhebar  
Group CFO

Dilip Vaidya  
Company Secretary

# CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016



(₹ in Lacs)

Particulars	Note No.	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
<b>INCOME:</b>			
Revenue from Operations	22	37,786.08	29,997.41
Other Income	23	579.72	742.20
<b>Total Revenue</b>		<b>38,365.80</b>	<b>30,739.61</b>
<b>EXPENSES:</b>			
Cost of Material Purchased	24	3,141.96	2,466.93
Changes in Inventory of Work in Progress and Stock in Trade	25	(199.07)	7.74
Employee Benefits Expense	26	5,785.32	5,265.65
Finance Costs	27	4,144.12	5,130.27
Depreciation and Amortization Expense	11	3,820.75	3,468.80
Other Expenses	28	16,765.96	15,603.82
<b>Total Expenses</b>		<b>33,459.04</b>	<b>31,943.21</b>
Profit/(Loss) Before Exceptional Items and Tax		4,906.76	(1,203.61)
Exceptional Items Gain/(Loss)	37	1,047.84	(452.13)
<b>Profit Before Tax</b>		<b>5,954.60</b>	<b>(1,655.73)</b>
<b>Tax Expenses</b>			
- Current Tax		2,094.69	1,286.54
- MAT Credit (Entitlement)/Reversal		-	57.37
- Deferred Tax	13	51.97	(469.20)
- Adjustment for Earlier Year's Tax Adjustments		(143.46)	208.21
<b>Total Tax Expenses</b>		<b>2,003.20</b>	<b>1,082.92</b>
<b>Profit/(Loss) After Tax</b>		<b>3,951.40</b>	<b>(2,738.65)</b>
Prior Period Items	41	7.72	35.46
Loss of Associate Companies		-	(0.95)
Minority Interest		314.61	497.92
<b>Profit/(Loss) For the Year</b>		<b>4,258.29</b>	<b>(2,277.14)</b>
Earnings Per Share (Nominal Value of Re. 1/- each)			
- Basic	40	1.85	(0.99)
- Diluted		1.85	(0.99)
Significant Accounting Policies and Notes to the Financial Statements	1-48		

As Per Our Report of Even Date Attached

For Haribhakti & Co. LLP  
Chartered Accountants  
ICAI Firm Regn. No. 103523W

For Amit Desai & Co  
Chartered Accountants  
ICAI Firm Regn. No. 130710W

Chetan Desai  
Partner  
Membership No. 017000

Amit Desai  
Partner  
Membership No. 032926

Mumbai, 25<sup>th</sup> April, 2016

For and on behalf of Board

Jaydev Mody  
Chairman  
DIN : 00234797

Ashish Kapadia  
Managing Director  
DIN : 02011632

Ravinder Kumar Jain  
Director  
DIN : 00652148

Vrajesh Udani  
Director  
DIN : 00021311

Rajesh Jaggi  
Director  
DIN : 00046853

Alpana Chinai  
Director  
DIN : 00136144

Hardik Dhebar  
Group CFO

Dilip Vaidya  
Company Secretary



# CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) Before Tax	5,954.60	(1,655.73)
Adjustments for :		
Employee Stock Option	(0.65)	44.99
Exceptional Items	(1,547.84)	452.13
Depreciation and Amortization	3,820.75	3,468.80
Loss on Sale of Fixed Assets	95.55	48.69
Finance Charges	4,144.12	5,130.27
Interest Income	(169.81)	(185.07)
Dividend Income	(99.15)	(109.94)
(Profit)/Loss on Sales of Investment	(57.48)	(282.18)
Sundry Balance Written Off/ (Written Back)	(214.07)	(109.84)
Prior Period Items	(7.72)	(35.46)
Exchange Difference Arising on Consolidation	268.84	(241.29)
<b>Operating Profit before Working Capital Changes</b>	12,187.14	6,525.37
Adjustments for :		
Trade Receivables	813.99	4,461.08
Loans and Advances	(44.25)	(314.52)
Trade Payables	73.24	52.40
Other Liabilities	216.95	976.41
Inventories	(121.74)	217.66
<b>Cash Generated from Operation</b>	13,125.34	11,918.40
Taxes Paid (Net of Refund)	(1,559.64)	(3,534.63)
<b>Net Cash Generated From Operating Activities (a)</b>	11,565.70	8,383.77
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(1,062.79)	(1,558.81)
Purchase of Intangible Assets	-	(1,105.01)
Proceeds from Sale of Fixed Assets	173.44	485.20
Dividend Received	99.15	109.94
Interest Received	169.25	396.55
Inter Corporate Deposits Received Back	262.80	245.00
Inter Corporate Deposits Given	(916.23)	(658.03)
Investment in Long Term Fixed Deposit	(235.19)	(453.75)
Purchase of Mutual Fund	(8,340.00)	(5,525.11)
Proceeds from Sale of Investment and Mutual Fund	8,657.05	5,554.74
<b>Net Cash Used in Investing Activities (b)</b>	(1,192.51)	(2,498.18)

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds From Issuance of Share Capital	-	1,446.05
Finance Charges Paid	(4,270.98)	(5,506.44)
Dividend Paid (including Dividend Distribution Tax)	(277.62)	(623.29)
Minority Interest	(396.67)	(3,090.69)
Proceeds From Long Term Borrowing	10,000.00	19,618.87
Repayment of Long Term Borrowing	(13,510.47)	(21,442.79)
Proceeds From Short Term Borrowing	-	305.37
Repayment of Short Term Borrowing	(1,727.37)	-
<b>Net Cash Generated From Financing Activities (c)</b>	<b>(10,183.10)</b>	<b>(9,292.91)</b>
Increase/ (Decrease) in Cash and Cash Equivalents (a + b + c)	190.09	(3,407.32)
Cash & Cash Equivalents as at Beginning of Year	2,041.39	5,448.71
<b>Cash &amp; Cash Equivalents as at End of the Year</b>	<b>2,231.48</b>	<b>2,041.39</b>
Cash and Cash Equivalent includes		
Cash on Hand	542.86	920.07
Cheques on Hand	27.20	27.62
Balance with Banks		
In Current Accounts	1,619.28	1,078.11
In Fixed Deposit Accounts	42.14	15.58

**Notes:**

- 1) The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard - 3 on Cash Flow Statement issued by The Institute of Chartered Accountants of India.
- 2) Figures in bracket indicate cash outflow.

As Per Our Report of Even Date Attached

For Haribhakti & Co. LLP  
Chartered Accountants  
ICAI Firm Regn. No. 103523W

For Amit Desai & Co  
Chartered Accountants  
ICAI Firm Regn. No. 130710W

Chetan Desai  
Partner  
Membership No. 017000

Amit Desai  
Partner  
Membership No. 032926

Mumbai, 25<sup>th</sup> April, 2016

For and on behalf of Board

Jaydev Mody  
Chairman  
DIN : 00234797

Ashish Kapadia  
Managing Director  
DIN : 02011632

Ravinder Kumar Jain  
Director  
DIN : 00652148

Vrajesh Udani  
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DIN : 00021311

Rajesh Jaggi  
Director  
DIN : 00046853

Alpana Chinai  
Director  
DIN : 00136144

Hardik Dhebar  
Group CFO

Dilip Vaidya  
Company Secretary



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

## COMPANY OVERVIEW

Delta Corp Ltd, incorporated in the year 1990, is a fast growing Indian Company. The Company along with its subsidiaries currently operates at Goa and Daman in gaming & hospitality segments. Shares of Company are listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE).

## 1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

### a) Basis of Preparation of Consolidated Financial Statements

These Consolidated financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis. The accounting policies adopted in the preparation of financial statements are consistent with those followed in the previous year. The Central Government in consultation with National Advisory Committee on Accounting Standards has amended Companies (Accounting Standards) Rules, 2006 ('principal rules'), vide notification issued by Ministry of Corporate Affairs dated March 30, 2016. The Companies (Accounting Standards) Rules, 2016 is effective March 30, 2016. The Company believes, that the Rule 3 (2) of the principal rules has not been withdrawn or replaced and accordingly, the Companies (Accounting Standards) Rule, 2016 will apply for the accounting periods commencing on or after March 30, 2016.

### b) Principles of Consolidation

The Consolidated Financial Statements related to Delta Corp Limited ('the Company') its Subsidiary Companies, Joint Venture and Associate Company have been prepared on following basis:

- i) The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra group transactions in accordance with Accounting Standard (AS) 21 – "Consolidated Financial Statements".
- ii) In case of foreign subsidiaries, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Difference arising on consolidation is recognized in the foreign currency translation reserve.
- iii) The difference between the cost of the investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.
- iv) The difference between the proceeds from disposal of investment in a subsidiary and the carrying amount of its assets less liabilities as of the date of the disposal is recognized in the consolidated statement of Profit and Loss.
- v) Minority Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- vi) Minority Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders.
- vii) Interest in Joint Venture have been accounted by using the proportionate consolidation method as per Accounting Standard (AS) - 27 – "Financial Reporting of Interest in Joint Venture".



- viii) In case of associates, where the Company directly or indirectly through subsidiaries has significant influence, accounted as per equity method in accordance with Accounting Standard (AS) 23 – “Accounting for Investments in Associates in Consolidated Financial Statements”.
- ix) The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company’s separate financial statements.

#### **c) Use of Estimates**

The Preparation of Financial Statements in conformity with India GAAP requires judgements, estimates and assumptions to be made that affect the reported amount of Assets & Liabilities, Disclosure of contingent liabilities on the date of financial statements and reported amount of revenue & expenditure during the reported period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialize.

#### **d) Revenue Recognition**

- i) Sales are stated at contractual realizable value. Revenue from sale of properties is recognised based on guidelines prescribed by the “Guidance note on Accounting Treatment for real estate transactions (Revised 2012)” issued by the Institute of Chartered Accountants of India. Sale of Goods & Services are recognized when significant risks and rewards of ownership are passed on to customers or when the full / complete services have been provided.
- ii) Income from Live Casino Business is accounted for on the basis of aggregate winning and losses at the end of each gaming day of play with the count of chips. Income from Slot Machines is accounted for on the basis of actual collection in each respective machine.
- iii) Dividend income is recognized when the right to receive dividend is established.
- iv) Claims for price variation/exchange rate variation in case of contracts are accounted for on acceptance.
- v) Rent income is accounted on accrual basis.
- vi) Interest income is generally recognized on a time proportion method.
- vii) Sale comprise sale of food and beverages, allied services relating to entertainment and hospitality operations.

#### **e) Fixed Assets**

##### **Tangible Assets**

Fixed Assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Finance cost related to acquisition of fixed assets are included to the extent they relate to the period till such assets are ready to be put to intended use. In the case of new projects successfully implemented, substantial expansion of existing units and expenditure resulting into enduring benefit, all pre-operative expenses including depreciation and interest on borrowings for the project, incurred up to the date of installation are capitalized and added pro-rata to the cost of related fixed assets of project.

##### **Intangible Assets**

Intangible assets are stated at cost of acquisition less accumulated depreciation/amortisation.

##### **Capital Work-In-Progress**

Expenses incurred for acquisition of capital assets outstanding at each balance sheet date are disclosed



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

under Capital Work-in-Progress. Advances given towards the acquisition of fixed assets are shown separately as capital advances under head long term loans & advances. In respect of supply-cum-erection contracts, the value of supplies received at site and accepted is treated as Capital Work-in-Progress.

### **f) Depreciation**

#### **Tangible Assets**

Depreciation is provided on a straight line basis for all assets based on useful life / remaining useful life of the Assets. Accordingly, the depreciation on tangible fixed assets is provided in accordance with the provisions of Schedule II of the Companies Act, 2013. Leasehold assets are depreciated on a straight-line basis over the period of lease.

#### **Intangible Assets**

The cost relating to Intangible assets, which are acquired, are capitalized and amortised on a straight line basis upto the period of five years, which is based on their estimated useful life.

### **g) Investments**

Investments that are readily realizable and intended to be held but not more than a year are classified as current investments. All other investments are classified as long term investment. Carrying amount of the individual investment is determined on the basis of the average carrying amount of the total holding of the investments.

Long-term investments are stated at cost less provision for other than temporary diminution in value. Investments in immovable properties include purchase price, duties, interest and cost of improvements. Current investments are carried at lower of cost and fair value.

### **h) Inventories**

- i) Inventories are valued at lower of cost calculated on weighted average basis or net realizable value.
- ii) Inventories comprises of raw material, stores, spares and consumables, finished goods and realty work in process.
- iii) Cost of inventories comprises of cost of purchase, cost of conversion and other cost incurred in bringing the inventories to their present location and condition.
- iv) Realty work in progress represents expenditure incurred on projects undertaken for development and construction. Projects under development are stated at Cost. It includes costs of incomplete properties; the costs incurred before the work has progressed; also include initial project costs that relate directly to a project; other expenditures as identified by the management incurred for the purpose of securing and executing the project.
- v) Stores and Spares once issued from Stores are treated as consumed and charged to Statement of Profit & Loss except stores and spares initially issued at the time of start of operation, are amortized over period of three years.

### **i) Employee Benefits**

- i) Defined contribution plan: The Company's contributions paid or payable during the year to the provident fund for the employees is recognized as an expense in the Statement of Profit and Loss.
- ii) Defined Benefit Plan and other long term employee benefits: The Company's liabilities towards Defined Benefit Schemes viz. Gratuity benefits and compensated absences are determined using the Projected Unit Credit Method. Actuarial valuations under the Projected Unit Credit Method are carried out at the Balance Sheet date. Actuarial gains and losses are recognized in the statement of

Profit and Loss in the period of occurrence of such gains and losses. Sick leaves and casual leaves are not encashable. However, as the same are eligible for carry forward, provision has been made based on Actuarial Valuation report.

**j) Foreign Currency Transactions**

- i) Foreign exchange transactions are recorded at the closing rate prevailing on the dates of the respective transaction. Exchange difference arising on foreign exchange transactions settled during the year is recognized in the statement of profit and loss.
- ii) Monetary assets and liabilities denominated in foreign currencies are converted at the closing rate as on balance sheet date. The resultant exchange difference is recognized in the statement of profit and loss.
- iii) Exchange rate differences arising on a monetary item that, in substance, forms part of the company's net investment in a non-integral foreign operation are accumulated in a foreign currency translation reserve in the company's financial statements until the disposal of the net investment.
- iv) Non monetary assets and liabilities denominated in foreign currencies are carried at the exchange rate prevalent on the date of the transaction.

**k) Forward exchange contracts entered to hedge foreign currency risk of an asset/liability**

The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expense/income over the life of the contract. Any profit or loss arising on cancellation or renewable of such forward contract is recognised as income or expenses for the period.

Exchange differences on such contract, except contract which are long term foreign currency monetary items are recognised in the statement of profit & loss in the period in which the exchange rate change.

**l) Borrowing Costs**

Borrowing costs that are directly attributable to and incurred on acquiring qualifying assets (assets that necessarily takes a substantial period of time for its intended use) are capitalized. Other borrowing costs are recognized as expenses in the period in which same are incurred. Incidental cost for the borrowings is deferred over the period of loan where such other cost are structured for the total cost of borrowings.

**m) Accounting for Taxes on Income**

Tax expenses are the aggregate of current tax and deferred tax charged or credited in the statement of profit and loss for the period.

**i) Current Tax**

The current charge for income tax is calculated in accordance with the provisions of Income Tax Act, 1961 as applicable to the financial year.

**ii) Deferred Tax**

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

### iii) Minimum Alternate Tax (MAT)

In case the Company is liable to pay income tax under provision of Minimum Alternate Tax u/s. 115JB of Income Tax Act, 1961, the amount of tax paid in excess of normal income tax liability is recognized as an asset only if there is convincing evidence for realization of such asset during the specified period. MAT Credit Entitlement is recognized in accordance with the Guidance Note on accounting treatment in respect of Minimum Alternate Tax (MAT) issued by The Institute of Chartered Accountants of India.

### n) Impairment of Assets

The Company evaluates all its assets for assessing any impairment and accordingly recognizes the impairment, wherever applicable, as provided in Accounting Standard 28, "Impairment of Assets". The impairment as recognised in prior accounting period is reversed if there has been a change in the estimate of recovery amount.

### o) Operating Leases

Rental applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against Statement of Profit & Loss as per the terms of lease agreement over the period of lease.

### p) Share Based Compensation

The compensation cost of stock options granted to employees is measured by the intrinsic value method, i.e. difference between the market price of the Company's shares on the date of grant of options and exercise price to be paid by the option holders. The compensation cost, if any, is amortized on a straight-line basis over the vesting period of the options as per para 42A of "Guidance Note on Accounting for Employee Share-based Payments" issued by the ICAI. The surrendered or lapsed options will be eligible for re-issue.

### q) Earning Per Share

Basic Earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted for events including a bonus issue, bonus element in right issue to existing shareholders, share split, and reverse share split. (Consolidation of shares). For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The period during which, number of dilutive potential equity shares change frequently, weighted average number of shares are computed based on a mean date in the quarter, as impact is immaterial on earning per share.

### r) Provisions, Contingent Liabilities and Contingent Assets

- i) Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources and the amount of which can be reliably estimated
- ii) Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non occurrence of one or more uncertain future event not wholly within the control of the Company.
- iii) Contingent assets are neither recognized nor disclosed in the financial statements.
- iv) Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

Particulars	As at 31 <sup>st</sup> March, 2016		As at 31 <sup>st</sup> March, 2015	
	No.	₹ in Lacs	No.	₹ in Lacs
<b>2 SHARE CAPITAL</b>				
<b>Authorised Shares:</b>				
Equity Shares of ₹ 1/- each	42,05,00,000	4,205.00	42,05,00,000	4,205.00
10% Non Cumulative Redeemable Preference Shares of ₹ 10/- each	10,00,000	100.00	10,00,000	100.00
8% Non Cumulative Redeemable Preference Shares of ₹ 10/- each	1,30,00,000	1,300.00	1,30,00,000	1,300.00
<b>TOTAL</b>	<b>43,45,00,000</b>	<b>5,605.00</b>	<b>43,45,00,000</b>	<b>5,605.00</b>
<b>Issued, Subscribed And Fully Paid-Up:</b>				
Equity Shares of ₹ 1/- each	23,06,64,104	2,306.64	23,06,64,104	2,306.64
<b>TOTAL</b>	<b>23,06,64,104</b>	<b>2,306.64</b>	<b>23,06,64,104</b>	<b>2,306.64</b>

**a) Reconciliation of the Shares at the Beginning and at the End of the Reporting Year**

Particulars	As at 31 <sup>st</sup> March, 2016		As at 31 <sup>st</sup> March, 2015	
	No.	₹ in Lacs	No.	₹ in Lacs
<b>Equity Shares</b>				
At the Beginning of the Year	23,06,64,104	2,306.64	22,75,76,504	2,275.77
Issued /(Bought Back) during the Year				
- ESOP	-	-	30,87,600	30.87
Outstanding at the end of the year	23,06,64,104	2,306.64	23,06,64,104	2,306.64

**b) Equity Shares issued by the Company without payment being received in cash during the five Periods immediately preceding the reporting date**

Particulars	Aggregate No. of Shares	
	2015-16	2014-15
Fully Paid Up Equity Shares issued pursuant to Merger in Financial Year : 2011-12	16,74,665	16,74,665



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

## c) Terms/Rights Attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

The Directors have recommended, subject to approval of the shareholders at the ensuing Annual General Meeting, a Dividend for the Year Ended on 2016 : 20% (2015: 10%). In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## d) Details of Equity Shares Aggregate of Holding More Than 5% shares in Company

Equity Shares	As at 31 <sup>st</sup> March, 2016		As at 31 <sup>st</sup> March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Aryanish Finance and Investments Private Limited *	3,12,13,340	13.53	3,12,13,340	13.53
Bayside Property Developers Private Limited *	3,12,13,340	13.53	3,12,13,340	13.53
Delta Real Estate Consultancy Private Limited *	3,12,13,341	13.53	3,12,13,341	13.53
*Aryanish Finance and Investments Private Limited, Bayside Property Developers Private Limited and Delta Real Estate Consultancy Private Limited are holding Equity Shares in the capacity of trustees for Aarti J Mody Trust, Aditi J Mody Trust and Anjali J Mody Trust respectively.				

## e) Equity Shares reserved for issue under options

Particulars	No. of Share	
	2015-16	2014-15
Ordinary Shares of ₹ 1 each	15,03,250	15,68,000



(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>3 RESERVES &amp; SURPLUS</b>		
<b>a) Capital Reserves on Amalgamation</b>		
Opening Balance	1,598.92	1,598.92
(+) Addition During the Year	-	-
Closing Balance	1,598.92	1,598.92
<b>b) Capital Redemption Reserves</b>		
Opening Balance	1,404.88	1,404.88
(+) Addition During the Year	-	-
Closing Balance	1,404.88	1,404.88
<b>c) Securities Premium Account</b>		
Opening Balance	51,516.50	49,717.38
Add : Securities premium credited on Share issue	-	1,799.12
Closing Balance	51,516.50	51,516.50
<b>d) Foreign Currency Translation Reserves</b>		
Opening Balance	116.40	(568.53)
(+) Addition During the Year	128.26	684.93
Closing Balance	244.66	116.40
<b>e) Share Options Outstanding Account</b>		
Opening Balance	9.35	399.62
(+) Addition During the Year	-	-
(-) Written Back in Current Year	0.65	390.27
Closing Balance	8.70	9.35
<b>f) Deferred Employee Compensation</b>		
Opening Balance	-	(51.32)
(+) Addition During the Year	-	-
(-) Written Back in Current Year (Net)	-	51.32
Closing Balance	-	-
<b>g) General Reserves</b>		
Opening Balance	5,121.42	5,121.42
(+) Addition During the Year	-	-
Closing Balance	5,121.42	5,121.42



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>h) Surplus</b>		
Opening Balance	14,430.71	17,670.05
(+) Net Profit/(Loss) For the Current Year	4,258.29	(2,277.14)
(-) Additional Depreciation pursuant to enactment of Schedule II of the Companies Act, 2013	-	14.09
(-) Dividends On Equity Shares	-	5.49
(-) Proposed Dividends On Equity Shares	461.33	230.66
(+) Dividends Distribution Tax Written Back (*)	-	48.76
(-) Dividends Distribution Tax	93.92	47.89
(-) Transfer to Minority	-	741.01
Closing Balance	18,133.75	14,430.71
<b>TOTAL</b>	<b>78,028.83</b>	<b>74,198.18</b>

\*As allowed by Section 115 O (1a) of the Income Tax Act, 1961 Provision of Dividend Distribution Tax made in last year has been reversed in proportion to Dividend paid out of Dividend received from Foreign Subsidiary.

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>4 LONG-TERM BORROWINGS</b>		
Secured Borrowings:		
- From Banks		
Term Loan (Refer Note A)	19,129.11	22,104.02
Vehicle Loan (Refer Note B)	150.13	123.78
	19,279.24	22,227.80
Unsecured Borrowing:		
From Others		
Debentures		
0% Series "C" (Refer Note C)	-	164.34
	-	164.34
<b>TOTAL</b>	<b>19,279.24</b>	<b>22,392.14</b>

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>NOTE : A</b>		
<b>Terms of Loans :</b>		
<b>i) From Bank 1 :</b>	1,203.05	2,493.88
Long term outstanding balance as at balance sheet date carry interest @ 13% p.a. linked with PLR is repayable over a period of 3 to 12 months in varying monthly installments after 12 months.		
Loan is secured by Ship at Goa and exclusive charge by way of hypothecation of all Plant and Machinery, Furniture and Fixture installed on the said Ship, Fixed Deposit and Immoveable Property at Mumbai owned by Promoter's Beneficiary Trust.		
<b>ii) From Bank 2 :</b>	3,500.00	4,575.00
Long term outstanding balance as at balance sheet date carry interest @12.25% to 12.50% p.a. linked with PLR is repayable over a period of 8 to 10 Quarters in varying Quarterly installments after 12 months.		
Loans are secured by way of mortgage of Immoveable Property at Goa and exclusive charge by way of hypothecation on the all present and future moveable assets, books debts, Fixed Deposit and charge on the receivable from the said property.		
<b>iii) From Bank 3 :</b>	541.00	1,069.00
Long term Outstanding balance as at balance sheet date carry interest @12.90% p.a. linked with PLR is repayable over a period of 12 months in varying monthly installments after 12 months.		
Loan is secured by : (a) Mortgage of Ship at Goa, (b) Equitable mortgage of Immoveable Property at Goa owned by group company and Property at Mumbai owned by promoter's beneficiary Trust. (c) Pledged of 45,00,000 equity shares of the Company (d) Negative lien on balance Equity Shares of the Company (e) Corporate guarantee is provided by the Holding Company and Group Company.		
<b>iv) From Bank 4 :</b>	-	613.60
Long term Outstanding balance as at balance sheet date carry interest @13% p.a. linked with PLR. During the year loan is fully repaid.		
Loan is secured by way of hypothecation on Ship at Goa.		
<b>v) From Bank 5 :</b>	585.06	932.05
Long term Outstanding ECB Loan as at balance sheet date carry interest @ Libor + 3.50% p.a. is repayable over a period of 17 months in varying monthly installments after 12 months.		
Loan is secured by exclusive first hypothecation charge on the aircraft, the entire current assets / movable fixed assets of the company, present and future.		
<b>vi) From Bank 6 :</b>	10,000.00	-
Long term Outstanding balance as at balance sheet date carry interest @12.25% linked with PLR is repayable over a period of 96 months in varying monthly installments after 12 months.		
Loan is secured by way of first pari pasu charge on movable and Immoveable Property and Current Assets at Daman both present and future.		



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>vii) From Bank 7 :</b>	3,300.00	8,670.60
Long term Outstanding balance as at balance sheet date carry interest @12.40% linked with PLR is repayable over a period of 42 months in varying monthly installments after 12 months.		
Loan is secured by way of mortgage of Immoveable Property, Moveable assets and revenue of whatsoever nature including book debts, operating cash flows, receivables, commissions, security deposits, all insurance contracts/ insurance proceeds at Daman and exclusive pledge of 30% shares of Advani Hotels & Resorts (India) Ltd (AHRL) which is held by the Company.		
<b>viii) From Bank 8 :</b>	-	3,749.89
Long term Outstanding balance as at balance sheet date carry interest @13.75% p.a. linked with PLR. During the year loan is fully repaid.		
Loan is secured by way of mortgage of Immoveable Property at Daman and equitable mortgage on the vessel M V Horseshoe located at Goa.		
	19,129.11	22,104.02
<b>NOTE : B</b>		
<b>Long-Term Borrowings</b>		
<b>i) From Bank :</b>	101.72	87.51
Long Term Outstanding balances as at balance sheet date carry Interest @ 9.36% to 13.00% p.a. is repayable over a period of 20 to 56 months & Secured by way of hypothecation of a Motor Vehicles.		
<b>ii) From Financial Institution :</b>	48.41	36.27
Long term Outstanding balance as at balance sheet date carry carries Interest @ 9.90% to 15.40% p.a. is repayable over a period 3 to 37 months & Secured by way of hypothecation of Motor Vehicles.		
	150.13	123.78
<b>NOTE : C</b>		
<b>i) 0% Fully Convertible Debenture - Series C</b>	-	164.34
Conversion after 90 months from date of issuance.		
Above Debentures are secured by second charge on Immoveable Property at Daman. All Debentures are going to be converted into "Non Voting Class B Equity" Shares of ₹ 10 each of subsidiary company.		
	-	164.34

## 1 Period of Default

Interest to FCD holders of Series A not paid since from April, 2010 onwards and FCD Holder of Series A-1 not paid since from April, 2012 onwards.

## 2 Amount of Default

Interest on FCD ₹ 1,997.13 Lacs (previous year ₹ 2,114.01 Lacs) breakup of which is stated hereunder :

- 15% Series "A" Debentures ₹ 1,550.57 Lacs (previous year ₹ 1,639.22 Lacs)
- 19% Series "A" Debentures ₹ 416.56 Lacs (previous year ₹ 434.79 Lacs)
- 15% Series "A-1" Debentures ₹ 30.00 Lacs (previous year ₹ 40.00 Lacs)

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>5 OTHER LONG TERM LIABILITIES</b>		
Security Deposit	750.00	600.00
<b>TOTAL</b>	<b>750.00</b>	<b>600.00</b>
<b>6 LONG-TERM PROVISIONS</b>		
Provision for Employee Benefits (Unfunded)		
- Gratuity	242.23	184.33
- Leave Encashment	119.18	110.11
<b>TOTAL</b>	<b>361.41</b>	<b>294.44</b>
<b>7 SHORT-TERM BORROWINGS</b>		
Secured Borrowings:		
From a Bank - Cash Credit	800.00	1,064.42
Cash Credit from bank repayable on demand. Carry interest @ 14.50% p.a. It is secured against first charge on Moveable Fixed Asset on the Company. Pari Passu charge on Vessel and on Moveable Fixed Asset at Goa.		
Unsecured Borrowings:		
Loans Repayable on Demand :		
From Related Parties (Carry interest @ 12% p.a. )	242.90	1,705.85
<b>TOTAL</b>	<b>1,042.90</b>	<b>2,770.27</b>
<b>8 TRADE PAYABLES</b>		
Micro, Small and Medium Enterprise	24.79	11.69
Others	1,550.97	1,704.90
<b>TOTAL</b>	<b>1,575.76</b>	<b>1,716.59</b>

Details of dues to Micro and Small Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

Company has sent letters to suppliers to confirm whether they are covered under Micro, Small and Medium Enterprises Development Act 2006 as well as they have file required memorandum with the prescribed authorities. Out of the letters sent to the parties, some confirmations have been received till the date of finalization of Balance Sheet. Based on the confirmations received, the detail of outstanding are as under:



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
The principal amount remaining unpaid at the end of the year	24.79	11.69
The interest amount remaining unpaid at the end of the year	0.00	0.00
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year but without adding the interest specified under the MSMED Act, 2006	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	Nil	Nil
<b>9 OTHER CURRENT LIABILITIES</b>		
(a) Current Maturities of Long-Term Debt (Refer Note No. 4)		
From a Bank and FCD	5,473.86	8,554.44
(b) Interest Accrued but not Due on Borrowings	1.50	1.34
(c) Interest Accrued and Due on Borrowings	2,102.33	2,299.06
(d) Unclaimed Dividends (*)	48.95	55.34
(e) Security Deposits	243.00	243.02
(f) Duties & Taxes	591.98	789.49
(g) Book Overdraft	0.82	164.34
(h) Payable against Capital Asset	219.62	260.77
(i) Other Payable	1,563.88	1,219.91
<b>TOTAL</b>	<b>10,245.94</b>	<b>13,587.71</b>
(*) There are no amounts due for payment to the Investor Education and Protection Fund u/s.125 of the Companies Act, 2013 as at year end.		
<b>10 SHORT TERM PROVISIONS</b>		
(a) Provision for Employee Benefits (Unfunded)		
- Gratuity	33.73	28.69
- Leave Encashment	35.74	30.35
(b) Provision for Taxation (Net of Advance Tax of ₹ 5,066.42 Lacs Previous Year : ₹ 3,489.03 Lacs)	1,515.77	1,122.18
(c) Provision for Wealth Tax	-	0.33
(d) Proposed Dividend on Equity Shares	461.33	230.66
(e) Dividends Distribution Tax on Proposed Dividend	93.92	46.96
(f) Other Provisions	12.64	6.01
<b>TOTAL</b>	<b>2,153.13</b>	<b>1,465.18</b>



## 11 TANGIBLE ASSETS

(₹ in Lacs)

Particulars	Land	Leasehold Improvement	Building	Plant and Machinery	Office Computer & Equipment	Computer Accessories	Furniture and Fixture	Gaming Equipment	Vehicles	Ships	Feeder/Speed Boat	Aircraft	Total
<b>Gross Block</b>													
As at 1 <sup>st</sup> April 2014	6,628.98	457.10	33,077.32	10,886.05	595.15	586.11	6,726.77	2,747.72	602.71	10,557.37	710.07	2,351.22	75,926.58
Additions	-	106.12	6,240.76	902.86	8.61	30.55	1,139.54	119.29	189.07	3,036.70	-	-	11,773.51
Disposals/Adjustments	-	-	1.54	(554.94)	-	(0.68)	(11.12)	-	(145.95)	-	-	-	(711.15)
Exchange Difference	206.00	-	(0.74)	-	-	-	-	-	-	-	-	-	205.26
As at 31 <sup>st</sup> March 2015	6,834.98	563.22	39,318.89	11,233.97	603.76	615.98	7,855.19	2,867.01	645.83	13,594.07	710.07	2,351.22	87,194.20
As at 1 <sup>st</sup> April 2015	6,834.98	563.22	39,318.89	11,233.97	603.76	615.98	7,855.19	2,867.01	645.83	13,594.07	710.07	2,351.22	87,194.20
Additions	-	-	25.37	269.23	5.36	32.37	194.02	643.38	136.13	99.13	16.13	-	1,421.12
Disposals/Adjustments	-	90.20	(209.35)	(937.71)	-	(2.87)	(32.03)	-	(47.19)	(35.39)	35.39	-	(1,138.95)
Exchange Difference	(48.58)	-	-	-	-	-	-	-	-	-	-	-	(48.58)
As at 31 <sup>st</sup> March, 2016	6,786.40	653.41	39,134.90	10,565.49	609.12	645.49	8,017.18	3,510.39	734.77	13,657.81	761.58	2,351.22	87,427.78
<b>Depreciation</b>													
As at 1 <sup>st</sup> April 2014	-	118.08	381.49	1,308.11	91.66	253.49	836.72	199.92	402.13	728.25	229.79	153.68	4,703.32
Charge for the Year	-	90.07	655.47	791.97	39.23	84.89	768.82	278.24	18.48	367.32	53.42	110.48	3,258.39
Disposals/Adjustments	-	-	(111.13)	(4.86)	-	(0.56)	(2.23)	-	(95.66)	-	-	-	(214.44)
Exchange Difference	-	-	(11.94)	-	-	-	-	-	-	-	-	-	(11.94)
As at 31 <sup>st</sup> March 2015	-	208.15	913.88	2,095.23	130.89	337.82	1,603.31	478.16	324.95	1,095.57	283.21	264.16	7,735.33
As at 1 <sup>st</sup> April 2015	-	208.15	913.88	2,095.23	130.89	337.82	1,603.31	478.16	324.95	1,095.57	283.21	264.16	7,735.33
Charge for the Year	-	112.86	733.90	807.78	35.71	123.63	875.88	359.14	64.14	445.84	56.59	110.48	3,725.94
Disposals/Adjustments	-	12.34	(28.28)	(888.59)	-	(4.64)	(19.24)	-	(42.81)	-	-	-	(971.21)
As at 31 <sup>st</sup> March, 2016	-	333.36	1,619.50	2,014.42	166.60	456.81	2,459.95	837.30	346.29	1,541.41	339.80	374.63	10,490.07
<b>Net Block</b>													
As at 31 <sup>st</sup> March 2015	6,834.98	355.07	38,405.00	9,138.74	472.87	278.15	6,251.90	2,388.84	320.89	12,498.51	426.86	2,087.06	79,458.87
As at 31 <sup>st</sup> March, 2016	6,786.40	320.06	37,515.40	8,551.09	442.52	188.67	5,557.23	2,673.09	388.48	12,116.40	421.79	1,976.59	76,937.73





# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

## 11 INTANGIBLE ASSETS

(₹ in Lacs)

Particulars	Software	Amalgamation Goodwill	Total
<b>Gross Block</b>			
As at 1 <sup>st</sup> April 2014	184.99	389.05	574.05
Additions	7.55	-	7.55
Disposals/Adjustments	(0.42)	-	(0.42)
Exchange Difference	-	-	-
As at 31 <sup>st</sup> March 2015	192.12	389.05	581.17
As at 1 <sup>st</sup> April 2015	192.12	389.05	581.17
Additions	33.11	-	33.11
Disposals/Adjustments	(104.14)	-	(104.14)
Exchange Difference	-	-	-
As at 31 <sup>st</sup> March, 2016	121.09	389.05	510.14
<b>Depreciation</b>			
As at 1 <sup>st</sup> April 2014	135.55	38.91	174.46
Charge for the Year	16.55	77.81	94.36
Disposals/Adjustments	(0.16)	-	(0.16)
As at 31 <sup>st</sup> March 2015	151.93	116.72	268.65
As at 1 <sup>st</sup> April 2015	151.93	116.72	268.65
Charge for the Year	17.00	77.81	94.81
Disposals/Adjustments	(104.14)	-	(104.14)
As at 31 <sup>st</sup> March, 2016	64.79	194.53	259.32
<b>Net Block</b>			
As at 31 <sup>st</sup> March 2015	40.18	272.33	312.52
As at 31 <sup>st</sup> March, 2016	56.30	194.52	250.82

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹ (unless stated otherwise)	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>12 NON-CURRENT INVESTMENTS</b>					
<b>1 Trade Investments</b>					
(A) Quoted Fully Paid Equity Shares					
Peninsula Land Limited	48,000	48,000	2	2.64	2.64
(B) Unquoted Fully Paid Equity Shares					
(i) Investment in Associate Company					
Zeicast PTE Limited	89,66,667	89,66,667	USD 0.17	91.15	91.15
Provision for Diminution in Investment Value				(91.15)	-
				-	91.15
(ii) Investment in Other Companies					
Aero Port & Infrastructure Project Private Limited	43,750	43,750	10	4.38	4.38
J M Township & Real Estate Private Limited	1,75,000	1,75,000	10	149.43	149.43
(C) Unquoted Fully Paid 0 % Fully paid Optionally Convertible Preference Shares					
Zeicaste PTE Limited	10,00,000	10,00,000	USD 0.80	50.33	50.33
Provision for Diminution in Investment Value				(50.33)	-
				-	50.33
(D) Unquoted Fully Paid 0 % Fully paid Optionally Convertible Debenture					
J M Township & Real Estate Private Limited	96,57,500	96,57,500	10	965.75	965.75
<b>2 Non Trade Investments</b>					
(i) Unquoted Fully Paid Equity Shares					
The Saraswat Co. Op. Bank Limited	7,500	5,000	10	0.75	0.50
Freedom Aviation Private Limited	120	120	10	0.01	0.01
The Shamrao Vithal Co.op. Bank Limited	2,100	2,100	25	0.53	0.53
Piramal Glass Limited*	19	19	10	-	-
(ii) Quoted Fully Paid Equity Shares					
Piramal Enterprise Limited	433	433	2	0.10	0.10
Victoria Mills Limited	40	40	100	0.02	0.02
Arrow Textiles Limited	2	2	10	0.00	0.00
Piramal Phytocare Limited*	42	42	10	-	-
<b>TOTAL</b>				<b>1,123.61</b>	<b>1,264.84</b>

\* Received free against holding of shares of Piramal Enterprise Limited



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016		As at 31 <sup>st</sup> March, 2015	
	Book Value	Market Value	Book Value	Market Value
Aggregate Amount of Quoted Investments	2.76	13.94	2.76	17.83
Aggregate Amount of Unquoted Investments	1,262.33	-	1,262.08	-
Aggregate Provision for Diminution in the value of Investments	141.48	-	-	-

## Statement of Investment in Associate Company

(₹ in Lacs)

Name of Company	Original Cost	Foreign Currency Translation Reserve	Goodwill	Share of Loss	Carrying Value
Zeicast PTE Limited	373.01	-27.05	241.07	67.84	91.15
Less : Provision of Diminution in Investment Value	373.01	27.05	241.07	67.84	91.15
	-	-	-	-	-
<b>TOTAL</b>	<b>(373.01)</b>	<b>(-27.05)</b>	<b>(241.07)</b>	<b>(67.84)</b>	<b>(91.15)</b>

(Previous Year figures are shown in bracket)

## 13 DEFERRED TAX ASSETS (NET)

In accordance with Accounting Standard 22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the Group has accounted for Deferred Tax during the Year.

The components of Deferred Tax Assets to the extent recognized and Deferred Tax Liabilities as on 31<sup>st</sup> March, 2016 are as follows:

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>Deferred Tax Liabilities :</b>		
Difference between Book WDV and Tax WDV	5,517.01	1,597.95
(A)	5,517.01	1,597.95
<b>Deferred Tax Assets:</b>		
Carry Forward Losses	5,865.81	2,007.13
Expenses Disallowed under The Income Tax Act, 1961	214.48	206.06
(B)	6,080.28	2,213.19
Net Deferred Tax Liabilities/(Assets) (A - B)	(563.27)	(615.24)
Amount charged to Statement of Profit and Loss	51.97	(469.20)

### Note:

The Company has recognised deferred tax assets on carried forwarded losses based on the virtual certainty at future taxable profit which will be sufficient to offset capital losses on which deferred tax assets has been created.

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>14 LONG-TERM LOANS AND ADVANCES</b>		
a) Capital Advances		
Unsecured, Considered Good	81.05	355.86
Doubtful	145.36	145.36
Provision for Doubtful Advances	(145.36)	(145.36)
	81.05	355.86
b) Security Deposits		
Unsecured, Considered Good	338.16	310.21
	338.16	310.21
c) Other Loans and Advances		
Unsecured, Considered Good (Unless Stated Otherwise)		
- Prepaid Expenses	216.56	77.60
- Others	-	865.35
- Doubtful	12.78	7.03
- Provision for Doubtful Advances	(12.78)	(7.03)
	216.56	942.95
d) MAT Credit Entitlement	1,675.59	1,817.61
e) Advance Tax (Net of Provision of Taxes of ₹ 6,298.19 Lacs Previous Year : 3,454.82 Lacs)	562.14	463.18
	2,237.73	2,280.79
<b>TOTAL</b>	<b>2,873.50</b>	<b>3,889.81</b>
<b>15 OTHER NON-CURRENT ASSETS</b>		
Unsecured, Considered Good		
Share Application Money	-	0.25
Fixed Deposits for more than 12 months (Lien with banks)	1,812.35	1,577.17
Interest Accrued on Fixed Deposits	222.49	225.51
<b>TOTAL</b>	<b>2,034.84</b>	<b>1,802.93</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹ unless stated otherwise)	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>16 CURRENT INVESTMENTS</b>					
<b>(a) Investment in Equity Shares, Quoted, Fully Paid Up</b>					
Trade Investments (at cost or fair value whichever is lower)					
Advani Hotels and Resorts (India) Limited (#)(*)	1,64,41,432	1,64,53,783	2	9,246.66	9,253.61
<b>(b) Investments in Mutual Funds</b>					
J P Morgan India Liquid Fund	-	8,54,055	10	-	152.55
ICICI Prudential Liquid Plan	-	48,605	100	-	100.00
<b>TOTAL</b>				<b>9,246.66</b>	<b>9,506.16</b>

(#) 30% of equity shares of Advani Hotels and Resorts (India) Limited held by parent company are given as security for borrowing made by Subsidiary Company.

(\*) Though the market value of quoted investment is lower than the cost of investments as the same are thinly traded in the market, fair value of such investments is higher than the carrying value as per the evidences and estimates provided by the management. Hence, in accordance with the requirement of AS-13 "Accounting for Investments", no diminution has been provided towards value of such investments as the fair value is higher than the carrying value.

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016		As at 31 <sup>st</sup> March, 2015	
	Book Value	Market Value	Book Value	Market Value
Aggregate Amount of Quoted Investments	9,246.66	7,760.36	9,253.61	7,075.13
Aggregate Amount of Unquoted Investments	-	-	252.55	255.70

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>17 INVENTORIES</b>		
Valued at Cost or Net Realisable Value whichever is Lower		
Traded Goods	6,777.53	6,570.11
Stores and Spares	298.70	384.38
<b>TOTAL</b>	<b>7,076.23</b>	<b>6,954.49</b>
<b>18 TRADE RECEIVABLES</b>		
Unsecured		
Outstanding for a Period Exceeding Six Months from the Date they are Due for Payment		
Considered Good	1,170.26	463.04
Considered Doubtful	-	8.18
Provision for Doubtful Debts	-	(8.18)
<b>(A)</b>	<b>1,170.26</b>	<b>463.04</b>
Other (Considered Good)	291.99	1,813.20
<b>(B)</b>	<b>291.99</b>	<b>1,813.20</b>
<b>TOTAL (A + B)</b>	<b>1,462.25</b>	<b>2,276.24</b>



(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>19 CASH AND BANK BALANCES</b>		
(a) Cash and Cash Equivalents :		
Balance with Banks		
- On Current Accounts	1,619.28	1,078.11
- Fixed Deposit (less than three months)	42.14	15.58
Cheques on Hand	27.20	27.62
Cash on Hand	542.86	920.07
(b) Other Bank Balances :		
Unclaimed Dividend Accounts	48.96	55.34
<b>TOTAL</b>	<b>2,280.44</b>	<b>2,096.72</b>
<b>20 SHORT-TERM LOANS AND ADVANCES</b>		
(a) Loans and Advances to Related Parties		
Unsecured, Considered Good		
- Inter Corporate Deposits	2,782.86	2,260.74
	<b>2,782.86</b>	<b>2,260.74</b>
(b) Other Loans & Advances		
Unsecured, Considered Good		
Balances with Statutory/Government Authorities	1,216.48	1,384.94
Deposits	36.65	44.98
Prepaid Expenses	2,214.23	1,685.79
Advance for Properties	672.30	692.30
Other Loans and Advances	1,497.53	1,039.64
MAT Credit Entitlement	325.00	350.00
	<b>5,962.20</b>	<b>5,197.64</b>
Unsecured, Considered Doubtful:		
Deposits	25.34	25.34
Advance for Properties	-	75.00
Other Receivables	26.42	26.42
Provision for Doubtful Advances	(51.76)	(126.76)
	<b>-</b>	<b>-</b>
<b>TOTAL</b>	<b>8,745.06</b>	<b>7,458.38</b>
<b>21 OTHER CURRENT ASSETS</b>		
Accrued Interest on Others / Fixed Deposits	4.14	0.56
Asset Held for Sale	-	101.26
Other Receivables	90.01	5.57
<b>TOTAL</b>	<b>94.15</b>	<b>107.38</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
<b>22 REVENUE FROM OPERATIONS</b>		
Sale of Services	32,728.66	26,510.40
Sales of Goods	5,057.42	3,487.01
<b>TOTAL</b>	<b>37,786.08</b>	<b>29,997.41</b>
<b>23 OTHER INCOME</b>		
Interest Received on :		
- Fixed Deposit with Bank	166.09	184.21
- Inter Corporate Deposits	1.68	-
- Income Tax Refund	2.04	0.87
Miscellaneous Income	39.21	55.16
Dividend On Equity Shares/Mutual Funds	99.15	109.94
Sundry Balance Written Back (Net)	214.07	109.84
Profit on Sale of Investments	57.48	282.18
<b>TOTAL</b>	<b>579.72</b>	<b>742.20</b>
<b>24 COST OF MATERIAL PURCHASED</b>		
Opening Stocks	23.16	2.85
Purchases /Traded Goods	2,736.29	2,066.33
Less : Closing Stocks	31.50	23.16
Cost of Food and Beverages	2,727.95	2,046.02
Stores and Spares	414.01	420.91
<b>TOTAL</b>	<b>3,141.96</b>	<b>2,466.93</b>
<b>25 CHANGES IN INVENTORY OF WORK IN PROGRESS AND STOCK IN TRADE</b>		
Opening Stocks		
Traded Goods	6,546.95	6,554.69
<b>(A)</b>	<b>6,546.95</b>	<b>6,554.69</b>
Closing Stocks		
Traded Goods	6,746.02	6,546.95
<b>(B)</b>	<b>6,746.02</b>	<b>6,546.95</b>
<b>TOTAL (A - B)</b>	<b>(199.07)</b>	<b>7.74</b>

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
<b>26 EMPLOYEE BENEFIT EXPENSES</b>		
Salaries, Wages & Bonus	4,778.73	4,437.27
Managing Director's Commission	9.92	8.17
Contribution to Provident & Other Funds	279.79	253.00
Gratuity Fund Expenses	119.47	134.62
Employee Share based Compensation	-	44.99
Staff Welfare Expenses	597.41	387.60
<b>TOTAL</b>	<b>5,785.32</b>	<b>5,265.65</b>
<b>27 FINANCE COSTS</b>		
Interest on Term Loan	3,234.50	3,440.81
Interest Other Than Term Loan	456.23	1,303.78
Other Finance Charges	379.07	321.65
Applicable Net gain/loss on foreign currency transactions and translation	74.32	64.03
<b>TOTAL</b>	<b>4,144.12</b>	<b>5,130.27</b>
<b>28 OTHER EXPENSES</b>		
Advertisement Expenses	877.21	678.31
Payment to Auditors	64.00	65.77
Foreign Exchange Loss	11.76	12.03
Director Sitting Fees	3.07	2.92
Charities and Donations (Refer Note No. 46)	155.78	162.77
Hotel Expenses	58.82	32.89
Insurance	153.85	153.14
Legal and Professional Fees	2,134.37	1,987.02
Loss on Sale of Assets	95.55	48.69
Miscellaneous Expenses	891.74	960.27
Merger Expenses	-	97.48
Penalty	1.57	10.86
Postage and Communication Expenses	96.48	113.44
Power and Fuel Expenses	2,145.14	2,306.19
Rates and Taxes	6,010.91	5,530.46
Rent	1,066.44	696.11
Repairs and Maintenance		
- For Buildings	281.45	114.79
- For Machineries	901.35	1,188.53
- For Others	245.36	154.12
Sales Promotion Expenses	650.70	584.27
Travelling Expenses	408.06	314.58
Vehicle Expenses	512.35	389.18
<b>TOTAL</b>	<b>16,765.96</b>	<b>15,603.82</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

## 29 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
<b>(i) Contingent Liabilities</b>		
(a) Claims against the Group disputed liabilities not acknowledged as debts (excluding interest and penalty on the respective amount, if any arrived upon the final outcome)		
- Income Tax Liabilities for various years (Refer Note (i) below)	1,232.90	1,232.90
- Vat Liability	1.96	1.96
- Employees Claim	91.37	8.96
- Service Tax	-	26.61
- Tax Deducted at Source	187.99	-
- Custom Duty	5.00	246.99
- Civil Case of Property Matter	361.14	378.76
- Casino License	180.81	-
(Management is contesting against these matters and hopeful to succeed the same)		
(b) Guarantees		
- Performance Guarantees given under EPCG (Refer Note : iii)	1,052.54	985.44
- Corporate Guarantee given to bank for loan taken by Joint Venture Company	1,822.03	1,721.06
(c) Other money for which the Company is contingently liable		
- Bond given to Custom Authorities	5,834.38	5,587.39
(d) Income Tax Liability on account of Search and Seizure action subject to pending assessment	*	*
	10,770.11	10,190.07
<b>(ii) Capital Commitments</b>		
- Estimated amount of contracts remaining to be executed on capital account (Net of Capital Advances)	67.78	95.04
<b>(iii) Other Commitments</b>		
- Estimated amount of contracts remaining to be executed on goods other than capital account (Net of Advances)	12.95	179.60
- Other Commitments (Refer Note (ii) below)	1,299.32	1,299.32

\* Amount not ascertainable

### Note :

- (i) Claim against Company not acknowledged as debt represents amount due on account of Income Tax Demand pertaining to financial Year 2006-07 and 2008-09 and matters are pending with CIT(Appeals) and with Income Tax Appellate Tribunal (ITAT) respectively.

- (ii) ₹ 1,299.32 Lacs (Previous Year : ₹ 1,299.32 Lacs) being the interest (connected with convertible debentures of one of the subsidiary company) recognised till date has been shown as contingent liability. The matter is disputed before court. The group has been legally advice that consequent upon the action of the investors, including winding up petition of the subsidiary company, they are no longer entitled for such interest.
- (iii) The Company has obtained licenses under the Export Promotion Credit Guarantee ('EPCG') Scheme for importing capital goods at a concessional rate of custom duty against submission of bank guarantee and bonds.

Under the terms of the respective schemes, the Company is required to earn foreign exchange value equivalent to, eight times and in certain cases six times of the duty saved in respect of licenses where export obligation has been fixed by the order of the Director General Foreign Trade, Ministry of Finance, as applicable with in a specified period from the date of import of capital goods. The Export Promotion Capital Goods Schemes, Foreign Trade Policy 2009-2014 as issued by the Central Government of India, covers both manufacturer's exports and service providers. Accordingly, in accordance with the Chapter 5 of Foreign Trade Policy 2009-2014, the Company is required to export goods of FOB value of ₹ 4,495.99 Lacs (Previous Year : ₹ 3,882.39 Lacs). Non fulfilment of the balance of such future obligation, if any entails to the Government to recover full duty saved amount and other penalties under the above referred scheme.

### 30 THE SUBSIDIARY COMPANIES, JOINT VENTURE AND ASSOCIATE CONSIDERED IN THE CONSOLIDATED FINANCIAL STATEMENTS ARE:

Name of the Company	Country of Incorporation	% of Ownership as on 31 <sup>st</sup> March	
		2016	2015
<b>Subsidiary Companies</b>			
Delta Lifestyle & Entertainment Private Limited	India	51.00	51.00
Delta Offshore Developers Limited	Mauritius	100.00	100.00
Delta Pan Africa Limited	Kenya	100.00	100.00
Delta Pleasure Cruise Company Private Limited	India	100.00	100.00
Daman Entertainment Private Limited	India	51.00	51.00
Interactive Gaming & Sports Pty Limited (Till 30.03.2016) *	Australia	-	60.40
Atled Technologies Private Limited	India	100.00	100.00
Caravella Casino (Goa) Private Limited	India	100.00	100.00
Daman Hospitality Private Limited #	India	85.22	87.16
Delta Hospitality & Entertainment Mauritius Limited	Mauritius	100.00	100.00
Highstreet Cruises & Entertainment Private Limited	India	100.00	100.00
Marvel Resorts Private Limited	India	50.00	50.00



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

Name of the Company	Country of Incorporation	% of Ownership as on 31 <sup>st</sup> March	
		2016	2015
<b>Step-Down Subsidiary Companies</b>			
Delta Corp East Africa Limited	Kenya	39.20	39.20
Delta Hotels Lanka Private Limited	Sri Lanka	100.00	100.00
Buddy Communication and Productions Pte Limited (upto 18.02.2016)	Singapore	-	51.00
Igas Services Pty Limited (Till 30.03.2016)*	Australia	-	60.40
Results International Pte Limited (Till 30.03.2016)*	Singapore	-	60.40
Results International Pty Limited (Till 30.03.2016)*	Australia	-	60.40
Canbet UK Limited (Till 30.03.2016)*	UK	-	60.40
Canbet Sports Bookmakers UK Limited (Till 30.03.2016)*	UK	-	60.40
<b>Joint Venture</b>			
Freedom Charter Services Private Limited	India	50.00	50.00
<b>Associate Company</b>			
Zeicast Pte Limited	Singapore	40.00	40.00

\* Ceases to be Subsidiaries/step down Subsidiary from 30.03.2016 (Refer Note No. 33)

# Voting Power as on 31.03.2016 is 87.16% (Previous Year : 87.16%)

- 31** The Company holds more than 20% of the voting power in a Company namely Advani Hotels and Resorts (India) Limited (AHRL). However, since the Company does not have significant influence as per Accounting Standard – 23 issued by Institute of Chartered Accountant of India on AHRL and thus AHRL is not considered as an Associate of the Company.
- 32** In case of certain subsidiaries namely Delta Hospitality and Entertainment Mauritius Limited, Stepdown subsidiary namely Buddy Communication and Productions Pte Limited and Delta Hotels Lanka (Private) Limited and Associates Company namely Zeicast Pte Ltd financial statement as certified by the Management, have been considered in the consolidated financial statements.
- 33** During the year, an overseas subsidiary and its components, ceased to be subsidiary of the Company. However, the Company has not consolidated the said subsidiary for part period till the date relationship existed considering non availability of such financial statements. Further, holding Company's management believes that there are no significant transactions during the year which may impact on the consolidated financial statements of the Group and the same has been relied upon by the auditors.



### 34 SEGMENT DISCLOSURES

#### Primary Segment Information:

(₹ in Lacs)

Sr. No.	Particulars	Real Estate	Gaming	Hospitality	Others	Total
<b>I Segment Revenue</b>						
	External Turnover	-	32,797.06	4,396.90	592.12	37,786.08
		-	(26,501.15)	(2,762.78)	(733.48)	(29,997.41)
	Inter Segment Turnover	-	136.93	1,208.70	169.72	1,515.35
		-	(307.00)	(152.91)	(140.79)	(600.70)
	Gross Turnover	-	32,933.99	5,605.60	761.84	39,301.43
		-	(26,808.15)	(2,915.69)	(874.27)	(30,598.11)
	Net Turnover	-	32,797.06	4,396.90	592.12	37,786.08
		-	(26,501.15)	(2,762.78)	(733.48)	(29,997.41)
<b>II Segment Results</b>						
	Profit before Interest and Tax	(58.56)	11,714.83	(2,590.92)	(467.36)	8,597.99
		(-337.63)	(7,275.54)	(-3,324.55)	(-346.46)	(3,266.89)
	Less : Finance Charges					4,144.12
						(5,130.27)
	Add : Other Income					579.72
						(742.20)
	Less : Unallocable Expenses					134.55
						(117.88)
	Profit Before tax					4,899.04
						(-1,239.06)
	Add : Exceptional Items					1,047.84
						(-452.13)
	Less : Taxes					2,003.20
						(1,082.92)
	Profit After tax					3,943.68
						(-2,774.11)
	Less : Minority Interest and Profit/ (Loss) from Associates					(314.61)
						(-496.97)
	Net Profit After Tax					4,258.29
						(-2,277.14)
<b>III Other Informations</b>						
	Segment Assets	9,862.84	47,467.28	54,643.72	2,998.46	1,14,972.30
		(10,390.67)	(47,829.75)	(57,142.08)	(3,163.13)	(1,18,525.63)
	Unallocable Assets					3,125.99
						(3,246.02)
	Total Assets					1,18,098.29
						(1,21,771.65)
	Segment Liabilities	1,335.40	14,739.47	17,858.41	1,758.53	35,691.80
		(1,783.79)	(18,862.69)	(20,748.85)	(2,749.33)	(44,144.66)
	Unallocable Liabilities					2,071.01
						(1,122.17)
	Total Liabilities					37,762.81
						(45,266.83)
	Capital Expenditure	3.87	1,259.68	177.89	12.79	1,454.23
		(8.96)	(4,827.74)	(6,925.84)	(18.51)	(11,781.05)
	Depreciation and Amortization	9.62	1,957.25	1,734.64	119.24	3,820.75
		(13.65)	(1,625.98)	(1,601.91)	(227.26)	(3,468.80)

(Previous year number are shown in brackets)



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

## Secondary Segment Information:

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March	
	2016	2015
Segment Revenue		
- From India	38,234.46	30,464.21
- From Kenya	0.76	87.56
- From Other Countries	130.58	187.84
<b>TOTAL</b>	<b>38,365.80</b>	<b>30,739.61</b>
Segment Assets		
- From India	1,14,025.98	1,16,427.57
- From Kenya	1,250.71	1,939.49
- From Other Countries	2,821.60	3,404.59
<b>TOTAL</b>	<b>1,18,098.29</b>	<b>1,21,771.65</b>
Segment Liabilities		
- From India	36,986.99	43,383.12
- From Kenya	761.34	1,448.10
- From Other Countries	14.49	435.61
<b>TOTAL</b>	<b>37,762.82</b>	<b>45,266.83</b>
Capital Expenditure		
- From India	1,454.23	11,781.05
- From Kenya	-	-
- From Other Countries	-	-
<b>TOTAL</b>	<b>1,454.23</b>	<b>11,781.05</b>

## Disclosures:

### Primary Segment:

#### I. Business Segment:

Segment identified by the company comprises of Real Estate, Gaming, Hospitality and Others.

#### II. Segment Revenue and Expenses:

Revenue and Expenses have been identified to a segment on the basis of relationship to operating activities of the segment.

Revenue and Expenses which relate to enterprises as a whole and are not allocable to a segment on a reasonable basis have been disclosed as "Unallocable".

#### III. Segment Assets and Liabilities:

Segment Assets and Segment Liabilities represent assets and liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".



#### IV. Inter segment Transfers:

Segment Revenue, Segment Expenses and segment results include transfer between business segments, such transfers are eliminated in consolidation.

#### V. Accounting Policies:

The accounting policies consistently used in the preparation of the financial statements are also applied to item of revenue and expenditure in individual segments.

#### Secondary Segment- Geographical Segment

Out of the total segment assets and segment liabilities, more than 10% of total segment assets and segments liabilities are outside India. Hence, based on segment assets and liabilities related to different geography, secondary segment is reported as in India, Kenya and Other Countries under geographical segment is considered as secondary segment.

- 35** Gross Value of Goodwill arising on consolidation of subsidiaries, Joint Venture and associate companies is ₹ 10,820.44 Lacs (Previous Year : ₹ 12,668.60 Lacs), against which capital reserve arising on consolidation of ₹ 644.22 Lacs (Previous Year : ₹ 1,983.21 Lacs) and capital reserve on amalgamation of ₹ 5,037.31 Lacs (Previous Year: ₹ 5,037.31 Lacs ) is netted off and net Goodwill of ₹ 5,138.93 Lacs (Previous Year : ₹ 5,648.08 Lacs) is shown in Consolidated financial statement. Capital reserve of ₹ 5,037.31 Lacs arising on account of amalgamation is netted off towards goodwill arising on account of consolidation though it is strictly not in conformity with AS-21 "Consolidated Financial Statements". It has been done as the value of goodwill under consolidation process has increased to the extent of value of such capital reserve generated on account of amalgamation.

#### 36 EMPLOYEE BENEFITS

##### Disclosure required as per AS – 15 are as under:

- The Company has recognized the expected liability arising out of the compensated absence and gratuity as at 31<sup>st</sup> March, 2016 based on actuarial valuation carried out using the Project Credit Method.
- The disclosure given below has been obtained from independent actuary pertaining to defined benefit plan and other long term employee compensation. The other disclosures are made in accordance with AS – 15 (revised) pertaining to the Defined Benefit Plan are as given below:

(₹ in Lacs)

Sr. No.	Particulars	Gratuity Unfunded		Leave Encashment Unfunded	
		2016	2015	2016	2015
<b>1</b>	<b>Assumptions :</b>				
	Mortality Rate	Indian Assured Lives Mortality (2006-2008) Ultimate		Indian Assured Lives Mortality (2006-2008) Ultimate	
	Discount Rate	7.72%	7.89%	7.72%	7.89%
	Salary Escalation	7.00%	7.00%	7.00%	7.00%
	Retirement	58 Yrs	58 Yrs	58 Yrs	58 Yrs



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(₹ in Lacs)

Sr. No.	Particulars	Gratuity Unfunded		Leave Encashment Unfunded	
		2016	2015	2016	2015
<b>2</b>	<b>Changes in present value of obligations :</b>				
	Present value of obligations as at beginning of year	213.02	146.60	126.73	107.51
	Interest Cost	16.82	13.24	10.01	9.70
	Current Service Cost	50.87	40.42	39.75	34.48
	Benefit Paid	(21.53)	(21.77)	(20.54)	(18.59)
	Actuarial (Gain) / Loss on obligations	16.76	34.52	(12.16)	(6.37)
	Present value of obligations as at end of year	275.95	213.02	143.81	126.73
<b>3</b>	<b>Actuarial (Gain)/Loss recognized :</b>				
	Actuarial (Gain)/Loss for the year -Obligation	16.76	34.52	(12.16)	(6.37)
	Actuarial (Gain)/Loss for the year - plan assets	-	-	-	-
	Total (Gain)/Loss for the year	16.76	34.52	(12.16)	(6.37)
	Actuarial (gain)/Loss recognized in the year	16.76	34.52	(12.16)	(6.37)
<b>4</b>	<b>Amount recognized in the Balance Sheet :</b>				
	Liability at the end of the year	275.95	213.02	143.81	126.73
	Fair value of Plan Assets at the end of the year	-	-	-	-
	Difference	(275.95)	(213.02)	(143.81)	(126.73)
	Amount recognized in the Balance Sheet	(275.95)	(213.02)	(143.81)	(126.73)
<b>5</b>	<b>Expenses recognized in the Statement of Profit and Loss :</b>				
	Current Service Cost	50.87	40.42	39.75	34.48
	Interest Cost	16.82	13.24	10.01	9.70
	Past Service Cost (non-vested benefit) recognized	-	-	-	-
	Past Service Cost (vested benefit) recognized	-	-	-	-
	Recognition of Transition Liability	-	-	-	-
	Actuarial (Gain) or Loss	16.76	34.52	(12.16)	(6.37)
	Expenses recognized in the Statement of Profit and Loss	84.46	88.19	37.60	37.81
<b>6</b>	<b>Balance Sheet Reconciliation :</b>				
	Opening Liability	213.02	146.60	126.73	107.51
	Transfer to Other Company	-	-	-	-
	Expenses as above	84.46	88.19	37.60	37.81
	Benefit Paid	(21.53)	(21.77)	(20.54)	(18.59)
	Closing Net Liability	275.95	213.02	143.81	126.73

(₹ in Lacs)

Sr. No.	Particulars	Gratuity Unfunded				
		2016	2015	2014	2013	2012
<b>7</b>	<b>Experience Adjustment :</b>					
	Gratuity (Unfunded)					
	Defined Benefit Obligation	-	-	-	-	-
	Plan Assets	-	-	-	-	-
	Deficit / (Surplus)	-	-	-	-	-
	Experience Adjustment on Plan Liabilities	14.45	22.62	(35.57)	1.24	(49.15)
	Experience Adjustment on Plan Asset Gain/(Loss)	-	-	-	-	-

**Note:**

Provision for Leave Encashment related to balance of Sick Leave carried forward as on 31.03.2016 is ₹ 11.12 Lacs (Previous Year ₹ 13.73 Lacs)

**iii) Under Defined Contribution Plan:**

(₹ in Lacs)

Particular	2016	2015
Contribution to Provident Fund	250.34	196.62
Contribution to ESIC	53.02	52.58

### 37 EXCEPTIONAL ITEMS

During the year, exceptional items included in the financial statements ₹ 500 Lacs being one time fees payable to the Government of Goa on account of transfer of casino licence due to the merger of one of the subsidiary of the company, ₹ 1,919.13 Lacs gain on sale of foreign subsidiaries and ₹ 371.29 Lacs provision for diminution in value of foreign associate and subsidiary company. In Previous Year, ₹ 554.09 Lacs loss was arising on partial liquidation proceeds received from overseas subsidiary (in Liquidation) and gain on account of reversal depreciation ₹ 101.96 Lacs due to change in method of depreciation from Written Down Value to Straight Line Method.

### 38 RELATED PARTY DISCLOSURES

a) Related parties and transactions with them during the year as identified by Management are given below:

(i) Associate & Joint Venture Company

- Zeicast PTE Limited (ZPL) - Associate Company
- Freedom Charter Services Private Limited (FCSPL) - JV Company

(ii) Key Management Personnels:

- Mr. Jaydev Mody (JM) - Chairman
- Mr. Ashish Kapadia (AK) - Managing Director
- Mr. Hardik Dhebar (HD) - Group CFO

(iii) Relatives of Key Management Personnels:

- Mrs. Zia Mody (ZM) - Wife of Chairman
- Mrs. Urvi Piramal (UP) - Sister of Chairman
- Mrs. Kalpana Sighania (KP) - Sister of Chairman
- Ms. Anjali Mody (AJM) - Daughter of Chairman
- Ms. Aditi Mody (AM) - Daughter of Chairman



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(iii) Enterprises over which persons mentioned in (ii) and (iii) above exercise significant influence:

- Aarti J Mody Trust (AAJMT)
- Aarti Management Consultancy Private Limited (AMCPL)
- Aditi J Mody Trust (ADJMT)
- Anjali J Mody Trust (ANJMT)
- AAA Holding Trust (AAAHT)
- Arrow Textiles Limited (ATL)
- AZB & Partners (AZB)
- Delta Magnets Limited (DML)
- Delta Foundation (DF)
- Freedom Registry Limited (FRL)
- Highland Resorts Private Limited (HRPL)
- J M Township and Real Estate Private Limited (JMT)
- Jayem Properties Private Limited (JPPL)
- Jayem Realty Solutions Private Limited (JRSPL)
- Josmo Studio (JS)
- NMRT Partners Communication and Consultancy LLP (SKR)
- Peninsula Land Ltd (PLL)
- Skarma Consultancy Private Limited (SCPL)

## Details of transactions carried out with related parties:

(₹ in Lacs)

Sr No	Nature of Transactions	KMP / Relative of KMP		Associate, Joint Venture and Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2016	2015	2016	2015	2016	2015
1	Sale of Service						
	AZB	-	-	3.57	11.98	3.57	11.98
		-	-	3.57	11.98	3.57	11.98
2	Rent and Other Charges for Office Building						
	JPPL	-	-	95.33	99.76	95.33	99.76
	AAAHT	-	-	227.41	110.00	227.41	110.00
		-	-	322.74	209.76	322.74	209.76
3	Dividend Income						
	PLL	-	-	0.14	-	0.14	-
		-	-	0.14	-	0.14	-
4	Directors Sitting Fees						
	JM	0.40	0.30	-	-	0.40	0.30
		0.40	0.30	-	-	0.40	0.30



(₹ in Lacs)

Sr No	Nature of Transactions	KMP / Relative of KMP		Associate, Joint Venture and Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2016	2015	2016	2015	2016	2015
5	Travelling Expenses						
	FC SPL	-	-	205.73	143.97	205.73	143.97
		-	-	205.73	143.97	205.73	143.97
6	Professional Fees Paid						
	FRL	-	-	6.64	6.35	6.64	6.35
	AZB	-	-	21.90	24.31	21.90	24.31
	SKR	-	-	0.20	37.60	0.20	37.60
	SCPL	-	-	27.31	-	27.31	-
		-	-	56.05	68.26	56.05	68.26
7	Remuneration Paid						
	AK	104.35	98.33	-	-	104.35	98.33
	HD	52.22	45.11	-	-	52.22	45.11
	AM	-	6.00	-	-	-	6.00
		156.57	149.44	-	-	156.57	149.44
8	Commission paid to Managing Director						
	AK	9.92	8.17	-	-	9.92	8.17
		9.92	8.17	-	-	9.92	8.17
9	Sales Promotion Expenses						
	SKR	-	-	0.16	2.21	0.16	2.21
	SCPL	-	-	0.22	-	0.22	-
		-	-	0.38	2.21	0.38	2.21
10	Interest Paid						
	AMCPL	-	-	115.23	205.61	115.23	205.61
		-	-	115.23	205.61	115.23	205.61
11	Expenditure on CSR Activity						
	DF	-	-	122.81	119.74	122.81	119.74
		-	-	122.81	119.74	122.81	119.74
12	Loans Repaid						
	AMCPL	-	-	1,648.00	2,070.00	1,648.00	2,070.00
		-	-	1,648.00	2,070.00	1,648.00	2,070.00
13	Loans Taken (Received Back)					-	-
	AMCPL	-	-	-	2,070.00	-	2,070.00
		-	-	-	2,070.00	-	2,070.00



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(₹ in Lacs)

Sr No	Nature of Transactions	KMP / Relative of KMP		Associate, Joint Venture and Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2016	2015	2016	2015	2016	2015
14	Loans Given						
	JMT	-	-	39.75	17.30	39.75	17.30
	FCSPL	-	-	630.88	641.59	630.88	641.59
		-	-	670.63	658.89	670.63	658.89
15	Loan Received Back						
	FCSPL	-	-	131.50	245.00	131.50	245.00
	JMT	-	-	17.00	-	17.00	-
		-	-	148.50	245.00	148.50	245.00
16	Dividend On Equity Shares Paid						
	JM	0.00	0.00	-	-	0.00	0.00
	UP	0.02	0.04	-	-	0.02	0.04
	KP	0.13	0.31	-	-	0.13	0.31
	AK	0.33	-	-	-	0.33	-
	HD	0.11	0.02	-	-	0.11	0.02
	HRPL	-	-	0.24	0.63	0.24	0.63
	AAJMT	-	-	31.21	78.03	31.21	78.03
	ADJMT	-	-	31.21	78.03	31.21	78.03
	ANJMT	-	-	31.21	78.03	31.21	78.03
		0.59	0.37	93.87	234.72	94.46	235.09
17	Debenture Application Money Given/(Received Back)						
	JMT	-	-	-	1.00	-	1.00
	JMT	-	-	-	(12.10)	-	(12.10)
		-	-	-	(11.10)	-	(11.10)
18	ESOP Granted (nos. of options)						
	AK	-	9.00	-	-	-	9.00
	HD	-	1.80	-	-	-	1.80
		-	10.80	-	-	-	10.80
19	Allotments of Equity Shares against ESOP Exercised (nos. of shares)						
	AK	-	7.71	-	-	-	7.71
	HD	-	2.93	-	-	-	2.93
		-	10.64	-	-	-	10.64

(₹ in Lacs)

Sr No	Nature of Transactions	KMP / Relative of KMP		Associate, Joint Venture and Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2016	2015	2016	2015	2016	2015
20	Reimbursement of Expenses						
	JPPL	-	-	10.57	10.77	10.57	10.77
	JMT	-	-	1.09	-	1.09	-
		-	-	11.66	10.77	11.66	10.77
21	Deposit Received / (Repaid)						
	JM	2.00	-	-	-	2.00	-
	JM	(2.00)	-	-	-	(2.00)	-
		-	-	-	-	-	-
22	Security and Guarantee Taken						
	AAAHT	-	-	-	1,550.00	-	1,550.00
		-	-	-	1,550.00	-	1,550.00
23	Sharing of Resources / Infrastructures *						
	ATL	-	-	-	-	-	-
	DML	-	-	-	-	-	-
	PLL	-	-	-	-	-	-
	JPPL	-	-	-	-	-	-
	ZM	-	-	-	-	-	-
		-	-	-	-	-	-
	<b>Closing Balance as at 31<sup>st</sup> March</b>						
24	Professional Fees Payable						
	FRL	-	-	1.57	1.38	1.57	1.38
	SKR			0.18	-	0.18	-
		-	-	1.74	1.38	1.74	1.38
25	Loans Receivable (Including interest)						
	JMT	-	-	40.05	17.30	40.05	17.30
	FCSPL	-	-	2,742.81	2,243.44	2,742.81	2,243.44
		-	-	2,782.86	2,260.74	2,782.86	2,260.74
26	Trade Payables						
	PLL	-	-	46.86	46.86	46.86	46.86
	AAAHT	-	-	60.80	-	60.80	-
	JPPL	-	-	-	201.79	-	201.79
		-	-	107.66	248.65	107.66	248.65

\* Transactions are of non monetary consideration.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(₹ in Lacs)

Sr No	Nature of Transactions	KMP / Relative of KMP		Associate, Joint Venture and Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2016	2015	2016	2015	2016	2015
27	Trade Receivables						
	AZB	-	-	0.77	5.21	0.77	5.21
	PLL	-	-	239.00	239.00	239.00	239.00
		-	-	239.77	244.21	239.77	244.21
28	Loan Payable (including Interest)						
	AMCPL	-	-	345.61	1,889.90	345.61	1,889.90
		-	-	345.61	1,889.90	345.61	1,889.90
29	Guarantee/Security Taken / (Given)						
	AAAHT	-	-	6,850.00	6,850.00	6,850.00	6,850.00
	AAAHT/JPPL Jointly	-	-	5,000.00	5,000.00	5,000.00	5,000.00
	FCSPL	-	-	(1,822.04)	-	(1,822.04)	-
		-	-	10,027.97	11,850.00	10,027.97	11,850.00

b) Disclosure under regulation 34(3) of the SEBI (Listing obligations and disclosure requirements regulations, 2015)

i) Loans & Advances to Others:

(₹ In Lacs)

Name of the Company	Closing Balance		Maximum Balance outstanding during the year	
	2016	2015	2016	2015
Companies where Directors are Interested :				
Jayem Realty Solutions Private Limited	-	-	-	584.33
J M Township and Real Estate Private Limited	40.05	17.30	17.30	17.30
Joint Venture :				
Freedom Charter Services Private Limited	2,742.81	2,243.44	2,766.81	2,243.44

## Notes:

- Loans and Advances shown above, to Joint Venture fall under the category of Loans and Advances in nature of Loans where there is no repayment schedule and are re-payable on demand.
- Loan to employees as per Company's policy is not considered.
- None of the loanees and lenders of subsidiary companies have per se, made investments in shares of the company.

### 39 MAT CREDIT ENTITLEMENT

MAT Credit Entitlement of ₹ 2,000.59 Lacs (Previous Year : ₹ 2,167.61 Lacs) is based on future business projections as projected by Management, and the same have been relied upon by the Auditors.

### 40 EARNINGS PER SHARE

Particular	2016	2015
Net Profit/(Loss) after Tax (₹ in Lacs)	4,258.29	(2,277.14)
Weighted average number of Equity Shares used as denominator for Calculating Basic Earnings Per Share (Nos.)	2,306.64	2,295.84
Weighted average number of Equity Shares used as denominator for Calculating Diluted Earnings Per Share (Nos.)	2,306.83	2,296.14
Basic Earnings Per Share (₹)	1.85	(0.99)
Diluted Earnings Per Share (₹)	1.85	(0.99)
Face Value Per Equity Share (₹)	1	1
Reconciliation between Number of Shares used for calculating Basic and diluted Earning Per share:		
Number of Shares used for calculating Basic EPS (Nos.)	2,306.64	2,295.84
Add: Potential Equity Shares (refer note below) (Nos.)	0.19	0.29
Number of Shares used for calculating Diluted EPS (Nos.)	2,306.83	2,296.14

Note: In calculating diluted earning per share for the year, the effect Employee Stock Option outstanding till the date of actual exercise of option is considered.

### 41 PRIOR PERIOD ITEMS

(₹ in Lacs)

Particular	2016	2015
Prior Period expenses Debited in Statement of Profit & Loss consist of:		
a) Expenses Pertaining of Previous Year		
a) Repairs & Maintenance	5.49	21.35
b) Professional Fees	-	4.64
c) Other Expense	11.06	10.03
d) Advertisement Expenses and Sales Promotion	10.07	7.19
e) Employee Cost	1.49	1.39
f) Rent, Rates and Taxes	6.47	3.00
g) Interest	4.17	0.10
b) Income Pertaining of Previous Year		
a) Interest Received and Other Income	(1.38)	-
b) Previous Year Excess Provision Reversed	(29.64)	(12.24)
<b>TOTAL</b>	<b>7.72</b>	<b>35.46</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

## 42 THE GROUP HAS TAKEN ON OPERATING LEASE, CERTAIN ASSETS ON NON CANCELLABLE BASIS, THE MINIMUM FUTURE LEASE RENTALS ARE AS FOLLOWS :

### • Operating Lease Expenses Disclosure:

The Company has non cancellable operating Expenses :

(₹ in Lacs)

Particular	2016	2015
Lease Rental Paid During the Year	567.30	497.95
<b>TOTAL</b>	<b>567.30</b>	<b>497.95</b>

The future minimum Lease Expense is as under:

(₹ in Lacs)

Particular	2016	2015
Upto 1 Year	228.04	220.23
1 Year to 5 Year	111.01	85.99
above 5 Year	-	-
<b>TOTAL</b>	<b>339.05</b>	<b>306.22</b>

General Terms of Lease Rentals :

- The Operating Lease Arrangements extend for a maximum of 5 years from their respective dates of inception and relate to rented premises and Movable Property.
- Additional amount of applicable taxes will be paid on these rentals as per the applicable rates existing at the time of receipts and payments.

## 43 One of the foreign entity (subsidiary) is in the process of liquidation. As substantial amount of its assets and liabilities are liquidated off, accounts of such an entity is not prepared on the basis of going concern assumption.

## 44 FOREIGN CURRENCY EXPOSURE

Particulars of year end foreign currency exposure on loans denominated in foreign currency.

(Amount in Lacs)

Particulars	2016		2015	
	in USD	in ₹	in USD	in ₹
Hedged by derivatives or otherwise	-	-	-	-
Not hedged	14.89	986.74	20.40	1,276.83

The Foreign currency exposures that are not hedged by a derivative instrument or otherwise as at year end are given below:

Particulars	2016			2015	
		in Foreign Currency	₹ in lacs	in Foreign Currency	₹ in lacs
Trade Payables					
- Hedged by derivative or otherwise					
- Not Hedged	USD	1,27,888	84.95	12,238	7.66
- Not Hedged	GBP	51,471	49.01	10,110	9.63
- Not Hedged	EURO	25,320	19.05	-	-
Contingent Liability					
- Hedged by derivative or otherwise					
- Not Hedged	USD	27,50,000	1,822.04	27,50,000	1,496.57
<b>TOTAL</b>			<b>1,975.04</b>		<b>1,513.86</b>

- 45 The following amounts are included in the Financial Statements in respect of “Freedom Charter Services Private Limited” incorporated in India the jointly Controlled Entity (50%), based on the proportionate consolidation method prescribed in the Accounting Standard relating to ‘Financial Reporting of Interests in Joint Ventures’ (AS 27).

(₹ In Lacs)

Particulars	2016	2015
<b>ASSETS</b>		
Non Current Assets		
Fixed Assets	1,979.51	2,089.98
Long-Term Loans and Advances	116.12	64.25
Other Non-Current Assets	118.20	109.55
Current Assets		
Trade Receivables	37.37	76.35
Cash and Bank Balance	2.94	33.44
Short-Term Loans & Advances	19.63	40.98
<b>LIABILITIES</b>		
Non Current Liabilities		
Long-Term Borrowings	585.06	932.05
Deferred Tax Liabilities (Net)	505.34	434.66
Long-Term Provisions	7.60	5.60
Current Liabilities		
Short-Term Borrowings	2,742.81	2,243.43
Trade Payables	65.70	11.47
Other Current Liabilities	425.88	359.76
Short - Term Provisions	1.87	1.51





# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(₹ In Lacs)

Particulars	2016	2015
<b>INCOME</b>		
Revenue from Operations	453.90	523.13
Other Income	10.09	9.21
<b>EXPENSES</b>		
Employee Benefits Expenses	193.94	174.68
Finance Costs	122.89	120.57
Depreciation and Amortization Expenses	111.21	111.04
Other Expenses	453.55	470.74
Capital Commitments	-	-

- 46** The Company has incurred total expenditure of ₹ 122.81 Lacs (Previous Year ₹ 119.74 Lacs) on CSR activities as defined under section 135 of the Companies Act, 2013 read with relevant rules.
- 47** Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Associates / Joint Ventures

Sr. No.	Name of the Entity	Net Assets, i.e Total Assets minus Total Liabilities		Share in Profit or Loss	
		As % of Consolidated Net Assets	Amount (₹ in Lacs)	As % of Consolidated Profit or Loss	Amount (₹ in Lacs)
	<b>Parent</b>				
	Delta Corp Limited	111.51%	89,579.13	91.48%	3,895.28
	<b>Indian Subsidiaries</b>				
	Atled Technologies Private Limited	0.01%	6.17	(0.01%)	(0.60)
	Caravela Casino (Goa) Private Limited	0.00%	(2.40)	(0.02%)	(0.69)
	Daman Entertainment Private Limited	0.08%	62.48	0.08%	3.33
	Daman Hospitality Private Limited	11.59%	9,308.81	(43.85%)	(1,867.16)
	Delta Lifestyle & Entertainment Private Limited	0.02%	18.62	(0.04%)	(1.54)
	Delta Pleasure Cruise Company Private Limited	(3.59%)	(2,884.74)	(12.53%)	(533.72)
	Highstreet Cruises & Entertainment Private Limited	16.06%	12,905.09	21.57%	918.46
	Marvel Resorts Private Limited	0.78%	623.65	(0.09%)	(3.73)

Sr. No.	Name of the Entity	Net Assets, i.e Total Assets minus Total Liabilities		Share in Profit or Loss	
		As % of Consolidated Net Assets	Amount (₹ in Lacs)	As % of Consolidated Profit or Loss	Amount (₹ in Lacs)
Foreign Subsidiaries					
	Buddy Communication and Pte Limited	-	-	0.52%	22.25
	Delta Hospitality and Entertainment (Mauritius) Limited	3.73%	2,994.09	(0.17%)	(7.41)
	Delta Hotel Lanka Private Limited	3.11%	2,494.64	(0.29%)	(12.27)
	Delta Offshore Developer Limited	0.18%	142.39	(0.57%)	(24.47)
	Delta PAN Africa Limited	0.41%	325.99	(0.05%)	(2.12)
	Delta Corp East Africa Ltd	1.28%	1,031.29	(0.46%)	(19.66)
(a)	Adjustment arising out of Consolidation	(39.65%)	(31,854.81)	48.48%	2,064.28
(b)	Minority Interest in all Subsidiaries	(2.93%)	(2,354.44)	7.39%	314.61
Foreign Associate (Investment as per equity method)					
	Zeicast Pty Ltd (*)	-	-	-	-
Indian Joint venture (as per proportionate consolidation)					
	Freedom Charter Services Private Limited	(2.56%)	(2,060.50)	(11.43%)	(486.55)
TOTAL		100%	80,335.47	100%	4,258.29

(\*) Provision made to the extent of diminutions in value of investment in associate company.

#### 48 PREVIOUS YEAR COMPARATIVES

Previous year's figures have been regrouped/ rearranged/ recasted/reclassified/ re-adjusted wherever necessary to conform to the Current Year's classifications. Amounts and other disclosures for the preceding year are included an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

As Per Our Report of Even Date Attached		For and on behalf of Board		
For Haribhakti & Co. LLP Chartered Accountants ICAI Firm Regn. No. 103523W	For Amit Desai & Co Chartered Accountants ICAI Firm Regn. No. 130710W	Jaydev Mody Chairman DIN : 00234797	Ashish Kapadia Managing Director DIN : 02011632	Ravinder Kumar Jain Director DIN : 00652148
Chetan Desai Partner Membership No. 017000	Amit Desai Partner Membership No. 032926	Vrajesh Udani Director DIN : 00021311	Rajesh Jaggi Director DIN : 00046853	Alpana Chinai Director DIN : 00136144
Mumbai, 25 <sup>th</sup> April, 2016		Hardik Dhebar Group CFO	Dilip Vaidya Company Secretary	



# FINANCIAL INFORMATION OF SUBSIDIARY COMPANIES

## ANNEXURE-A SILENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARIES / ASSOCIATE / JOINT VENTURE AS PER COMPANIES ACT, 2013

### PART A: FINANCIAL INFORMATION OF SUBSIDIARIES

(₹ in Lacs)

Sr. No.	Name of Subsidiary Companies	Reporting Period	Reporting Currency	Capital	Reserves	Total Assets	Total Liabilities	Investment	Turnover (Includes Other Income)	Profit/(Loss) before taxation	Provision for Taxation	Profit/ after Taxation	Proposed Dividend	% of Shareholding	Country of Company
1	Atled Technologies Private Limited	31-Mar-16	INR	26.00	(19.83)	13.47	7.30	-	0.86	(0.60)	-	(0.60)	-	100.00	India
2	Caravela Casino (Goa) Private Limited	31-Mar-16	INR	1.00	(3.40)	0.21	2.61	-	0.0	(0.69)	-	(0.69)	-	100.00	India
3	Daman Entertainment Private Limited	31-Mar-16	INR	2.69	59.79	62.88	0.40	-	5.21	4.12	0.79	3.33	-	51.00	India
4	Daman Hospitality Private Limited	31-Mar-16	INR	3,927.70	5,381.11	45,776.82	36,468.01	0.25	4,187.70	(2,517.13)	649.97	(1,867.16)	-	85.22	India
5	Delta Corp East Africa Limited	31-Mar-16	INR	494.56	536.73	1,242.66	211.37	-	-	(19.66)	-	(19.66)	-	39.20	Kenya
			Kshs	757.33	821.89	1,902.89	323.67	-	-	(30.27)	-	(30.27)	-	-	
6	Delta Lifestyle & Entertainment Private Limited	31-Mar-16	INR	6.00	12.62	255.65	237.02	-	215.65	(0.02)	0.47	(1.54)	-	51.00	India
7	Delta Hospitality and Entertainment (Mauritius) Limited	31-Mar-16	INR	3,061.21	(67.12)	3,027.88	33.79	2,971.76	0.10	(7.41)	-	(7.41)	-	100.00	Mauritius
			US\$	46.20	(1.01)	45.70	0.51	44.85	0.00	(0.11)	-	(0.11)	-	-	
8	Delta Hotels Lanka (Private) Limited	31-Mar-16	INR	2,551.96	(57.32)	2,550.82	56.17	-	-	(12.27)	-	(12.27)	-	100.00	Sri Lanka
			LKR	5,750.00	(129.14)	5,747.42	126.57	-	-	(26.06)	-	(26.06)	-	-	
9	Delta Offshore Developer Limited	31-Mar-16	INR	79.51	62.88	144.54	2.15	89.83	-	24.47	-	24.47	-	100.00	Mauritius
			US\$	1.20	0.95	2.18	0.03	1.36	-	0.37	-	0.37	-	-	
10	Delta PAN Africa Limited	31-Mar-16	INR	160.93	165.06	326.68	0.68	312.92	0.90	(1.89)	(0.23)	(2.12)	-	39.20	Kenya
			Kshs	246.45	252.78	500.27	1.04	479.20	1.38	(2.91)	(0.35)	(3.26)	-	-	
11	Delta Pleasure Cruise Company Private Limited	31-Mar-16	INR	435.00	(3,319.74)	1,548.94	4,433.68	-	324.39	(532.07)	-	(533.72)	-	100.00	India
12	Highstreet Cruises & Entertainment Private Limited	31-Mar-16	INR	1,500.00	11,405.09	18,734.37	5,829.28	100.25	10,702.75	1,684.52	782.62	918.46	-	100.00	India
13	Marvel Resorts Private Limited	31-Mar-16	INR	1.00	622.65	6,283.74	5,660.10	-	3.32	(3.73)	-	(3.73)	-	50.00	India

**Note :** Following subsidiary companies were sold during the year ended 31st March 2016.

(a) Interactive Gaming & Sports Pty Limited

(b) Buddy Communication and Productions Pte Limited

\* Exchange Rate as on 31.03.2016  
 \* Exchange Rate as on 31.03.2016  
 \* Exchange Rate as on 31.03.2016

Closing Rate (₹)  
 = 1 Kshs = 0.65  
 = 1 US\$ = 66.26  
 = 1 Lkr = 0.44

### PART B : ASSOCIATE AND JOINT VENTURE

Statement Pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(₹ in Lacs)

Name of Associates and Joint Ventures	Shares of Associate/Joint Ventures held by the company on the year end				Profit / Loss for the year			
	Latest Audited Balance Sheet Date	No.	Amount of Investment in Associates/Joint Venture	Extend of Holding (%)	Networth attributable to Shareholding as per latest audited Balance Sheet	Considered in Consolidation	Not Considered in Consolidation	Description of how there is significant influence
<b>Associate</b>								Reason why the associate/joint venture is not consolidated
Zeicast Pte Limited	Management Certified	89,66,667	373.01	40%	(35.63)	-	-	Note - A
<b>Joint Venture</b>								
Freedom Charter Services Private Limited	31.03.2016	10,00,000	100.00	50%	(2,060.49)	(486.55)	-	Note - A

**Note : A)** The management have significant influence due to percentage (%) of Share Capital.



# DELTIN GROUP

HOTELS AND CASINOS



## DELTIN ROYALE

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## DELTIN JAQK

CASINO • PANJIM • GOA



## DELTIN CARAVELA

CASINO • PANJIM • GOA



## THE DELTIN

HOTEL • DAMAN



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HOTEL • NERUL • GOA



## DELTIN PALMS

HOTEL • BRITTONA • GOA





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