



DELTA CORP LIMITED

Delta Corp Limited ("the Company"), was originally incorporated as a private limited company under the name of 'Creole Holdings Company Private Limited' on November 5, 1990, under the Companies Act, 1956. For further details with respect to change of name of our Company, please see section "General Information" on page 149.

Registered Office: 10, Kumar Place, 2408, General Thimayya Road Pune 411 001, Maharashtra, India.
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CIN: L65493PN1990PLC058817

Our Company is issuing 3,54,83,874 Equity Shares (as defined below) at a price of ₹ 155 per Equity Share ("Issue Price"), including a premium of ₹ 154 per Equity Share, aggregating up to ₹ 5,50,00,00,470 ("Issue").

ISSUE IN RELIANCE UPON CHAPTER VIII OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED (THE "SEBI ICDR REGULATIONS") AND SECTION 42 OF THE COMPANIES ACT, 2013, AS AMENDED, AND THE RULES MADE THEREUNDER

23,16,24,104 equity shares of our Company of face value of ₹ 1 each ("Equity Shares") are currently listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", together with BSE, "Stock Exchanges"). The closing price of the outstanding Equity Shares on BSE and NSE on May 10, 2017 was ₹ 165.70 and ₹ 166.20 per Equity Share, respectively. In-principle approvals under Regulation 28(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") for listing of the Equity Shares to be issued pursuant to the Issue have been received from BSE and NSE, both dated May 11, 2017. Applications shall be made for obtaining the final listing and trading approvals for the Equity Shares to be issued pursuant to the Issue on the Stock Exchanges. The Stock Exchanges assume no responsibility for the correctness of any statements made, opinions expressed or reports contained herein. Admission of the Equity Shares to be issued pursuant to the Issue for trading on the Stock Exchanges should not be taken as an indication of the merits of our Company or of the Equity Shares.

OUR COMPANY HAS PREPARED THIS PLACEMENT DOCUMENT SOLELY FOR PROVIDING INFORMATION IN CONNECTION WITH THE ISSUE.

A copy of the Preliminary Placement Document (which includes disclosures prescribed under Form PAS-4 (as defined hereinafter)) has been delivered to the Stock Exchanges. A copy of this Placement Document (which includes disclosures prescribed under Form PAS-4) has been delivered to the Stock Exchanges. Our Company shall also make the requisite filings with the Registrar of Companies, at Pune ("RoC") and the Securities and Exchange Board of India ("SEBI") within the stipulated period as required under the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014. This Placement Document has not been reviewed by SEBI, the Reserve Bank of India ("RBI"), the Stock Exchanges, the RoC or any other regulatory or listing authority and is intended only for use by Eligible QIBs (as defined below). This Placement Document has not been and will not be registered as a prospectus with the RoC, will not be circulated or distributed to the public in India or any other jurisdiction, and will not constitute a public offer in India or any other jurisdiction.

THE ISSUE AND THE DISTRIBUTION OF THIS PLACEMENT DOCUMENT IS BEING MADE TO ELIGIBLE QIBs IN RELIANCE UPON SECTION 42 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER AND CHAPTER VIII OF THE SEBI ICDR REGULATIONS. THIS PLACEMENT DOCUMENT IS PERSONAL TO EACH BIDDER AND ONLY QUALIFIED INSTITUTIONAL BUYERS, AS DEFINED IN REGULATION 2(1)(zd) OF THE SEBI ICDR REGULATIONS ("QIBs") WHICH ARE NOT: (A) EXCLUDED PURSUANT TO REGULATION 86 OF THE SEBI ICDR REGULATIONS, (B) REGISTERED FOREIGN PORTFOLIO INVESTORS, FOREIGN VENTURE CAPITAL INVESTORS OR ANY OTHER QIB THAT IS A NON-RESIDENT OR (C) 'OWNED' OR 'CONTROLLED' BY NON RESIDENTS / PERSONS RESIDENT OUTSIDE INDIA, AS DEFINED UNDER FEMA, EXCEPT AS SPECIFICALLY SET FORTH IN THIS PLACEMENT DOCUMENT.

YOU MAY NOT AND ARE NOT AUTHORISED TO (1) DELIVER THIS PLACEMENT DOCUMENT TO ANY OTHER PERSON; OR (2) REPRODUCE THIS PLACEMENT DOCUMENT IN ANY MANNER WHATSOEVER. ANY DISTRIBUTION OR REPRODUCTION OF THIS PLACEMENT DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS INSTRUCTION MAY RESULT IN A VIOLATION OF THE SEBI ICDR REGULATIONS OR OTHER APPLICABLE LAWS OF INDIA AND OTHER JURISDICTIONS.

INVESTMENTS IN EQUITY SHARES INVOLVE A DEGREE OF RISK AND BIDDERS SHOULD NOT INVEST IN THE ISSUE UNLESS THEY ARE PREPARED TO TAKE THE RISK OF LOSING ALL OR PART OF THEIR INVESTMENT. BIDDERS ARE ADVISED TO CAREFULLY READ THE SECTION "RISK FACTORS" ON PAGE 37 BEFORE MAKING AN INVESTMENT DECISION RELATING TO THE ISSUE. EACH BIDDER IS ADVISED TO CONSULT ITS OWN ADVISORS ABOUT THE PARTICULAR CONSEQUENCES OF AN INVESTMENT IN THE EQUITY SHARES BEING ISSUED PURSUANT TO THIS PLACEMENT DOCUMENT. BIDDERS SHOULD CONDUCT THEIR OWN DUE DILIGENCE ON THE EQUITY SHARES.

Invitations, offers and sales of Equity Shares to be issued pursuant to the Issue shall only be made pursuant to the Preliminary Placement Document together with the Application Form and this Placement Document and the Confirmation of Allotment Note. For further details, please see section "Issue Procedure" on page 116. The distribution of this Placement Document or the disclosure of its contents without our Company's prior consent to any person, other than Eligible QIBs and persons retained by Eligible QIBs to advise them with respect to their purchase of Equity Shares, is unauthorised and prohibited. Each Bidder, by accepting delivery of this Placement Document, agrees to observe the foregoing restrictions and to make no copies of this Placement Document or any documents referred to in this Placement Document.

The Equity Shares issued pursuant to this Issue have not been and will not be registered under the U.S. Securities Act of 1933 ("Securities Act"), and will not be offered or sold within the United States (as defined in Regulation S under the Securities Act ("Regulation S")) or any other jurisdiction, other than India.

THIS ISSUE IS BEING MADE ONLY TO ELIGIBLE QIBs AND THE EQUITY SHARES IN THIS ISSUE WILL NOT, IN ANY CIRCUMSTANCE, BE OFFERED TO PERSONS IN ANY JURISDICTION OUTSIDE INDIA.

The information on our Company's website or any website directly or indirectly linked to our Company's website or the websites of the Book Running Lead Managers or any of their Affiliates, does not constitute nor form a part of this Placement Document and Bidders should not rely on such information contained in, or available through, any such websites.

This Placement Document is dated May 16, 2017.

SOLE CO-ORDINATOR AND BOOK RUNNING LEAD MANAGER	CO-BOOK RUNNING LEAD MANAGER
Motilal Oswal Investment Advisors Limited	Emkay Global Financial Services Limited

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NOTICE TO INVESTORS

Our Company has furnished and accepts full responsibility for all the information contained in this Placement Document and confirms that to the best of its knowledge and belief, having made all reasonable enquiries, this Placement Document contains all information with respect to our Company, our Subsidiaries, our Associate, our Joint Venture and the Equity Shares which is material in the context of the Issue. The statements contained in this Placement Document relating to our Company, our Subsidiaries, our Associate, our Joint Venture and the Equity Shares are, in all material respects, true and accurate and not misleading, and the opinions and intentions expressed in this Placement Document with regard to our Company and the Equity Shares are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions and information presently available to our Company. There are no other facts in relation to our Company, our Subsidiaries, our Associate, our Joint Venture and the Equity Shares, the omission of which would, in the context of the Issue, make any statement in this Placement Document misleading in any material respect. Further, our Company has made all reasonable enquiries to ascertain such facts and to verify the accuracy of all such information and statements.

The Book Running Lead Managers, having made reasonable enquiries, have not separately verified all of the information contained in this Placement Document (financial, legal or otherwise). Accordingly, neither the Book Running Lead Managers nor any of their shareholders, employees, counsel, officers, directors, representatives, agents or affiliates makes any express or implied representation, warranty or undertaking, and no responsibility or liability is accepted, by the Book Running Lead Managers, as to the accuracy or completeness of the information contained in this Placement Document or any other information supplied in connection with the Equity Shares. Each person receiving this Placement Document acknowledges that such person has neither relied on the Book Running Lead Managers nor on any of its shareholders, employees, counsel, officers, directors, representatives, agents or affiliates in connection with such person's investigation of the accuracy of such information or such person's investment decision, and each such person must rely on its own examination of our Group and the merits and risks involved in investing in the Equity Shares.

No person is authorised to give any information or to make any representation not contained in this Placement Document and any information or representation not so contained must not be relied upon as having been authorised by, or on behalf of, our Company or by, or on behalf, of the Book Running Lead Managers. The delivery of this Placement Document at any time does not imply that the information contained in it is correct as at any time subsequent to its date.

The Equity Shares to be issued pursuant to the Issue have not been and will not be registered under the Securities Act, and will not be offered or sold within the United States or any jurisdiction, other than India. Distribution of the Placement Document to any person other than the offeree specified by the Book Running Lead Managers or their representatives and those persons, if any, retained to advise such offeree with respect thereto, is unauthorised and any disclosure of its contents, without the prior written consent of our Company, is prohibited.

In making an investment decision, Bidders must rely on their own examination of our Group and the terms of the Issue, including the merits and risks involved. Investors should not construe the contents of this Placement Document as legal, tax, accounting or investment advice. Investors should consult their own counsel and advisors as to business, legal, tax, accounting and related matters concerning the Issue. In addition, neither our Company nor the Book Running Lead Managers are making any representation to any investor, purchaser or subscriber of the Equity Shares regarding the legality of an investment in the Equity Shares by such investor, purchaser or subscriber under applicable legal, investment or similar laws or regulations.

Each subscriber to the Equity Shares in the Issue is deemed to have acknowledged, represented and agreed that it is eligible to invest in India and in our Company under applicable law, including Chapter VIII of the SEBI ICDR Regulations and Section 42 of the Companies Act, 2013, and that it is not prohibited by SEBI or any other statutory authority from buying, selling or dealing in securities including the Equity Shares.

This Placement Document contains summaries of certain terms of certain documents, which summaries are qualified in their entirety by the terms and conditions of such documents.

The information on our Company's website, <http://www.deltacorp.in/>, any website directly or indirectly linked

to the website of our Company or on the websites of the Book Running Lead Managers or its respective affiliates, does not constitute or form part of this Placement Document. Bidders should not rely on such information contained in, or available through, such websites.

REPRESENTATIONS BY INVESTORS

References herein to "you" or "your" is to the Bidders in the Issue.

By Bidding for, and by subscribing to, any Equity Shares in the Issue, you are deemed to have represented, warranted, acknowledged and agreed to our Company and the Book Running Lead Managers, as follows:

- You are a QIB as defined in Regulation 2(1)(zd) of the SEBI ICDR Regulations and are not excluded pursuant to Regulation 86(1)(b) of the SEBI ICDR Regulations, having a valid and existing registration under applicable laws and regulations of India, and undertake to acquire, hold, manage or dispose of any Equity Shares that are Allocated to you in accordance with Chapter VIII of the SEBI ICDR Regulations and undertake to comply with the SEBI ICDR Regulations, the Companies Act and all other applicable laws, including any reporting obligations;
- You are a resident of India and are not registered as an FPI or an FVCI;
- You are not 'owned' or 'controlled' by Non- Residents / persons resident outside India, as defined under FEMA, and you undertake that your investment pursuant to the Issue shall not amount to direct or indirect foreign investment in our Company;
- If you are Allotted Equity Shares, you shall not, for a period of one year from the date of Allotment, sell the Equity Shares so Allotted except on the floor of the Stock Exchanges;
- You are aware that the Equity Shares have not been and will not be registered through a prospectus under the Companies Act (as defined hereinafter), the SEBI ICDR Regulations or under any other law in force in India. This Placement Document has not been reviewed or affirmed by the RBI, SEBI, the Stock Exchanges, the RoC or any other regulatory or listing authority and is intended only for use by Eligible QIBs and that this Placement Document will not be registered as a prospectus under the Companies Act. The Equity Shares offered by way of this Issue will not be offered to the public in India or any class of investors, other than Eligible QIBs;
- This Placement Document has been filed with the Stock Exchanges for record purposes only and this Placement Document has been displayed on the websites of our Company and the Stock Exchanges. Furthermore, the Preliminary Placement Document and this Placement Document will be filed with the RoC and SEBI in accordance with the provisions of the Companies Act;
- You are entitled to subscribe to, and acquire, the Equity Shares under applicable law and you have fully observed such law and you have the necessary capacity, have obtained all necessary consents, governmental or otherwise, and authorisations and complied with all necessary formalities, to enable you to commit to participate in the Issue and to perform your obligations in relation thereto (including, without limitation, in the case of any person on whose behalf you are acting, all necessary consents and authorisations to agree to the terms set out, or referred to, in this Placement Document), and complied with all necessary formalities and that you will honour such obligations;
- Neither our Company nor the Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsel, advisors, representatives, agents or affiliates are making any recommendations to you or advising you regarding the suitability of any transactions you may enter into in connection with the Issue, and that your participation in the Issue is on the basis that you are not, and will not, up to the date of Allotment, be a client of the Book Running Lead Managers. Neither of the Book Running Lead Managers nor any of their respective shareholders, directors, officers, employees, counsel, advisors, representatives, agents or affiliates have any duties or responsibilities to you for providing the protection afforded to their clients or customers or for providing advice in relation to the Issue, and are not in any way acting in a fiduciary capacity;
- You confirm that, either: (i) you have not participated in or attended any investor meetings or presentations by the Company or its agents ("**Company Presentations**") with regard to our Company or the Issue; or (ii) if you have participated in or attended any Company Presentations: (a) you understand and acknowledge that the Book Running Lead Managers may not have knowledge of the statements that our Company or its agents may have made at such Company Presentations and are, therefore, unable to determine whether the information provided to you at such Company Presentations

may have included any material misstatements or omissions, and accordingly, you acknowledge that you have been advised not to rely in any way on any information that was provided to you at such Company Presentations, and (b) confirm that, to the best of your knowledge, you have not been provided any material information relating to the Company and the Issue that was not publicly available;

- All statements other than statements of historical fact included in this Placement Document, including, without limitation, those regarding our Company's financial position, business strategy, plans and objectives of management for future operations (including development plans and objectives relating to our Group's business), are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause actual results to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our Group's present and future business strategies and environment in which our Company will operate in the future. You should not place undue reliance on forward-looking statements, which speak only as at the date of this Placement Document. Our Company or any of our Shareholders, directors, officers, employees, counsel, advisors, representatives, agents or affiliates assumes no responsibility to update any of the forward-looking statements contained in this Placement Document;
- You are aware and understand that the Equity Shares are being offered only to Eligible QIBs and are not being offered to the general public, and the Allotment of the Equity Shares shall be on a discretionary basis by our Company in consultation with the Book Running Lead Managers;
- You are aware that the pre-Issue and post-Issue shareholding pattern of our Company in the format prescribed in the SEBI Listing Regulations will be filed by our Company with the Stock Exchanges. If you are Allotted more than 5.00% of the Issue, the Company shall be required to disclose your name and the number of the Equity Shares Allotted to you to the Stock Exchanges, and the Stock Exchanges will make the same available on their respective websites and you consent to such disclosures;
- You have been provided a serially numbered copy of this Placement Document and have read it in its entirety, including, in particular, the section "*Risk Factors*" on page 37;
- In making your investment decision, you have (i) relied on your own examination of our Group and the terms of the Issue, including the merits and risks involved, (ii) made your own assessment of our Group, the Equity Shares and the terms of the Issue based solely on the information contained in this Placement Document and no other disclosure or representation by our Company or any other party, (iii) consulted your own independent counsel and advisors, or otherwise have satisfied yourself concerning, without limitation, the effects of local laws and taxation matters, (iv) relied solely on the information contained in this Placement Document and no other disclosure or representation by our Company or any other party, (v) received all information that you believe is necessary or appropriate in order to make an investment decision in respect of our Company and the Equity Shares, and (vi) relied upon your own investigation and resources in deciding to invest in the Issue;
- Neither the Company nor the Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsel, advisors, representatives, agents or affiliates have provided you with any tax advice or otherwise made any representations regarding the tax consequences of purchase, ownership and disposal of the Equity Shares (including but not limited to the Issue and the use of the proceeds from the Equity Shares). You will obtain your own independent tax advice from a reputable service provider and will not rely on the Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsel, advisors, representatives, agents or affiliates when evaluating the tax consequences in relation to the Equity Shares (including, but not limited to, the Issue and the use of the proceeds from the Equity Shares). You waive, and agree not to assert any claim against our Company or the Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsel, advisors, representatives, agents or affiliates with respect to the tax aspects of the Equity Shares or as a result of any tax audits by tax authorities, wherever situated;
- You are a sophisticated investor and have such knowledge and experience in financial, business and investment matters as to be capable of evaluating the merits and risks of an investment in the Equity Shares. You are experienced in investing in private placement transactions of securities of companies in a similar nature of business, similar stage of development and in similar jurisdictions. You, and any

accounts for which you are subscribing for the Equity Shares, (i) are each able to bear the economic risk of your investment in the Equity Shares, (ii) will not look to our Company and / or the Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsel, advisors, representatives, agents or affiliates for all or part of any such loss or losses that may be suffered in connection with the Issue, including losses arising out of non-performance by our Company of any of its obligations or any breach of any representations and warranties by our Company, whether to you or otherwise, (iii) are able to sustain a complete loss on the investment in the Equity Shares, (iv) have no need for liquidity with respect to your investment in the Equity Shares, and (v) you are seeking to subscribe to the Equity Shares for your own investment and not with a view to resell or distribute them and have no reason to anticipate any change in your circumstances, financial or otherwise, which may cause or require you to sell all or some of the Equity Shares in the near future. You acknowledge that an investment in the Equity Shares involves a high degree of risk and that the Equity Shares are, therefore, a speculative investment. You are seeking to subscribe to the Equity Shares in the Issue for your own investment and not with a view to resell or distribute;

- If you are acquiring the Equity Shares to be issued pursuant to the Issue for one or more managed accounts, you represent and warrant that you are authorised in writing, by each such managed account to acquire the Equity Shares for each such managed account and to make (and you hereby make) the representations, warranties, acknowledgements and agreements herein for and on behalf of each such managed account, reading the reference to "you" to include such accounts;
- You are not a 'promoter' (as defined under the SEBI ICDR Regulations) of our Company and are not a person related to the promoter, either directly or indirectly and your Bid does not directly or indirectly represent the 'promoter', or 'Promoter Group' of our Company or persons related to the promoters;
- You agree that in terms of the Companies Act, 2013, our Company shall file the list of Eligible QIBs (to whom the Preliminary Placement Document has been circulated) along with other particulars with the RoC and SEBI within 30 days of circulation of the Preliminary Placement Document, and other filings required under the Companies Act, 2013;
- You are aware that our Company shall make necessary filings with the RoC pursuant to the Allotment (which shall include certain details such as your name, address and number of Equity Shares Allotted) and if the Allotment of Equity Shares in the Issue results in you being one of the top ten Shareholders, we shall also be required to disclose your name and shareholding details to the RoC within 15 days of Allotment, and you consent to such disclosure being made by us, under the Companies Act, 2013;
- You have no rights under a shareholders' agreement or voting agreement with the Promoters or persons related to the Promoters, no veto rights or right to appoint any nominee director on the Board of Directors of our Company other than the rights acquired, if any, in the capacity of a lender not holding any Equity Shares which shall not be deemed to be a person related to the Promoters;
- You will have no right to withdraw your Bid after the Issue Closing Date;
- You are eligible to apply for and hold the Equity Shares Allotted to you, together with any Equity Shares held by you prior to the Issue. Further, you confirm that your aggregate holding after the Allotment of the Equity Shares shall not exceed the level permissible as per any applicable laws;
- The Bid made by you would not result in triggering an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("**Takeover Regulations**");
- To the best of your knowledge and belief, your aggregate holding, together with other Eligible QIBs in the Issue that belong to the same group or are under common control as you, pursuant to the Allotment under the Issue shall not exceed 50.00% of the Issue. For the purposes of this representation:
 - (a) the expression 'belong to the same group' shall derive meaning from the concept of 'companies under the same group' as provided in sub-section (11) of Section 372 of the Companies Act, 1956; and

(b) 'control' shall have the same meaning as is assigned to it under Regulation 2(1)(e) of the Takeover Regulations.

- You shall not undertake any trade in the Equity Shares credited to your beneficiary account until such time that the final listing and trading approvals for such Equity Shares are issued by the Stock Exchanges;
- You are aware that (i) applications for in-principle approval, in terms of Regulation 28(1)(a) of the SEBI Listing Regulations, for listing and admission of the Equity Shares and for trading on the Stock Exchanges, were made and approval has been received from each of the Stock Exchanges, and (ii) the applications for the final listing and trading approvals will be made only after Allotment. There can be no assurance that the final approvals for listing and trading of the Equity Shares will be obtained in time or at all. Our Company shall not be responsible for any delay or non-receipt of such final approvals or any loss arising from such delay or non-receipt;
- You are aware and understand that the Book Running Lead Managers have entered into a Placement Agreement with our Company whereby the Book Running Lead Managers have, subject to the satisfaction of certain conditions set out therein, agreed to manage the Issue and use their best efforts, as agents of our Company, to procure subscriptions for the Equity Shares on the terms and conditions set forth therein;
- The contents of this Placement Document are exclusively the responsibility of our Company, and neither the Book Running Lead Managers nor any person acting on their behalf has or shall have any liability for any information, representation or statement contained in this Placement Document or any information previously published by or on behalf of the Company and will not be liable for your decision to participate in the Issue based on any information, representation or statement contained in this Placement Document or otherwise. By participating in the Issue, you agree to the same and confirm that the only information you are entitled to rely on, and on which you have relied in committing yourself to acquire the Equity Shares is contained in this Placement Document, such information being all that you deem necessary to make an investment decision in respect of the Equity Shares, you have neither received nor relied on any other information, representation, warranty or statement made by or on behalf of the Book Running Lead Managers or our Company or any of their respective affiliates or any other person, and neither the Book Running Lead Managers nor our Company nor any other person will be liable for your decision to participate in the Issue based on any other information, representation, warranty or statement that you may have obtained or received;
- You understand that the Book Running Lead Managers do not have any obligation to purchase or acquire all or any part of the Equity Shares purchased by you in the Issue or to support any losses directly or indirectly sustained or incurred by you for any reason whatsoever in connection with the Issue, including non-performance by our Company or any of our respective obligations or any breach of any representations or warranties by us, whether to you or otherwise;
- You understand that the Equity Shares have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state of the United States and accordingly, may not be offered, sold or delivered, within the United States, or any jurisdiction other than India;
- You agree that any dispute arising in connection with the Issue will be governed by and construed in accordance with the laws of Republic of India, and the courts at Mumbai, India shall have exclusive jurisdiction to settle any disputes which may arise out of or in connection with the Preliminary Placement Document and this Placement Document;
- Each of the representations, warranties, acknowledgements and agreements set out above shall continue to be true and accurate at all times up to, and including, the Allotment, listing and trading of the Equity Shares offered by way of the Issue;
- You agree to indemnify and hold our Company and the Book Running Lead Managers and their respective affiliates harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of the foregoing representations, warranties, acknowledgements and undertakings made by you in this Placement Document. You agree

that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares by, or on behalf of, the managed accounts;

- Our Company, the Book Running Lead Managers, their respective affiliates and others will rely on the truth and accuracy of the foregoing representations, warranties, acknowledgements and undertakings, which are given by you to the Book Running Lead Managers on their own behalf and on behalf of our Company, and are irrevocable;
- You will attend to all necessary filings with appropriate regulatory authorities, as required pursuant to applicable laws; and
- You understand that the Equity Shares will, when issued, be credited as fully paid and will rank *pari-passu* in all respects with the existing Equity Shares including the right to receive all dividend and other distributions declared, made or paid in respect of the existing Equity Shares after the date of issue of the Equity Shares.

DISCLAIMER CLAUSE OF STOCK EXCHANGES

As required, a copy of this Placement Document has been submitted to each of the Stock Exchanges. The Stock Exchanges do not in any manner:

- (1) warrant, certify or endorse the correctness or completeness of the contents of this Placement Document;
- (2) warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges; or
- (3) take any responsibility for the financial or other soundness of the Company, its Promoters, its management or any scheme or project of the Company.

It should not for any reason be deemed or construed to mean that this Placement Document has been cleared or approved by the Stock Exchanges. Every person who desires to apply for or otherwise acquire any Equity Shares may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchanges whatsoever, by reason of any loss which may be suffered by such person consequent to or in connection with, such subscription/acquisition, whether by reason of anything stated or omitted to be stated herein, or for any other reason whatsoever.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

In this Placement Document, unless otherwise specified or the context otherwise indicates or implies, references to "you", "your", "offeree", "purchaser", "subscriber", "recipient", "investors", "prospective investors" and "potential investor" are to the Bidders in the Issue, references to the "Company", "Delta Corp", "Issuer" are to 'Delta Corp Limited' and references to "we", "us" or "our" are to the Company, together with its Subsidiaries.

Currency and Units of Presentation

In this Placement Document, references to:

- "₹", "Rs.", "Rupees", "INR", or "Indian Rupees" are to Indian Rupees, the official currency of the Republic of India;
- "Euro" or "€" are to Euro, the official currency of the member states of the European Union;
- "£", "GBP" or "Pound" are to Pound Sterling, the official currency of the United Kingdom; and
- "USD" or "US\$" or "U.S. dollar" are to United States Dollars, the official currency of the United States of America.

All references herein to the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions. All references herein to "India" are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GOI", "Central Government" or the 'State Government' are to the Government of India, central or state, as applicable.

References to the singular also refers to the plural and one gender also refers to any other gender, wherever applicable, and the words "lakh" or "lac" mean "100,000", and the word "crore" means "10 million" or "100 lakh" and the word "billion" means "1,000 million" or "100 crore".

Except as otherwise set out in this Placement Document, all figures set out in this Placement Document have been rounded off to the extent of two decimal places and all figures, in percentage terms, have been rounded off to two decimal place.

Financial Data

The terms "Fiscal" or "Fiscal year" when used in the section "*Industry Overview*" refer to the 12 - month period ending March 31 of that year.

Our Audited Consolidated Financial Statements and Interim Unaudited Consolidated Financial Results each prepared in accordance with Indian GAAP and Ind AS, respectively, including the notes thereto and the reports thereon are included in this Placement Document in the section "*Financial Information*" on page 150.

Our Company publishes its financial statements and financial results in Indian Rupees. Unless otherwise stated, all financial data in this Placement Document are derived from our Financial Information. Until March 2016, the financial statements of our Company were prepared in accordance with Indian GAAP as applicable to companies in India. Our Company has transitioned to the accounting principles prescribed under the Ind AS with effect from April 1, 2016. The Interim Unaudited Consolidated Financial Results are our first set of consolidated financial statements which have been prepared in accordance with Ind AS. For further details, see "*Risk Factors—Companies in India (based on notified thresholds), including our Company, will be required to prepare financial statements under Ind-AS (which is India's convergence to IFRS). The transition to Ind-AS in India is very recent and there is no clarity on the impact of such transition on our Company. All income tax assessments in India will also be required to follow the Income Computation Disclosure Standards.*" on page 48.

Ind AS is a relatively new set of accounting standards for Indian companies and differs, in certain material respects, from the accounting principles set out under Indian GAAP, which have been used to prepare our Audited Consolidated Financial Statements. Financial statements prepared in accordance with Indian GAAP and Ind AS may differ in certain significant respects from generally accepted accounting principles in other countries, including International Financial Reporting Standards (the "**IFRS**") and U.S. GAAP. For further details, see "*Risk Factors—Significant differences exist between Ind AS for the preparation of financial results and other accounting principles, such as Indian GAAP, U.S. GAAP and IFRS, with which investors may be more familiar*" on page 48.

The financial statements and financial results included in this Placement Document are not entirely comparable between financial periods and the comparative descriptions presented herein may not be a true representation of the changes to our results of operations and financial condition. Investors should be aware of the limitations of the historical financial information presented in this Placement Document, which are a result of, among others, the factors set out above. For further details, see *"Risk Factors—Companies in India (based on notified thresholds), including our Company, will be required to prepare financial statements under Ind-AS (which is India's convergence to IFRS). The transition to Ind-AS in India is very recent and there is no clarity on the impact of such transition on our Company. All income tax assessments in India will also be required to follow the Income Computation Disclosure Standards."* and *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* on pages 48 and 63, respectively.

In this Placement Document, certain monetary thresholds have been subjected to rounding adjustments; accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them.

INDUSTRY AND MARKET DATA

Information regarding market position, growth rates and other industry data pertaining to the businesses of our Company contained in this Placement Document consists of estimates based on data and reports compiled by government bodies, professional organisations and analysts, data from other external sources and knowledge of the markets in which our Company competes. The statistical information included in this Placement Document relating to the various sectors in which our Company operates has been reproduced from various trade, industry and regulatory / government publications and websites. We have also relied on the ICRA Report.

This data is subject to change and cannot be verified with complete certainty due to limits on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey.

Neither our Company, nor the Book Running Lead Managers have independently verified this data and make any representation regarding the accuracy or completeness of such data. Similarly, while we believe that our internal estimates are reasonable, such estimates have not been verified by any independent sources, and neither our Company nor the Book Running Lead Managers can assure potential investors as to their accuracy.

The extent to which the market and industry data used in this Placement Document is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data.

Information in this Placement Document on the 'Indian Gaming and Hospitality Industry' is from independent market research carried out by ICRA Limited but should not be relied upon in making, or refraining from making, any investment decision.

ICRA Disclaimer:

All information contained in the report on '*Indian Gaming and Hospitality Industry*' dated April 20, 2017, has been obtained by ICRA from sources believed by it to be accurate and reliable. Although reasonable care has been taken to ensure that the information is true, such information is provided 'as is' without any warranty of any kind, and ICRA in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. Also, ICRA or any of its group companies, while publishing or otherwise disseminating other reports may have presented data, analyses and / or opinions that may be inconsistent with the data, analyses and/or opinions presented in this publication. All information contained in this report must be construed solely as statements of opinion, and ICRA shall not be liable for any losses incurred by users from any use of this publication or its contents.

FORWARD-LOOKING STATEMENTS

All statements contained in this Placement Document that are not statements of historical fact constitute 'forward-looking statements'. Investors can generally identify forward-looking statements by terminology such as 'aim', 'anticipate', 'believe', 'continue', 'can', 'could', 'estimate', 'expect', 'intend', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'shall', 'should', 'will', 'would', 'will likely result' 'is likely', 'are likely', 'believe', 'expect', 'expected to', 'will continue', 'will achieve', or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Placement Document that are not historical facts. These forward-looking statements contained in this Placement Document (whether made by us or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause our actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause our actual results, performances and achievements to be materially different from any of the forward-looking statements include, among others:

1. Our ability to obtain and maintain various registrations, approvals, permits, consents and / or licenses from various statutory and / or regulatory authorities, and to continue to operate our Casinos to renew and / or maintain such consents, approvals or licenses in a timely manner;
2. Our ability to successfully manage and grow our online gaming business;
3. Our contingent liabilities not provided for, as stated in our Audited Consolidated Financial Statements for the Financial Year ended March 31, 2016 could adversely affect our financial condition;
4. Any unfavourable outcome consequent to a survey by the relevant statutory authorities under the IV Act and by the classification society under the relevant classification rules could adversely affect our operations and profitability;
5. In the event that any outstanding litigation against our Company, our Subsidiaries and our Directors is determined adversely;
6. The optimal functioning of our casino vessels;
7. Smooth running of our feeder boats and jetty facilities. Failure or disruption of the IT systems of our online gaming business. Relocating of the operations of our Offshore Casinos out of the river Mandovi; and
8. Our inability to successfully diversify and grow our income.

Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the sections "*Risk Factors*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Industry Overview*" and "*Business*" and on pages 37, 63, 86 and 98, respectively.

The forward-looking statements contained in this Placement Document are based on the beliefs of our management, as well as the assumptions made by, and information currently available to, our management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. In any event, these statements speak only as of the date of this Placement Document or the respective dates indicated in this Placement Document, and neither we nor the Book Running Lead Managers undertake any obligation to update or revise any of them, whether as a result of new information, future events or otherwise. If any of these risks and uncertainties materialise, or if any of our underlying assumptions prove to be incorrect, our actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

EXCHANGE RATES

Fluctuations in the exchange rate between the Rupee and foreign currencies will affect the foreign currency equivalent of the Rupee price of the Equity Shares on the Stock Exchanges. These fluctuations will also affect the conversion into foreign currencies of any cash dividends paid in Rupees on the Equity Shares.

The following table sets forth information with respect to the exchange rates between the Rupee and the U.S. dollar (in ₹ per US\$), for the periods indicated. The exchange rates are based on the reference rates released by the RBI, which are available on the website of the RBI. No representation is made that any Rupee amounts could have been, or could be, converted into U.S. dollars at any particular rate, the rates stated below, or at all.

As of April 28, 2017, the exchange rate (RBI reference rate) was ₹ 64.22 to US\$ 1.00

(₹ per US\$)

Exchange Rate (INR per U.S. Dollar)				
	Period End	Average	High	Low
Fiscal Year 2017	64.84	67.09	68.72	64.84
Fiscal Year 2016	66.33	65.46	68.78	62.16
Fiscal Year 2015	62.59	61.15	63.75	58.43
Months Ended:				
April 30, 2017	64.22	64.51	65.04	64.00
March 31, 2017	64.84	65.88	66.85	64.84
February 28, 2017	66.74	67.08	67.65	66.72
January 31, 2017	67.81	68.08	68.23	67.79
December 30, 2016	67.95	67.90	68.37	67.43
November 30, 2016	68.53	67.63	68.72	66.43
Quarters ended:				
March 31, 2017	64.84	67.01	68.23	64.84
December 30, 2016	67.95	67.46	68.72	66.43
September 30, 2016	66.66	66.96	67.50	66.36

Source: www.rbi.org.in

Note: High, low and average are based on the RBI reference rates and rounded off to two decimal places.

The following table sets forth information with respect to the exchange rates between the Rupee and the GBP (in ₹ per £), the periods indicated. The exchange rates are based on the reference rates released by the RBI, which are available on the website of the RBI. No representation is made that any Rupee amounts could have been, or could be, converted into GBP at any particular rate, the rates stated below, or at all.

As of April 28, 2017, the exchange rate (RBI reference rate) was ₹ 82.83 to GBP £ 1.00

(₹ per Pound)

Exchange Rate (INR per GBP)				
	Period End	Average	High	Low
Fiscal Year 2017	80.88	87.71	99.47	80.07
Fiscal Year 2016	95.09	98.76	105.10	91.06
Fiscal Year 2015	92.46	98.56	103.50	92.16
Months Ended:				
April 30, 2017	82.83	81.54	82.83	79.86
March 31, 2017	80.88	81.24	82.72	80.07
February 28, 2017	83.05	83.82	85.49	82.89
January 31, 2017	84.85	83.86	85.52	82.00
December 30, 2016	83.42	84.74	86.73	83.31
November 30, 2016	85.53	83.99	85.85	81.56
Quarters ended:				
March 31, 2017	80.88	82.93	85.52	80.07
December 30, 2016	83.42	83.81	86.73	81.30
September 30, 2016	86.42	88.01	89.93	86.34

Source: www.rbi.org.in

Note: High, low and average are based on the RBI reference rates and rounded off to two decimal places.

The following table sets forth information with respect to the exchange rates between the Rupee and the Euro (in ₹ per €), the periods indicated. The exchange rates are based on the reference rates released by the RBI, which are available on the website of the RBI. No representation is made that any Rupee amounts could have been, or could be, converted into Euros at any particular rate, the rates stated below, or at all.

As of April 28, 2017, the exchange rate (RBI reference rate) was ₹ 69.88 to Euro € 1.00

(₹ per Euro)

Exchange Rate (INR per Euro)				
	Period End	Average	High	Low
Fiscal Year 2017	69.25	73.61	76.61	69.25
Fiscal Year 2016	75.10	72.31	77.36	66.16
Fiscal Year 2015	67.51	77.47	84.52	65.95
Months Ended:				
April 30, 2017	69.88	69.17	70.04	68.25
March 31, 2017	69.25	70.34	70.73	69.25
February 28, 2017	70.72	71.46	72.92	70.51
January 31, 2017	72.55	72.33	73.23	70.99
December 30, 2016	71.62	71.60	73.11	70.47
November 30, 2016	72.84	73.10	74.97	72.21
Quarters ended:				
March 31, 2017	69.25	71.37	73.23	69.25
December 30, 2016	71.62	72.73	74.97	70.47
September 30, 2016	74.75	74.73	76.04	73.80

Source: www.rbi.org.in

Note: High, low and average are based on the RBI reference rates and rounded off to two decimal places.

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise implies or requires, the terms and abbreviations stated hereunder shall have the meaning as assigned below. References to statutes, rules, regulations, guidelines, charter documents and policies will, unless the context otherwise requires, be deemed to include all amendments, modifications and replacements thereto, as of the date of this Placement Document.

Company related terms

Term	Description
"Issuer", "Delta Corp", or "Company"	Delta Corp Limited
Articles or Articles of Association	Articles of association of our Company
"Associate"	Zeicast Pte Limited
"Audited Consolidated Financial Statements"	Our audited consolidated financial statements as at, and for the years ended March 31, 2016, March 31, 2015 and March 31, 2014, each prepared in accordance with Indian GAAP respectively
"Audited Standalone Financial Statements"	Our audited standalone financial statements for the years ended March 31, 2016, March 31, 2015 and March 31, 2014, each prepared in accordance with Indian GAAP respectively
"Board of Directors" or "Board"	The board of directors of our Company or any duly constituted committee thereof
"Compliance Officer"	The compliance officer of our Company
"Composite Scheme"	Scheme of arrangement under Sections 391 to 394 of the Companies Act, 1956 between <i>erstwhile</i> Arrow Webtex Limited and <i>erstwhile</i> Creole Holdings Company Private Limited and their respective shareholders approved by the High Court of Bombay through its order dated November 17, 2006.
"Director(s)"	Director(s) of our Company
"Executive Director(s)"	The Director(s) appointed as Managing Director or Whole Time Directors of our Company in accordance with the Companies Act
"Deltacorp ESOS 2009"	Delta Corp Limited, Employees Stock Option Scheme, 2009
"Equity Share(s)"	The equity shares of our Company, each having a face value of ₹ 1
"Financial Information"	Our Audited Consolidated Financial Statements, our Audited Standalone Financial Statements, our Interim Unaudited Consolidated Financial Results and Interim Unaudited Standalone Financial Results
"Group", "our Group", "we", "us" or "our"	Our Company, together with our Subsidiaries, Associates and Joint Venture
"Independent Director"	A non-executive, independent Director as per the Companies Act, 2013 and the Listing Regulations
"Interim Unaudited Consolidated Financial Results"	Our interim unaudited consolidated financial results as of and for the six months period ended September 30, 2016 and for the nine month period ended December 31, 2016, each prepared in accordance with Ind AS
"Interim Unaudited Standalone Financial Results"	Our interim unaudited standalone financial results as of and for the six months period ended September 30, 2016 and for the nine month period ended December 31, 2016, each prepared in accordance with Ind AS
"Joint Venture"	Freedom Charter Services Private Limited
"Memorandum" or "Memorandum of Association"	Memorandum of association of our Company
"Non-executive Director"	A Director not being an Executive Director or an Independent Director
"Promoters"	Jaydev Mody, Aarti J Mody Trust, Aditi J Mody Trust and Anjali J. Mody Trust respectively.
"Registered Office"	The registered office of our Company is located at 10, Kumar Place, 2408, General Thimayya Road Pune 411 001, IN, Maharashtra, India
"RoC" or "Registrar of Companies"	Registrar of Companies, Pune
"RRPL Scheme of Amalgamation"	Scheme of amalgamation under Sections 391 to 394 of the Companies Act, 1956 between <i>erstwhile</i> Richtime Realty Private Limited and our Company and their respective shareholders and creditors effective from January 10, 2013.
"Senior Management"	Ashish Kapadia, Anil Malani, Hardik Dhebar and Dilip Vaidya
"Shareholder(s)"	The holder(s) of Equity Shares of our Company
"Subsidiaries"	Subsidiaries of our Company as of the date of this Placement Document, in accordance with the Companies Act, 2013, namely: • Caravela Casino (Goa) Private Limited ("CCGPL"); • Daman Entertainment Private Limited ("DEPL"); • Daman Hospitality Private Limited ("DHPL"); • Delta Corp East Africa Limited ("DCEAL"); • Delta Hospitality and Entertainment Mauritius Limited ("DHEML"); • Delta Hotels Lanka (Pvt) Limited ("DHLPL"); • Deltin Hotel & Resorts Private Limited ("DRPL"); • Delta Offshore Developers Limited ("DODL"); • Delta Pan Africa Limited ("DPAL");

Term	Description
	- Delta Pleasure Cruise Company Private Limited ("DPCCPL"); - Highstreet Cruises and Entertainment Private Limited ("HCEPL"); and - Marvel Resorts Private Limited ("MRPL"). <i>*Currently under the process of liquidation.</i>

Issue related terms

Term	Description
"Allocated" or "Allocation"	The allocation of Equity Shares following the determination of the Issue Price to Eligible QIBs on the basis of the Application Forms submitted by them, by our Company in consultation with the Book Running Lead Managers, and in compliance with Chapter VIII of the SEBI ICDR Regulations
"Allot" or "Allotment" or "Allotted"	Unless the context otherwise requires, the issue and allotment of Equity Shares to be issued pursuant to the Issue
"Allotees"	Eligible QIBs to whom Equity Shares are issued and Allotted pursuant to the Issue
"Application Form"	The form (including any revisions thereof) pursuant to which an Eligible QIB shall submit a Bid for the Equity Shares in the Issue
"Bid(s)"	Indication of interest of an Eligible QIB, including all revisions and modifications thereto, as provided in the Application Form, to subscribe for the Equity Shares pursuant to the Issue. The term "Bidding" shall be construed accordingly
"Bidder"	Any prospective investor, being an Eligible QIB, who makes a Bid pursuant to the terms of the Preliminary Placement Document and the Application Form
"Book Running Lead Managers" or "Lead Managers" or "BRLMs"	Motilal Oswal Investment Advisors Limited and Emkay Global Financial Services Limited
"CAN" or "Confirmation of Allocation Note"	Note or advice to Eligible QIBs confirming Allocation of Equity Shares to such Eligible QIBs after determination of the Issue Price and requesting payment for the entire applicable Issue Price for all Equity Shares Allocated to such Eligible QIBs
"Closing Date"	The date on which Allotment of Equity Shares pursuant to the Issue shall be made, i.e. on or about May 18, 2017
"Co-Book Running Lead Manager"	Co-Book Running Lead Manager to the Issue, namely Emkay Global Financial Services Limited
"Cut-off Price"	The Issue Price of the Equity Shares to be issued pursuant to the Issue, finalised by our Company in consultation with the Book Running Lead Managers
"Designated Date"	The date of credit of Equity Shares, pursuant to the Issue, to the Eligible QIB's demat account, as applicable to the respective Eligible QIBs
"Eligible QIBs"	QIBs, as defined in regulation 2(1)(zd) of the SEBI ICDR Regulations which are not: (a) excluded pursuant to regulation 86 of the SEBI ICDR Regulations, (b) not registered as foreign portfolio investors, foreign venture capital investors, or any other QIB that is a non-resident or (c) 'owned' or 'controlled' by non residents / persons resident outside India, as defined under FEMA, except as specifically set forth in this Placement Document.
"Escrow Account"	The non-interest bearing, no-lien, escrow bank account, without any cheques or overdraft facilities, to be opened with regard to any money received towards the subscription of the Equity Shares in the name of "Delta Corp Limited – QIP Escrow Account" with the Escrow Bank
"Escrow Agreement"	Agreement dated May 11, 2017, entered into amongst our Company, the Escrow Bank and the Book Running Lead Managers for collection of the Bid Amounts and for remitting refunds, if any, of the amounts collected, to the Bidders
"Escrow Bank"	RBL Bank Limited
"Floor Price"	The floor price of ₹ 162.78, as certified by M/s. Walker Chandiok & Co. LLP., which has been calculated in accordance with Chapter VIII of the SEBI ICDR Regulations. In terms of the SEBI ICDR Regulations, the Issue Price cannot be lower than the Floor Price. Our Company has offered a discount of 4.78% on the Floor Price, in terms of Regulation 85 of the SEBI ICDR Regulations.
"MOIAL"	Motilal Oswal Investment Advisors Limited
"Issue"	The offer, issue and Allotment of 3,54,83,874 Equity Shares to Eligible QIBs pursuant to Chapter VIII of the SEBI Regulations and the provisions of the Companies Act, 2013
"Issue Closing Date"	May 16, 2017, which is the last date up to which the Application Forms shall be accepted
"Issue Opening Date"	May 11, 2017
"Issue Period"	Period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids including any revision and/ or modification thereof
"Issue Price"	₹ 155 per Equity Share
"Issue Size"	The issue of 3,54,83,874 Equity Shares aggregating up to ₹ 5,50,00,00,470
"Mutual Fund"	A mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
"Pay-in Date"	The last date specified in the CAN for payment of application monies by the Eligible QIBs
"Placement Agreement"	Agreement dated May 11, 2017 entered into amongst our Company and the Book Running Lead Managers
"Placement Document"	This placement document issued by our Company in accordance with Chapter VIII of the SEBI ICDR Regulations and Section 42 of the Companies Act, 2013

Term	Description
"Preliminary Document" Placement	The preliminary placement document dated May 11, 2017, issued in accordance with Chapter VIII of the SEBI ICDR Regulations and Section 42 of the Companies Act, 2013
"Promoter Group"	Promoter group as defined under Regulation 2(1)(zb) of the SEBI ICDR Regulations
"QIBs" or "Qualified Institutional Buyers"	Qualified institutional buyers as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations or such other persons as maybe permitted by applicable laws to acquire the Equity Shares to be issued pursuant to the Issue
"QIP"	This qualified institutions placement, being a private placement to Eligible QIBs under Chapter VIII of the SEBI ICDR Regulations and the applicable sections of the Companies Act
"Relevant Date"	May 11, 2017, which is the date of the meeting of our Board, or any committee duly authorised by the Board, deciding to open the Issue
"Sole Co-ordinator and Book Running Lead Manager"	Sole Co-ordinator and Book Running Lead Manager to the Issue, namely Motilal Oswal Investment Advisors Limited

Industry related terms

Term	Description
"Amalgamation"	Merger of the Company with Arrow Webtex Limited, pursuant to a Composite Scheme of Arrangement and Amalgamation, effective December 17, 2006
"bps"	basis points
"CAGR"	Compounded annual growth rate
"Capex"	capital expenditure
"Casinos"	Offshore Casinos and Onshore Casinos, collectively
"Casino Deltin Denzong"	Our Company's casino located at the Denzong Regency hotel in Gangtok, Sikkim, India
"Casino license"	License(s) granted by the relevant state government for the operations of our Casinos
"CGU"	Cash generating unit or asset
"Competent Authority"	The various statutory and/or regulatory authorities from whom registrations, approvals, permits, consents and/or licenses have been obtained by our Company
"CV"	Constant velocity
"Delta Corp"	Delta Corp Limited
"Deltin Caravela"	Our Company's casino and hotel housed in the vessel M.V. Royale Flotel
"Deltin JAQK"	Our Company's casino housed in the vessel M.V. Casino Royale
"Deltin Palms"	Our Company's 27 room boutique hotel located in Goa, India
"Deltin Royale"	Our Company's casino housed in the vessel M.V. Horseshoe Casino
"Deltin Suites"	Our Company's 106 room all-suite hotel with an onshore casino located in Goa, India
"DFC"	Dedicated freight corridor
"EHSMS"	Environment, health and safety management system
"GNPL"	Gauss Network Private Limited
"GST"	Goods and services tax
"Hotels"	Hotels of our Company namely, Deltin Palms, Deltin Suites and The Deltin
"ICDS"	Income Computation and Disclosure Standards
"ICRA"	ICRA Limited
"ICRA Report"	A report on "Indian Gaming and Hospitality Industry" dated April 20, 2017 issued by ICRA
"IFRS"	International Financial Reporting Standards as adopted by the International Accounting Standards Board
"Ind-AS"	Indian Accounting Standard
"IRS"	Indian Register of Shipping
"IT"	Information technology
"IV Act"	Inland Vessel Act, 1917
"LCCs"	Low-cost countries
"LCV"	Light commercial vehicle
"LFOs"	Large fleet operators
"MCA"	Ministry of Corporate Affairs, Government of India
"MHCV"	Medium and heavy commercial vehicles
"MSP"	Minimum support price
"NPAs"	Non-performing assets
"Offshore Casino(s)"	Offshore casinos of our Company namely, Deltin Caravela, Deltin JAQK and Deltin Royale
"Onshore Casino(s)"	Casinos that our Company may own and operate on land from time to time, currently being Casino Deltin Denzong and Deltin Suites
"Principal Notification"	Notification no. 2-20-92-HD(G) dated November 11, 1995 published in the Official Gazette
"STT"	Securities Transaction Tax
"The Deltin"	Our Company's 176 room five-star integrated resort with a proposed casino located in Daman, India
"Villa Marina"	Our Company's riverside luxury country house

Conventional and general terms / Abbreviations

Term	Description

Term	Description
"AGM"	Annual general meeting
"AIF(s)"	Alternative investment funds, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
"AS"	Accounting Standards issued by ICAI, as required under the Companies Act
"BSE"	BSE Limited
"CCI"	Competition Commission of India
"CDSL"	Central Depository Services (India) Limited
"CIN"	Corporate Identity Number
"CSR"	Corporate social responsibility
"Civil Procedure Code"	The Code of Civil Procedure, 1908
"Companies Act"	Companies Act, 1956 and/ or the Companies Act, 2013, as applicable
"Companies Act, 1956"	Companies Act, 1956, and the rules, regulations, modifications and clarifications made thereunder, as the context requires, to the extent not repealed, where the context otherwise requires
"Companies Act, 2013"	Companies Act, 2013 and the rules, regulations, modifications and clarifications thereunder, to the extent notified
"Competition Act"	The Competition Act, 2002
"Debt to EBITDA ratio"	The ratio of Net Debt to EBITDA
"Depositories Act"	The Depositories Act, 1996
"Depository"	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996
"Depository Participant"	A depository participant as defined under the Depositories Act
"DIPP"	Department of Industrial Policy and Promotion
"DIN"	Director Identification Number
"EBIT"	Earnings before interest and tax
"EBIT Margin"	Earnings before interest and tax / Total Income
"EBITDA"	Earnings before interest, tax, depreciation and amortisation
"EGM"	Extraordinary general meeting
"EHSMS"	Environmental, Health and Safety Management System
"EPS"	Earnings per share
"FCCB"	Foreign currency convertible bonds
"FCNR(B)"	Foreign currency non-resident (bank)
"FDI"	Foreign direct investment
"FDI Policy"	Consolidated Foreign Direct Investment Policy notified under Circular No. 01 of 2016, effective from June 7, 2016 issued by DIPP
"FEDAI"	Foreign Exchange Dealers' Association of India
"FEMA"	The Foreign Exchange Management Act, 1999 and the regulations issued thereunder
"FEMA 20"	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000
"FICCI"	Federation of Indian Chambers of Commerce and Industry
"FIIs"	Foreign institutional investors as defined under the SEBI FPI Regulations and registered as such with SEBI
"Financial year" or "Fiscal Year" or "FY" or "Fiscal"	Unless otherwise stated, the period of 12 months commencing on April 1 of a year and ending on March 31 of the next year
"FIPB"	Foreign Investment Promotion Board of the Ministry of Finance, Government of India
"Form PAS-4"	Form PAS-4 as prescribed under the Companies (Prospectus and Allotment of Securities) Rules, 2014
"FPI"	Foreign portfolio investors as defined under the SEBI FPI Regulations and includes a person who has been registered under the SEBI FPI Regulations. Any foreign institutional investor or qualified foreign investor who holds a valid certificate of registration is deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
"FRA" / "IRS"	Forward rate agreements/interest rate swaps
"FVCI"	Foreign venture capital investors as defined and registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
"GAAP"	Generally accepted accounting principles
"GAAR"	General Anti-Avoidance Rules
"GBP"	Great Britain Pound
"GDP"	Gross domestic product
"GIR"	General index registrar
"GoI"/ "Government"	Government of India, unless otherwise specified
"GST"	Goods and services tax; a proposed reform to Indian tax laws relating to indirect taxes on goods and services
"HNIs"	High net worth individuals
"HR"	Human resources
"HUF"	Hindu undivided family
"ICAI"	The Institute of Chartered Accountants of India
"ICDS"	Income Computation and Disclosure Standards

Term	Description
"ICSI"	The Institute of Company Secretaries of India
"IDC"	Industrial development corporations
"IFRS"	International Financial Reporting Standards of the International Accounting Standards Board
"IMD"	Indian Meteorological Department
"IMF"	International Monetary Fund
"Ind AS"	Indian accounting standards converged with IFRS, as notified by the Ministry of Corporate Affairs through the IAS Rules in its general statutory rules dated February 16, 2015
"IAS Rules"	The Companies (Indian Accounting Standards) Rules, 2015
"Indian GAAP"	Generally accepted accounting principles in India, including the accounting standards specified under the Companies (Accounts) Rules, 2014, as amended
"IPO"	Initial public offering
"ISO"	International Standards Organisation
"IT"	Information technology
"ITI"	Industrial Training Institutes, Ministry of Skill Development and Entrepreneurship, Government of India
"I.T. Act"	The Income Tax Act, 1961
"MAT"	Minimum alternate tax
"MCA"	The Ministry of Corporate Affairs, Government of India
"MIS"	Management Information System
"MNC"	Multinational corporation
"MoU"	Memorandum of understanding
"Lac"/ "lakh"	Lakhs
"NBFCs"	Non-banking financial companies
"NCR"	National Capital Region
"NEFT"	National electronic fund transfer
"Net Debt"	Includes long term borrowings, short term borrowings, current maturities of long term borrowings and payables to credit institutions but excludes current financial liabilities, cash and cash equivalents, loans made and other current financial assets such as increase in investments
"NGOs"	Non-government organisations
"NHAI"	National Highways Authority of India
"NRE"	Non-resident (external)
"NRI" or "Non-Resident Indian"	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955.
"NRO"	Non-resident Ordinary
"NSDL"	National Securities Depository Limited
"NSE"	National Stock Exchange of India Limited
"p.a."	Per annum
"PAN"	Permanent account number
"PAT"	Profit after tax
"PBT"	Profit before tax
"PDAI"	Primary Dealers Association of India
"PLM Act"	Prevention of Money Laundering Act, 2002
"RBI"	Reserve Bank of India
"RBI Act"	The Reserve Bank of India Act, 1934
"Regulation S"	Regulation S under the Securities Act
"Return on net assets"	Net Income divided by fixed assets and net working capital
"RoC"	Registrar of Companies, Mumbai
"₹" / "Rs." / "Rupees" / "INR"	Indian Rupees, the legal currency of the Republic of India
"SCR (SECC) Rules"	Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012
"SCRA"	Securities Contracts (Regulation) Act, 1956
"SCRR"	Securities Contracts (Regulation) Rules, 1957
"SEBI"	Securities and Exchange Board of India
"SEBI Act"	The Securities and Exchange Board of India Act, 1992
"SEBI FII Regulations"	The <i>erstwhile</i> Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
"SEBI FPI Regulations"	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
"SEBI Insider Trading Regulations"	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
"SEBI Listing Regulations"	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
"SEBI ICDR Regulations"	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
"Securities Act"	The United States Securities Act of 1933, as amended
"SENSEX"	Index of 30 stocks traded on the BSE representing a sample of large and liquid listed companies
"SEZ"	Special economic zone
"SICA"	The Sick Industrial Companies Act, 1985

Term	Description
"Stock Exchanges"	BSE and NSE, taken together
"STT"	Securities transaction tax
"Takeover Regulations"	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011
"Total Indebtedness"	(a) where the reference is to financial periods covered by the Audited Consolidated Financial Statements, includes long term borrowings, short-term borrowings and current maturities of long-term borrowings; or (b) where the reference is to financial periods covered by the Interim Unaudited Consolidated Financial Results, includes non-current borrowings, current borrowings, which also includes bills discounted pending maturity and export advances and current and maturities of non-current borrowings and other current liabilities.
"U.S.\$ ", "U.S. dollar", or "USD"	United States Dollar, the legal currency of the United States
"USA" "U.S. ", or "United States"	The United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands and the District of Columbia).
"VCF"	Venture capital fund
"WOS"	Wholly owned subsidiaries
"WPI"	Wholesale Price Index
"WTO"	World Trade Organisation

Unless the content otherwise requires, the words and expressions used but not defined in this Placement Document will have the same meaning as assigned to such terms under the Companies Act, SEBI ICDR Regulations, the SEBI Act, the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms specifically defined in this Placement Document, shall have the meanings given to such terms in the sections where specifically defined.

DISCLOSURE REQUIREMENTS UNDER FORM PAS-4 PRESCRIBED UNDER THE COMPANIES ACT, 2013

The table below sets out the disclosure requirements as provided in Form PAS-4 and the relevant pages in this Placement Document where these disclosures, to the extent applicable, have been provided.

S. No.	Disclosure Requirements	Relevant page of this Placement Document
1.	GENERAL INFORMATION	
a.	Name, address, website and other contact details of the Company indicating both registered office and corporate office.	Cover page and 153
b.	Date of incorporation of the Company.	Cover page and 149
c.	Business carried on by the Company and its Subsidiaries with the details of branches or units, if any.	98 - 103
d.	Brief particulars of the management of the Company.	104 – 111
e.	Names, addresses, DIN and occupations of the directors.	104 – 106
f.	Management's perception of risk factors.	37 – 53
g.	Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of:	
(i)	Statutory dues;	147
(ii)	Debentures and interest thereon;	147
(iii)	Deposits and interest thereon; and	147
(iv)	Loan from any bank or financial institution and interest thereon.	147
h.	Names, designation, address and phone number, e-mail ID of the nodal/ Compliance Officer of the Company, if any, for the private placement offer process.	149
2.	PARTICULARS OF THE ISSUE	
a.	Date of passing of board resolution.	27
b.	Date of passing of resolution in the general meeting, authorising the offer of securities.	27
c.	Kinds of securities offered (i.e. whether share or debenture) and class of security.	27
d.	Price at which the security is being offered including the premium, if any, along with justification of the price.	Cover page and 27
e.	Name and address of the valuer who performed valuation of the security offered.	N.A.
f.	Amount which the Company intends to raise by way of securities.	27
g.	Terms of raising of securities:	
(i)	Duration, if applicable;	N.A.
(ii)	Rate of dividend;	N.A.
(iii)	Rate of interest;	N.A.
(iv)	Mode of payment; and	N.A.
(v)	Mode of Repayment.	N.A.
h.	Proposed time schedule for which the offer letter is valid.	17
i.	Purposes and objects of the offer.	57
j.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects.	N.A.
k.	Principle terms of assets charged as security, if applicable.	N.A.
3.	DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC	
i.	Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons.	110
ii.	Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed.	147
iii.	Remuneration of directors (during the current year and last three financial years).	108
iv.	Related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including with regard to loans made or, guarantees given or securities provided.	110
v.	Summary of reservations or qualifications or adverse remarks of auditors in the last three financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the Company and the corrective steps taken and proposed to be taken by the Company for each of the said reservations or qualifications or adverse remark.	36
vi.	Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all of its Subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the Company and all of its Subsidiaries.	147
vii.	Details of acts of material frauds committed against the Company in the last three years, if	147

S. No.	Disclosure Requirements	Relevant page of this Placement Document
	any, and if so, the action taken by the Company.	
4.	FINANCIAL POSITION OF THE COMPANY	
a.	The capital structure of the Company in the following manner in a tabular form:	
(i)(a)	The authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value);	59 – 61
(b)	Size of the present offer; and	59
(c)	Paid up capital:	
(A)	After the offer; and	59
(B)	After conversion of convertible instruments (if applicable);	N.A.
(d)	Share premium account (before and after the offer).	59
(ii)	The details of the existing share capital of the issuer company in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration.	59 – 61
	Provided that the issuer company shall also disclose the number and price at which each of the allotments were made in the last one year preceding the date of the offer letter separately indicating the allotments made for considerations other than cash and the details of the consideration in each case.	61
b.	Profits of the Company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of offer letter.	29 and 150
c.	Dividends declared by the Company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid).	62 and 63
d.	A summary of the financial position of the Company as in the three audited balance sheets immediately preceding the date of circulation of offer letter.	29 – 36
e.	Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter.	150
f.	Any change in accounting policies during the last three years and their effect on the profits and the reserves of our Company.	150
5.	A DECLARATION BY THE DIRECTORS THAT	152
a.	The Company has complied with the provisions of the Act and the rules made thereunder.	
b.	The compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government.	
c.	The monies received under the Issue shall be used only for the purposes and objects indicated in the offer letter.	

SUMMARY OF BUSINESS

OVERVIEW

Delta Corp Limited is the only listed company engaged in the casino (electronic and live) gaming industry in India and is a leader in the offshore casino gaming space (based on gaming positions and number of vessels). We, along with our Subsidiaries, currently own and operate casinos in India in the states of Goa and Sikkim, offering a total of approximately 1,500 gaming positions. In addition, we are also proposing to venture into the fast-growing online gaming space through our proposed acquisition of Gauss Networks Private Limited, which operates the online poker site 'Adda52.com'. We believe that our early-mover advantage has helped us secure a leadership position, with our Company holding three of the six offshore gaming licenses issued in Goa and also operating one land based casino in Goa and one in Sikkim.

Our Company currently operates three offshore casinos in Goa, with a total of approximately 1,500 gaming positions. We operate Deltin Royale and Deltin JAQK, amongst the country's two largest offshore casinos, and Deltin Caravela, the only floating hotel with a casino in India. Our Company also owns and operates the Deltin Suites, a 106 room, all-suite hotel with a casino as well as operates the Deltin Palms, a 27-room boutique hotel, both located in Goa. We also operate the Casino Deltin Denzong located at the Denzong Regency hotel in Gangtok, Sikkim. We also own and operate The Deltin, a 176 room five-star hotel in Daman, which is an integrated resort with a proposed casino. Details of the gaming area and gaming positions available at each of the aforesaid casinos are set out below:

Casino	Gaming Area (approx. sq. ft.)	No. of Gaming Positions (approx.)
Deltin Royale	24,100	815
Deltin JAQK	11,161	379
Deltin Caravela	2,905	107
Deltin Suites	2,528	67
Casino Deltin Denzong	5,300	173
TOTAL	45,994	1,541

Our Company's audited financial performance during the last three Fiscals and unaudited financial results as of and for the nine months period ended December 31, 2016 are as below:

(₹ in lakhs)

Particulars**	Nine months ended December 31, 2016	Fiscal 2016	Fiscal 2015	Fiscal 2014
Total income (including other income)	34,956.86	38,365.80	30,739.61	58,979.56
EBITDA	13,258.57	12,871.63	7,395.47	18,129.01
EBITDA Margin	37.93%	33.55%	24.06%	30.74%
PAT	6,238.90	4,258.29	(2,277.14)	3,531.22
PAT Margin	17.85%	11.10%	-7.41%	5.99%

** On a consolidated basis

OUR STRENGTHS

We believe that a number of factors have contributed to and will continue to drive our growth, including the following:

One of the industry's largest operators

We believe we are one of the largest players in the gaming industry in India. We hold three of the six offshore gaming licenses issued till date in Goa and also operate one land based casino in Goa and one in Sikkim. We believe that we will continue to hold this position (particularly in the offshore gaming segment), due to a competitive advantage which is derived as a result of various factors including (a) a relatively lengthy process for obtaining licenses for the gaming business in India; and (b) the considerable time and costs involved in setting up the requisite infrastructure (which includes acquiring appropriate vessels and jetties as well as hiring personnel and adequately training them). We use our scale and market leadership position, in combination with our marketing and customer loyalty programs, to foster revenue growth and encourage repeat business.

We own and operate two five star hotels, 'Deltin Suites' and 'The Deltin' in Goa and Daman respectively. We also operate a hotel in Goa namely, 'Deltin Palms' – a boutique hotel with 27 rooms as well as 'Villa Marina' – a riverside luxury country house ideal for large gatherings. We believe that this provides us with a significant competitive advantage that enables us to efficiently market our products to a large and recurring customer base, and generate profitable revenue growth.

Expanded imprint in onshore gaming and geographical expansion with live gaming in Sikkim

We commenced operations of our first land based casino at Deltin Suites, our five-star property in Goa in December 2015. This marked our entry into the onshore gaming space helping us expand our imprint beyond the offshore space.

In March 2014, we launched The Deltin, Daman, a five-star hotel with 176 rooms and banqueting facilities, ideally located to attract guests from Maharashtra and Gujarat. We are currently awaiting the gaming license for the same, pursuant to which we believe we will be in a position to provide a complete gaming and family entertainment experience at this hotel. The casino, when operational, is proposed to be spread over approximately 60,000 sq. ft. and is expected to have in excess of 1200 gaming positions. We believe that upon commencement of casino operations, The Deltin will be the only integrated casino resort of its size in India.

On July 26, 2016, we entered into a leave and license agreement for license of premises located in the hotel Denzong Regency in Gangtok, Sikkim. We have since commenced casino operations pursuant to a license issued to us by the Government of Sikkim.

Strength of the 'DELTIN' brand

We believe that the 'DELTIN' brand is the first integrated gaming and hospitality brand in India. In the past four years we believe that we have established the 'DELTIN' brand as a well-recognised brand synonymous with the gaming and hospitality business in India, with significant brand equity. We believe our brand provides us with a competitive advantage, particularly in attracting customers as well as talent, exploring potential business opportunities and accessing capital.

Experienced management and project execution skills

We are managed by a team of qualified and experienced professionals. Our management team has a successful track record of project management and execution. We believe that the experience of our key management personnel, in the conduct of various operations and businesses, and implementation of our strategies in relation thereto, provides a competitive advantage in our businesses where substantial expansion is expected in the foreseeable future. For additional details see section titled "Board of Directors and Senior Management" on page 104 of this Placement Document. Most of the Senior Management team has been with the Company for nearly eight to ten years. We also believe that our management is supported by well-trained and qualified staff. We offer our employees career growth opportunities along with attractive compensation and suitable training programs.

OUR STRATEGY

We continuously evaluate our growth strategy in order to continue to maintain a dominant position in the Indian gaming industry.

Continue to evolve our integrated marketing programs to maintain our competitive advantage

We have a separate marketing team that specialises in marketing and ensures that information about our Company reaches a larger audience base. We use a variety of media to convey our advertising, including television, internet, radio, print, direct marketing and other unconventional media, such as short message services and social networking sites, to optimise our media plan and coverage of target demographic profiles. We intend to continue building on our marketing strategy to enhance our presence, including through the use of loyalty programs, outreach for new customers, increasing awareness about the gaming industry to capture mindspace of gaming participants, etc.

Expanding our onshore imprint by getting into arrangement with luxury properties

As a part of our growth strategy, we intend to enter into arrangements, at appropriate stages, with luxury hotels to operate land based casinos in their premises. We believe that this will help us to unfold the attractiveness of casinos to a larger target audience and consequently generate an interest in our offshore casinos as well. Since the launch of our casino business in 2008 in Goa we have gained entry into the gaming business in Sikkim. We also operate the Casino Deltin Denzong located in the Denzong Regency Hotel in Gangtok, Sikkim. We intend to enter into similar arrangements with other hotels operating a casino on their premises thereby giving us the advantage of accessing a pre-established setup and the ability to focus on the gaming business. Further, we have also applied for a gaming license for The Deltin, Daman. The casino, when operational, is expected to be India's largest integrated casino resort. We have steadily expanded our geographical footprint to set up operations in all states where the gaming business has been legalized and we plan to continue with such expansion and exploring opportunities coming our way.

Establish and grow a robust online gaming business model

We believe that the online gaming industry is currently at a nascent stage in India and our foray into this business will provide us access to a diverse base of clients across new demographic segments. We intend to take advantage of the relatively low costs associated with setting up and operating in an online gaming business model with the ability to access a larger client base. Through our acquisition of Gauss Networks Private Limited, which through its wholly owned subsidiary operates the online poker site 'Adda52.com', we intend to establish our presence in the online gaming business in India and reach out to a larger customer base across India thereby supplementing our offline gaming business. We also believe that our presence in the online gaming sector will result in our Company being a leading player with a presence across multiple formats in the gaming and hospitality industry.

'Adda52.com' currently offers online games such as poker and rummy. Upon completion of our acquisition of Adda52.com, we intend to ramp up its offerings related to rummy and also to introduce online skilled games related to fantasy sports, thereby offering a bouquet of options to customers in the online gaming space. We will also continue to evaluate opportunities for organic and inorganic growth in the online gaming space.

Establishing "DELTIN" as a brand synonymous with the gaming and hospitality industry in India

We believe that our expansion to Sikkim and Daman will also enhance the brand equity attached to the 'DELTIN' brand and further contribute to our brand being synonymous with the gaming and hospitality industry in India. We intend continuing to build our brand equity by providing the same quality of services that we have been providing across all our properties and platforms and help us grow. We also intend to leverage the Adda52.com online gaming platform to increase visibility of the "DELTIN" brand and further supplement the association between our brand and the gaming business in India.

SUMMARY OF THE ISSUE

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, the detailed information appearing elsewhere in this Placement Document, including the sections "*Risk Factors*", "*Use of Proceeds*", "*Placement*", "*Issue Procedure*" and "*Description of the Equity Shares*" on pages 37, 57, 126, 116 and 133, respectively.

Issuer	Delta Corp Limited
Issue Price	₹ 155 per Equity Share
Face Value	₹ 1 per Equity Share
Floor Price	₹ 162.78 per Equity Share. In terms of the SEBI ICDR Regulations, the Issue Price cannot be lower than the Floor Price. However, our Company has offered a discount of 4.78% on the Floor Price in terms of Regulation 85 of the SEBI ICDR Regulations. The Floor Price, net of discount of ₹ 7.78 is ₹ 155.
Issue Size	3,54,83,874 Equity Shares, aggregating up to ₹ 5,50,00,00,470. A minimum of 10.00% of the Issue Size shall be available for Allocation to Mutual Funds only and balance 3,19,35,487 Equity Shares shall be available for Allocation to all Eligible QIBs, including Mutual Funds. In case of under-subscription or no subscription in the portion available for Allocation only to Mutual Funds, such portion or part thereof may be Allotted to other Eligible QIBs.
Date of Board Resolution	March 22, 2017
Date of Shareholders' Resolution	April 18, 2017
Eligible Investors	The list of Eligible QIBs to whom this Placement Document and Application Form is delivered, shall be determined by the Company in consultation with the Book Running Lead Managers. Please see sections "<i>Issue Procedure – Eligible QIBs</i>", "<i>Selling Restrictions</i>" and "<i>Transfer Restrictions</i>" on pages 119, 128 and 129, respectively of this Placement Document.
Dividend	Please see sections " <i>Description of the Equity Shares</i> ", " <i>Dividends</i> " and " <i>Statement of Tax Benefits</i> " on pages 133, 62 and 136, respectively.
Indian Taxation	Please see section " <i>Taxation</i> " on page 136.
Equity Shares issued and outstanding immediately prior to the Issue	23,16,24,104 Equity Shares
Equity Shares issued and outstanding immediately after the Issue	26,71,07,978 Equity Shares, subject to Allotment of 3,54,83,874 Equity Shares pursuant to the Issue.
Listing	Our Company has obtained in-principle approvals in terms of Regulation 28(1)(a) of the SEBI Listing Regulations for listing of the Equity Shares issued pursuant to the Issue from the Stock Exchanges on May 11, 2017. Our Company will make applications to each of the Stock Exchanges after Allotment and after credit of Equity Shares to the relevant beneficiary accounts with the Depository Participants with the to obtain final listing and trading approval for the Equity Shares.
Lock-up	Our Company has undertaken that it will not for a period commencing on the date hereof and ending 90 days from the date of Allotment (both days inclusive), without the prior written consent of the Book Running Lead Managers, directly or indirectly: (a) purchase, offer, issue, lend, sell, grant any option or contract to purchase, purchase any option or contract to offer, issue, lend, sell, grant any option, right or warrant to purchase, any Equity Shares or any securities convertible into or exercisable for Equity Shares (including, without limitation, securities convertible into or exercisable or exchangeable for Equity Shares), with respect to any of the foregoing; (b) enter into any swap or other agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequences associated with the ownership of any of the Equity Shares or any securities convertible into or exercisable or exchangeable for Equity Shares (regardless of whether any of the transactions described in clause (a) or (b) is to be settled by the delivery of Equity Shares or such other securities, in cash or otherwise); or (c) deposit Equity Shares with any other depository in connection with a depository receipt facility; or (d) enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of a issue, offer, sale or deposit of the Equity Shares in any depository receipt facility; or (e) publicly announce any intention to enter into any transaction falling within (a) to (d) above or enter into any transaction falling within (a) to (d) above. Provided, however, that the foregoing restrictions shall not apply to (i) the

	issuance of Equity Shares Pursuant to the Issue; and (ii) issuance of Equity Shares pursuant to the Deltacorp ESOS 2009. Further, Jaydev Mody, one of the Promoters of our Company has undertaken that he will not, and will procure that no member of the Promoters and Promoter Group will, during the period commencing on the date hereof and ending 90 days from the date of Allotment (both days inclusive):(a) purchase, offer, lend, sell, grant any option or contract to purchase, purchase any option or contract to offer, lend, sell, grant any option, right or warrant to purchase, any Equity Shares or any securities convertible into or exercisable for Equity Shares (including, without limitation, securities convertible into or exercisable or exchangeable for Equity Shares); (b) enter into any swap or other agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequences associated with the ownership of any of the Equity Shares or any securities convertible into or exercisable or exchangeable for Equity Shares (regardless of whether any of the transactions described in clause (a) or (b) is to be settled by the delivery of Equity Shares or such other securities, in cash or otherwise), (c) deposit Shares with any other depository in connection with a depository receipt facility, (d) enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of an issue, offer, sale or deposit of the Equity Shares in any depository receipt facility, or (e) publicly announce any intention to enter into transactions referred to in (a) to (d) above. The foregoing restrictions shall not apply to pledge of any Equity Shares, issuance of any Equity Shares pursuant to the Issue; issuance of Equity Shares pursuant to the Deltacorp ESOS 2009; and any inter group transfer made to any entities promoted by the Promoters or to the Promoter Group or amongst the Promoters and Promoter Group, subject to compliance with applicable law and subject to observance by the transferee entity / Promoter / Promoter Group of the foregoing restrictions on such transfer until the expiry of the above mentioned 90 day period.	
Transferability Restrictions	The Equity Shares to be issued pursuant to this Issue shall not be sold for a period of one year from the date of Allotment, except on the floor of the Stock Exchanges. The Equity Shares are also subject to certain other restrictions on transferability. Please see the sections "<i>Transfer Restrictions</i>" and "<i>Selling Restrictions</i>" on pages 129 and 128, respectively.	
Use of Proceeds	The gross proceeds from the Issue are expected to be approximately ₹ 5,50,00,00,470. The net proceeds from the Issue, after deducting fees, commissions and expenses of the Issue, will be approximately ₹ 5,42,57,10,465. Please see the section "<i>Use of Proceeds</i>" on page 57 for information regarding the use of net proceeds from the Issue.	
Risk Factors	Please see the section " <i>Risk Factors</i> " on page 37 for a discussion of the risks you should consider before investing in the Equity Shares.	
Pay-In Date	Last date specified in the CAN sent to the Eligible QIBs for payment of application money.	
Closing	The Allotment of the Equity Shares is expected to be made on or about May 18, 2017.	
Ranking	The Equity Shares to be issued pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association and shall rank <i>pari passu</i> with the existing Equity Shares of our Company, including rights in respect of dividends. The Shareholders who hold Equity Shares as on the relevant record date will be entitled to participate in dividends and other corporate benefits, if any, declared by our Company after the Issue Closing Date, in compliance with the Companies Act, SEBI Listing Regulations and other applicable laws and regulations. Shareholders may attend and vote in shareholders' meetings in accordance with the provisions of the Companies Act. Please see sections "<i>Dividends</i>" and "<i>Description of the Equity Shares</i>" on pages 62 and 133, respectively.	
Security Codes for the Equity Shares	ISIN	INE124G01033
	BSE Code	532848
	NSE Code	DELTACORP

SUMMARY FINANCIAL INFORMATION

The following selected information is extracted from and should be read in conjunction with the (a) audited standalone financial statements prepared in accordance with Indian GAAP, the Companies Act, as applicable as of and for the years ended March 31, 2014, 2015 and 2016, (b) the audited consolidated financial statements, prepared in accordance with Indian GAAP, the Companies Act, as applicable as of and for the year ended March 31, 2014, 2015 and 2016, (c) the unaudited standalone and consolidated financial results as of and for the six months period ended September 30, 2016 and as of and for the nine months period ended December 31, 2016, each included elsewhere in this Placement Document. You should refer to "Management's Discussion and Analysis of Financial Conditions and Results of Operations" for further discussion and analysis of the Financial Information of our Company.

Summary Standalone Balance Sheet

(₹ in lakhs)

Particulars	Fiscal 2016	Fiscal 2015	Fiscal 2014
Equity and Liabilities			
Shareholder's Funds			
Share Capital	2,306.64	2,306.64	2,275.77
Reserves and Surplus	87,272.49	83,799.91	79,297.94
	89,579.13	86,106.55	81,573.71
Non-Current Liabilities:			
Long-Term Borrowings	4,851.94	7,183.23	8,811.93
Long Term Provisions	223.24	184.57	142.09
Deferred Tax Liability	646.69	245.82	-
	5,721.87	7,613.62	8,954.02
Current Liabilities			
Short-Term Borrowings	57.17	1,077.09	3,526.36
Trade Payables	626.41	469.75	504.94
Other Current Liabilities	4,489.88	3,949.18	3,562.22
Short - Term Provisions	1,577.13	1,353.24	2,273.43
	6,750.59	6,849.26	9,866.95
Total	102,051.59	100,569.43	100,394.68
Assets			
Non-Current Assets			
Fixed Assets			
Tangible Assets	21,199.84	21,471.65	22,072.82
Intangible assets	24.90	7.65	9.60
Capital Work in Progress (Including intangible assets under development)	7.89	106.32	95.03
	21,232.63	21,585.62	22,177.45
Non-Current Investments	33,195.80	33,218.76	38,523.23
Long-Term Loans and Advances	2,695.75	3,061.72	3,158.16
Other non-current assets	816.61	662.27	477.77
Deferred Tax Assets(Net)	-	-	529.43
	57,940.79	58,528.37	64,866.04
Current Assets			
Current Investments	9,246.66	9,506.16	9,253.61
Inventories	1,160.88	1,107.52	1,214.02
Trade Receivable	342.47	308.25	435.68
Cash and Bank Balances	1,443.54	1,126.87	2,874.02
Short-Term Loans & Advances	31,905.39	29,878.83	20,807.48
Other Current Assets	11.86	113.43	943.83
	44,110.80	42,041.06	35,528.64
Total	102,051.59	100,569.43	100,394.68

Summary Standalone Profit and Loss Statement

(₹ in lakhs)

Particulars	Fiscal 2016	Fiscal 2015	Fiscal 2014
Revenue from Operations	23,994.81	19,414.94	11,704.52
Other Income	274.77	729.29	4,960.48
Total Revenue (I)	24,269.58	20,144.23	16,665.00
Expenses			
Cost Of Material Purchased	1,689.16	1,107.64	1,606.51
Changes in Inventories of Stock in Trade	(62.52)	23.26	(1,036.90)
Employee Benefits Expenses	3,288.17	2,901.65	1,972.87
Depreciation and Amortization Expense	1,236.70	1,190.13	545.48
Finance Cost	1,508.76	1,635.50	1,337.32
Other Expenses	10,391.01	8,312.47	4,862.81
Total Expenses (II)	18,051.28	15,170.65	9,288.08
Exceptional Items (III)	(500.00)	366.72	122.06
Profit/(Loss) before Tax (I)-(II)+(III)	5,718.30	5,340.30	7,498.98
Tax Expenses			
Current Tax	1,541.00	1,276.00	1,910.00
Mat Credit (Entitlement) / Reversal	-	60.59	(197.67)
Deferred Tax	400.87	775.25	(442.03)
Earlier Years Tax Adjustments	(143.48)	(1.33)	8.17
Total Tax Expenses	1,798.39	2,110.51	1,278.47
Profit After Tax	3,919.91	3,229.79	6,220.51
Prior Period Items	24.63	40.06	7.14
Net Profit/(Loss) For The year	3,895.28	3,189.73	6,213.37
Earning per Equity Share			
Basic (In Rupees)	1.69	1.39	2.74
Diluted (In Rupees)	1.69	1.39	2.72
Face Value Per Share (In Rupees)	1.00	1.00	1.00

Summary Standalone Cash Flows Statement

(₹ in lakhs)

Particulars	Fiscal 2016	Fiscal 2015	Fiscal 2014
A. Cash Flow from Operating Activities			
Net Profit Before Tax and Extraordinary items	5,718.30	5,340.30	7,498.98
Add:			
Depreciation and Amortization	1,236.70	1,190.13	545.48
Sundry Balance Written Off/(Written Back)	19.78	(86.43)	10.95
Loss on Sale of Fixed Assets	63.40	24.25	0.22
Provision for Doubtful Debts	-	-	13.27
Interest Income	(83.30)	(85.44)	(2,280.59)
Dividend Income	(99.11)	(510.83)	(2,203.92)
Employee Stock Option	(0.65)	44.99	364.17
Exceptional Items	-	(366.72)	(122.06)
Finance Charges	1,508.76	1,635.50	1,337.32
Profit on sale of Investment	(57.48)	(38.21)	-
Prior Period Items	(24.63)	(40.06)	(7.14)
Operating Profit before Working Capital Changes	8,281.77	7,107.50	5,156.68
Less:			
Increase/(Decrease) in Trade Payables	157.18	(35.20)	159.76
Increase/(Decrease) in Other Current Liabilities & Provision	459.54	86.02	(3,266.82)
Decrease/(Increases) in Trade Receivables	(34.23)	127.43	339.90
Decrease/(Increases) in Inventories	(53.36)	106.50	(133.62)
Decrease/(Increases) in Long Term Loan and Advances	(725.07)	(447.34)	(36,319.02)
Cash Generated From / (used in) Operations	8,085.83	6,944.91	(34,063.13)
Direct taxes paid (net of refunds)	(1,337.57)	(1,836.24)	(991.46)
Net cash flow from / (used in) Operating activities (A)	6,748.26	5,108.66	(35,054.59)
Cash flows from Investing Activities			
Purchase of Fixed Assets	(701.66)	(812.37)	(158.75)
Proceeds from Sale of Fixed Assets	54.28	7.92	0.16
Interest Received	94.96	355.36	1,996.53
Dividend Received	99.11	510.83	2,203.92
Inter Corporate Deposit and Advance Received Back From Subsidiaries	7,642.66	4,312.32	-
Inter Corporate Deposit and Advance Given to Subsidiaries	(8,958.31)	(8,220.51)	28,747.33
Debtenture Applications Money (Net)	-	458.51	9,730.19
Purchase of Share of Subsidiary Companies	-	(1,104.97)	(5,810.28)
Purchase of Mutual Fund	(8,340.00)	(5,525.10)	(4,646.75)
Proceeds from sale of Investment and Mutual Fund	8,813.14	7,332.30	11,889.58
Investment in long term Fixed Deposit	(165.69)	-	-
Net Cash Flow From/(used in) Investing Activities (B)	(1,461.51)	(2,685.71)	43,951.93
Cash Flow from Financing Activities			
Proceeds from issue of Share Capital	-	1,446.05	217.50
Proceeds From Long Term Borrowing	672.40	1,153.00	1,499.84
Repayment of Long Term Borrowing	(2,874.05)	(2,209.15)	(579.58)
Dividend and Dividend Distribution Tax	(277.62)	(623.29)	(567.13)
Finance Charges	(1,464.51)	(1,481.53)	(1,219.80)
Proceeds From Short Term Borrowing	2.93	3.68	-
Repayment of Short Term Borrowing	(1,022.85)	(2,452.95)	(6,319.07)
Net Cash Flow From/(used in) in Financing Activities (C)	(4,963.70)	(4,164.19)	(6,968.24)
Net Increase/(Decrease)In Cash and Cash equivalents (A+B+C)	323.05	(1,741.24)	1,929.10
Cash and Cash equivalents at the beginning of the year	1,071.53	2,812.77	106.10
Add: Amalgamation	-	-	777.57
Cash and Cash equivalents at the end of the year	1,394.58	1,071.53	2,812.77
Components of Cash and Cash equivalents			

Particulars	Fiscal 2016	Fiscal 2015	Fiscal 2014
Cash in Hand	275.48	517.22	865.86
Cheque On Hand	27.20	27.20	-
<i>Balances with Bank</i>			
In Current Accounts	1,090.54	525.84	1,945.74
In Fixed Deposit Accounts	1.36	1.27	1.17
Total Cash and Cash Equivalents	1,394.58	1,071.53	2,812.77

Summary Consolidated Balance Sheet

(₹ in lakhs)

Particulars	Fiscal 2016	Fiscal 2015	Fiscal 2014
Equity and Liabilities			
Shareholder's Funds			
Share Capital	2,306.64	2,306.64	2,275.77
Reserves and Surplus	78,028.83	74,198.18	75,292.42
	80,335.47	76,504.82	77,568.18
Minority Interest			
	2,354.44	2,440.50	5,248.06
Long-Term Borrowings	19,279.24	22,392.14	24,069.50
Other Long-Term Liabilities	750.00	600.00	-
Long Term Provisions	361.41	294.44	223.65
	20,390.65	23,286.58	24,293.15
Current Liabilities	1,042.90	2,770.27	2,464.90
Short-Term Borrowings	1,575.76	1,716.59	1,774.03
Trade Payables	10,245.94	13,587.71	14,223.21
Other Current Liabilities	2,153.13	1,465.18	3,903.20
Short - Term Provisions	15,017.73	19,539.75	22,365.34
Total	118,098.29	121,771.65	129,474.73
Assets			
Non Current Assets			
Tangible Assets	76,937.73	79,458.87	71,223.26
Intangible assets	250.82	312.52	399.58
Capital Work In Progress	242.32	351.51	9,895.09
Intangible Assets Under Development	28.48	28.48	28.48
Non-Current Investments	1,123.61	1,264.84	1,231.21
Long-Term Loans and Advances	2,873.50	3,889.81	5,045.69
Other non-current assets	2,034.84	1,802.93	1,286.61
Goodwill (On Consolidation)Net	5,138.93	5,648.08	4,382.69
Deferred Tax Assets(Net)	563.27	615.24	146.12
	89,193.50	93,372.28	93,638.72
Current Assets			
Current Investments	9,246.66	9,506.16	9,253.62
Inventories	7,076.23	6,954.49	7,172.15
Trade Receivables	1,462.25	2,276.24	6,737.32
Cash and Bank Balances	2,280.44	2,096.72	5,509.95
Short-Term Loans & Advances	8,745.06	7,458.38	6,657.44
Other Current Assets	94.15	107.38	505.53
	28,904.79	28,399.37	35,836.01
Total	118,098.29	121,771.65	129,474.73

Summary Consolidated Profit and Loss Statement

(₹ in lakhs)

Particulars	Fiscal 2016	Fiscal 2015	Fiscal 2014
Revenue from Operations	37,786.08	29,997.41	55,858.41
Other Income	579.72	742.20	3,121.15
Total Revenue (I)	38,365.80	30,739.61	58,979.56
Expenses			
Cost of Material Purchased	3,141.96	2,466.93	5,497.96
Changes in Inventories of Stock in Trade	(199.07)	7.74	16,566.29
Employee Benefits Expenses	5,785.32	5,265.65	4,837.62
Depreciation and Amortization Expense	3,820.75	3,468.80	1,655.83
Finance Cost	4,144.12	5,130.27	3,342.94
Other Expenses	16,765.96	15,603.82	13,948.68
Total Expenses (II)	33,459.04	31,943.21	45,849.32
Exceptional Items (III)	1,047.84	(452.13)	(1,384.07)
Profit/(Loss) before Tax (I)-(II)+(III)	5,954.60	(1,655.73)	11,746.17
Tax Expenses			
Current Tax	2,094.69	1,286.54	5,371.57
Mat Credit (Entitlement) / Reversal	-	57.37	(556.37)
Deferred Tax	51.97	(469.20)	424.38
Earlier Years Tax Adjustments	(143.46)	208.21	(37.50)
Total Tax Expenses	2,003.20	1,082.92	5,202.08
Profit After Tax	3,951.40	(2,738.65)	6,544.09
Prior Period Items	7.72	35.46	42.20
Minority Interest	314.61	497.92	(2,910.11)
Loss of Associate Companies	-	(0.95)	(60.56)
Net Profit/(Loss) For The year	4,258.29	(2,277.14)	3,531.22
Earning per Equity Share			
Basic (In Rupees)	1.85	0.99	1.55
Diluted (In Rupees)	1.85	0.99	1.54
Face Value Per Share (In Rupees)	1.00	1.00	1.00

Summary Consolidated Cash Flow Statement

(₹ in lakhs)

Particulars	Fiscal 2016	Fiscal 2015	Fiscal 2014
A. Cash Flow from Operating Activities			
Net Profit Before Tax and Extraordinary items	5,954.60	(1,655.73)	11,746.17
Add:			
Depreciation and Amortization	3,820.75	3,468.80	1,655.83
Sundry Balance Written Off/(Written Back)	(214.07)	(109.84)	(31.66)
Loss on Sale of Fixed Assets	95.55	48.69	58.36
Provision for Doubtful Debts	-	-	135.72
Interest Income	(169.81)	(185.07)	(1,355.03)
Dividend Income	(99.15)	(109.94)	(36.84)
Employee Stock Option	(0.65)	44.99	364.17
Exceptional Items	(1,547.84)	452.13	1,384.07
Finance Charges	4,144.12	5,130.27	3,342.94
Profit on sale of Investment	(57.48)	(282.18)	(1,019.99)
Exchange Difference Arising on Consolidation	268.84	(241.29)	(1,302.30)
Prior Period Items	(7.72)	(35.46)	(42.20)
Operating Profit before Working Capital Changes	12,187.14	6,525.37	14,899.24
Less:			
Increase/(Decrease) in Trade Payables	73.24	52.40	973.93
Increase/(Decrease) in Other Current Liabilities & Provision	216.95	976.41	(1,879.70)
Decrease/(Increases) in Trade Receivables	813.99	4,461.08	(5,376.09)
Decrease/(Increases) in Inventories	(121.74)	217.66	17,717.50
Decrease/(Increases) in Long Term Loan and Advances	(44.25)	(314.52)	(240.69)
Cash Generated From / (used in) Operations	13,125.34	11,918.40	26,094.19
Direct taxes paid (net of refunds)	(1,559.64)	(3,534.63)	(3,315.58)
Net cash flow from / (used in) Operating activities (A)	11,565.70	8,383.77	22,778.60
Cash flows from Investing Activities			
Purchase of Fixed Assets, including Capital Work in Progress and Capital Advances	(1,062.79)	(1,558.81)	(7,793.34)
Proceeds from Sale of Fixed Assets	173.44	485.20	512.18
Interest Received	169.25	396.55	1,156.38
Dividend Received	99.15	109.94	36.84
Inter Corporate Deposit and Advance Received Back	262.80	245.00	11,410.81
Inter Corporate Deposit and Advance Given	(916.23)	(658.03)	-
Purchase of Mutual Fund	(8,340.00)	(5,525.11)	(4,986.18)
Proceeds from sale of Investment and Mutual Fund	8,657.05	5,554.74	6,061.02
Investment in long term Fixed Deposit	(235.19)	(453.75)	(22.42)
Purchase of Intangible Assets	-	(1,105.01)	(113.99)
Debtenture Application Money (Net)	-	11.10	235.90
Net Cash Flow From/(used in) Investing Activities (B)	(1,192.51)	(2,498.18)	6,497.20
Cash Flow from Financing Activities			
Proceeds from issue of Share Capital	-	1,446.05	217.50
Proceeds From Long Term Borrowing	10,000.00	19,618.87	6,642.94
Repayment of Long Term Borrowing	(13,510.47)	(21,442.79)	(9,293.95)
Dividend and Dividend Distribution Tax	(277.62)	(623.29)	(567.13)
Finance Charges	(4,270.98)	(5,506.44)	(3,104.16)
Proceeds From Short Term Borrowing	-	305.37	2,919.70
Repayment of Short Term Borrowing	(1,727.37)	-	(11,846.50)
Minority Interest	(396.67)	(3,090.69)	(13,400.44)
Net Cash Flow From/(used in) in Financing Activities (C)	(10,183.10)	(9,292.91)	(28,432.04)
Net Increase/(Decrease)In Cash and Cash equivalents (A+B+C)	190.09	(3,407.32)	843.76
Cash and Cash equivalents at the beginning of the year	2,041.39	5,448.71	4,604.95
Cash and Cash equivalents at the end of the year	2,231.48	2,041.39	5,448.71
Components of Cash and Cash equivalents			
Cash in Hand	542.86	920.07	1,110.45
Cheque On Hand	27.20	27.62	-
Balances with Bank			
In Current Accounts	1,619.28	1,078.11	2,409.31
In Fixed Deposit Accounts	42.14	15.58	1,928.94
Total Cash and Cash Equivalents	2,231.48	2,041.39	5,448.71

Reservation/observation/qualification in auditors report in the consolidated financial statements for the past three financial years and the management responses thereto.

Year	Observation/Qualification/Reservation	Management Response as appearing in the Directors Report of the respective years
2013-14	As explained in Note No. 42 of the financial statements, in respect of an overseas subsidiary & its components, the Company is unable to obtain the financial statements / relevant information of such subsidiary & its components for a part of the year. On account of non-receipt of the financial statements / relevant information, the Company could not consolidate the entity for a part of the year. Consequently, such financials which are considered for consolidation for a part of the year are as prepared and certified by the management of parent Company i.e. Delta Corp Limited. The resulting impact, if any, is not quantifiable.	Due to differences with management of overseas subsidiary, the Company is unable to obtain financial statements of overseas subsidiary and its components for part of a year. Accordingly, the Company could not consolidate the said entity for part of a year. Financials which are considered for consolidation purpose are as prepared and certified by management of Indian Company. The Company is in process of resolving the differences with local management of overseas subsidiary.
2014-15	1. As detailed in Note 29(i)(d) relating to search and seizure carried out by Income Tax Authorities, for an undisclosed amount of Rs 1,694.02 Lacs for previous years, the Company & its subsidiaries have accounted only the impact of income tax dues and interest accrued thereon amounting to Rs 394.29 Lacs. Consequently, any additional liability under the Income Tax Act, 1961 and under any other act is currently not ascertainable. 2. As stated in Note 33 regarding consolidation of an overseas subsidiary and its components as per management accounts are drawn only upto 30th September, 2013. The resulting impact, if any, on the consolidated financial statements is not quantifiable.	1. With regard to Statutory Auditor's qualification in respect to search and seizure, members are requested to note that the said search and seizure was carried out u/s 132 of the Income Tax Act, 1961 (the Act) by the Income Tax Authorities on 29th April 2014 on the Company and its Subsidiaries. Consequently, the Company & its Subsidiaries have disclosed a sum of Rs 1694.02 Lacs (Standalone - Rs 351.36 Lacs) for earlier years. As such disclosed amount for earlier years does not affect the accumulated profits of the Company as on 1st April 2014, only such tax and interest of Rs 394.29 Lacs (Standalone - Tax Rs` 117.69 Lacs and interest ` Nil) have been accounted for, which eventually gets adjusted towards the carry forward losses, of certain respective entities. Hence, the net payment of income tax and interest thereon after adjustment of such losses aggregates to Rs 276.60 Lacs (Standalone - Rs Nil). Such disclosed amount is subject to final acceptance by the tax authorities u/s 143(3)/153A of the Act. However, the Company & its Subsidiaries does not expect any further liability on this account under the Act, as well as under any other Act, if any. 2. Due to differences with management of overseas subsidiary, the Company is unable to obtain financial statements of overseas subsidiary and its components for part of a year. Accordingly, the Company could not consolidate the said entity for part of a year. Financials which are considered for consolidation Purpose are as prepared and certified by management of Indian Company. The Company is in process of resolving the differences with local management of overseas subsidiary.

RISK FACTORS

Prior to making an investment decision with respect to the Equity Shares offered hereby, all prospective investors and purchasers should carefully consider all of the information contained in this Placement Document, including the risk factors set out below and the financial statements and related notes thereto. The occurrence of any of the following events could have a material adverse effect on our Company's business, results of operations, financial condition and future prospects and cause the market price of the Equity Shares to fall significantly. Any potential investor in, and purchaser of, the Equity Shares should pay particular attention to the fact that we are an Indian company and are subject to a legal and regulatory environment which in some respects may be different from that which prevails in other countries.

The risks and uncertainties described below are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business, prospects, financial condition and results of operations and cash flows. If any or some combination of the following risks, or other risks that are not currently known or currently believed to be not material, actually occur, our business, financial condition and results of operations and cash flows could suffer, the trading price of, and the value of your investment in the Equity Shares could decline and you may lose all or part of your investment. Our results could differ materially from such forward-looking statements as a result of certain factors including the considerations described below and elsewhere in this Placement Document. In making an investment decision, you must rely on your own examination of our Company and the terms of this Issue, including the merits and risks involved.

This Placement Document also contains forward-looking statements that involve risks and uncertainties. Our results of operations could differ materially from such forward-looking statements as a result of certain factors including the considerations described below and elsewhere in this Placement Document.

Risks Relating to our Company

1. ***We need to obtain and maintain various registrations, approvals, permits, consents and/or licenses from various statutory and/or regulatory authorities, (collectively referred to as the "Competent Authorities"), to continue to operate our Casinos. Our inability to renew and/or maintain such consents, approvals or licenses in a timely manner or at all and/or any failure to observe the conditions imposed by the Competent Authorities could adversely affect our operations and profitability.***

We forayed into the gaming and entertainment business under our flagship as well as through our wholly owned subsidiary companies HCEPL and DPCCPL. Our Offshore Casinos are being operated on board three vessels, namely, M.V. Horseshoe Casino, M.V. Casino Royale and M.V. Royale Flotel. Under the applicable gaming regulations, we are required to obtain and maintain Casino Licenses for each of our Offshore Casinos as well as our Onshore Casinos. We are currently operating under the Casino License dated August 30, 2013 issued to Victor Hotels and Motels Limited for the vessel, 'M.V. Horseshoe Casino' which houses 'Deltin Royale', Casino License dated October 23, 2013 to HCEPL for the vessel, 'M. V. Casino Royale' which houses 'Deltin JAQK', Casino License dated December 1, 2015 to our Company for our hotel 'Deltin Suites', Goa and a Casino License dated June 13, 2016 to DPCCPL for the vessel, 'M. V. Royale Flotel' which houses 'Deltin Caravela' by the Government of Goa. The Government of Sikkim has also granted a Casino License dated January 16, 2017 to our Company to operate Casino Deltin Denzong at the Denzong Regency hotel in Gangtok, Sikkim. Each of these Casino Licenses are for a term of five years from their respective date of issuance, and our Company, HCEPL and DPCCPL will have to pay the prescribed fee at the end of each year and prior to an application for renewal of the said Casino Licenses. There can be no assurance that these Casino Licenses will be renewed in a timely manner or at all, or the fees payable to the Competent Authorities for these licenses will not increase to such an extent which could adversely affect our operations and profitability.

For the purpose of our Offshore Casinos, our Company, HCEPL and DPCCPL are required, and from time to time will be required, to obtain and maintain various other permissions, licenses, no-objections, consents, certificates etc. from various Competent Authorities and to comply with any attendant requirements. These inter alia include a certificate of survey and a no-objection certificate from the Captain of Ports, Goa.

We are also required to obtain and maintain other licenses and permits inter-alia including licenses under the Food Safety and Standards Act, 2006, and rules framed thereunder, in order to operate the restaurants and bars in our Casinos and Hotels.

Further, in March 2014, we launched 'The Deltin', a five-star hotel in Daman, which is proposed to house a casino. We have also received an in principle no objection to grant of license for operating games of electronic amusement/slot machines from the Directorate of Tourism, U.T. Administration of Daman & Diu for the casino proposed to be located at 'The Deltin' and are in the process of obtaining the final approval for the same. However, there is no assurance that the license to operate our casino at the 'The Deltin' will be granted in a timely manner or at all, which could adversely affect our operations and profitability.

The gaming industry is also subject to various taxes including licensing fees, gaming tax, entertainment tax and service tax. There can be no assurance that this will not have an adverse impact on our financials. Further, various state and national legislators and officials have from time to time, proposed changes in tax laws, or in the administration of such laws, including increases in tax rates, which would affect the entertainment and gaming industry.

Further, there may be new regulations and policies introduced, which may require us to obtain licenses in addition to the aforesaid licenses, permits, no-objection certificates and consents and such licenses including the aforesaid licenses, may be issued and/or renewed upon such further terms and conditions as the Competent Authorities may deem fit, at the discretion of the Competent Authorities and subject to complying with any attendant requirements. In this regard, we may have to incur additional expenditure to ensure compliance with the requirements of any such new regulations. Any failure to maintain or renew such licenses or to observe the conditions, if any, imposed by the Competent Authorities, in a timely manner or at all, could result in the suspension or termination of certain services associated with our operations. Additionally, our online gaming operations may also be regulated in the future. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

2. ***We have no prior experience in one of the business activities that we are engaged in, namely online gaming. Any inability to successfully manage and grow this line of business could adversely affect our operations and profitability.***

As part of our growth strategy, we intend to commence operations in a new line of business where we have no prior experience, namely online gaming, by way of our proposed acquisition of Gauss Networks Private Limited ("GNPL"), which through its wholly-owned subsidiary operates the online poker website 'Adda52.com'. This new line of business will require us to compete against well established competitors. We cannot assure you that we will be able to compete successfully against such established competitors. Although we have an advantage of acquiring an established and running business model with respect to the online gaming business of GNPL, our lack of prior experience in operating an online gaming website, will place significant demands on our management and finances, as well as our accounting and operating systems. Further, while we have currently hired and trained the required personnel, we may in the future face problems in recruiting, training and retaining such personnel. Any inability to successfully manage this line of business could adversely affect our operations and profitability.

3. ***Our contingent liabilities not provided for as stated in our audited consolidated financial statements for the Financial Year ended March 31, 2016 could adversely affect our financial condition.***

As of March 31, 2016, our audited consolidated financial statements disclosed and reflected the following contingent liabilities not provided for:

(₹ in lakhs)	
Particulars	March 31, 2016
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
VAT Liability	1.96
Employees Claim	91.37
Tax Deducted at Source	187.99
Custom Duty	5.00
Civil Case of Property Matter	361.14
Casino License	180.81
Guarantees	
Performance Guarantees given under EPCG (Refer Note (ii) below)	1,052.54
Corporate Guarantee given to bank for loan taken by Joint Venture Company	1,822.03
Other money for which the Company is contingently liable	
Bond given to Custom Authorities	5,834.38
Income Tax Liability on account of Search and Seizure action subject to pending assessment*	-
Total	10,770.11

*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) 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.

For further details of certain matters which comprise our contingent liabilities, please see "Financial Information" on page 150 of this Placement Document.

If at any time we are compelled to realize all or a material proportion of these contingent liabilities, it would have a material and adverse effect on our business, financial condition and results of operations.

4. ***Our casino vessels are required to undergo a survey by the relevant statutory authorities under the provisions of The Inland Vessels Act, 1917 (the "IV Act") and by the classification society under the relevant classification rules. Any unfavourable outcome consequent to such survey could adversely affect our operations and profitability.***

Pursuant to the requirements of the IV Act and the rules framed thereunder and the relevant classification rules, all inland vessels are required to undergo a survey every year, and a special survey every five years, in order to be permitted to continue to ply by the relevant statutory authorities. Such surveys could entail extensive structural investigations of the concerned vessel by the Competent Authorities. The outcome of such surveys cannot be assured and any adverse result or observations from any such survey could result in any restrictions being levied on the operations of our casino vessels, including the revocation of their licenses, thereby affecting our ability to manage the operations of our gaming business and have an adverse impact on our profitability.

5. ***There is outstanding litigation against our Company, our Subsidiaries and our Directors towards inter alia, defaults in payments, which if determined adversely, could affect our business and results of operations.***

Our Company, our Subsidiaries and our Directors are defendants in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. For instance, there are certain customs and excise claims against us amounting to ₹ 2,362.34 lakhs and certain pending cases before the National Green Tribunal and the High Court of Bombay at Goa for alleged violation of environmental statutes, among certain other proceedings. For details in relation to the outstanding litigation, please see "Legal Proceedings" on page 144 of this Placement Document.

Should any new developments arise, such as any change in applicable Indian law or any rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase expenses and current liabilities. Any adverse decision may adversely affect our business, reputation, results of operations and financial condition.

Further, in the past, there have been defaults in relation to payment of statutory dues by our Company and our Subsidiaries before various statutory authorities which could adversely affect our business and results of operations. For details in relation to the defaults in payment of statutory dues by our Company, please see "*Legal Proceedings - Defaults by our Company in respect of dues payable including therein the amount involved, duration of default and present status of repayment of statutory dues, debentures (including interest thereon), deposits (including interest thereon) and loans (including interest thereon)*" on page 147 of this Placement Document.

6. ***Any event that hinders the optimal functioning of our casino vessels could adversely affect our operations and/or profitability.***

The operations of our casino vessels are subject to various risks such as mechanical failure, physical damage, collision, any malfunction of the gaming equipment on board, delays in obtaining spare parts and issues connected with manning and operating the casino vessels. Further, there is always an inherent possibility of a marine disaster, *inter alia* including environmental mishaps which could lead to significant expenses being incurred towards repair of our casino vessels or in the event of any permanent damage being rendered to our casino vessels, the decommissioning of such damaged vessel. Such events would increase our expenses and current liabilities and adversely affect our operations and profitability.

7. ***Our feeder boats and jetty facilities are critical for the smooth running of our Offshore Casinos. The disruption of these facilities could adversely affect the operations of our Offshore Casinos, and accordingly adversely affect our profitability.***

We operate four jetties in Goa along with 13 feeder boats to ferry our customers from the main land to our Offshore Casinos. There can be no assurance that we will at all times in the future, be in a position to operate all of the aforesaid feeder boats and / or jetties. Any disruption of services in connection with our jetties or feeder boats due to any (a) casualty, mechanical failure, extended or extraordinary maintenance, floods or any other like reason; or (b) inability to renew and/or maintain any rental agreements, consents, approvals or licenses required for the operation of the jetties and / or feeder boats in a timely manner or at all, and/or any failure to observe the conditions imposed by the Competent Authorities in relation to the same could result in increased costs or interruptions in the operations of our Offshore Casinos, which could adversely affect our operations and profitability. For details of proceedings in connection with the aforesaid permissions, licenses, no-objections, consents, certificates in relation to our feeder boats please see "*Legal Proceedings*" on page 144 of this Placement Document.

8. ***Failure or disruption of the IT systems of our online gaming business may adversely affect our results of operations, financial condition and prospects.***

Our information technology ("IT") covering the areas of operations of our online gaming business are potentially vulnerable to failure, disruption or interruption from a variety of sources, including those due to equipment damage, power outages, computer viruses and a range of other hardware, software and network problems, any of which could materially and adversely affect our operations. A large-scale IT malfunction or that related to our data system security measures could lead to disclosure of sensitive company information and could enable unauthorized persons to access sensitive business data belonging to us or our stakeholders. Such malfunction or disruptions could cause economic losses for which we could be held liable and could also result in damage to our reputation. Any of these developments, alone or in combination, could materially and adversely affect our results of operations and financial condition. Any failure or disruption in the operation of these systems or the loss of data due to such failure or disruption (including due to human error or sabotage) may affect our ability to conduct our normal business operations, which may increase our costs and otherwise adversely affect our results of operations, financial condition and prospects.

9. ***We have issued an undertaking in favour of the Government of Goa to relocate the operations of our Offshore Casinos out of the river Mandovi which could adversely impact our business and financial condition.***

Pursuant to the amendment dated October 22, 2013 to notification no. 2-20-92-HD(G) dated November 11, 1995 published in the Official Gazette ("**Principal Notification**") the Government of Goa allowed licenses of offshore casinos which were expiring on or before March 31, 2014 to be considered for renewal/extension for a period not exceeding two years, so as to enable them to make alternate arrangements for moving out of the river Mandovi and the licenses of offshore casinos which were expiring after March 31, 2014 would not be renewed for operation of offshore casinos in the river Mandovi.

In this regard VHML and HCEPL submitted undertakings dated August 16, 2013 and October 15, 2013 to relocate our vessels M.V. Horseshoe Casino and M.V. Casino Royale out of the river Mandovi to an alternate location on or before August 29, 2015 and October 23, 2015, respectively.

The Principal Notification has been further amended on January 8, 2016 whereby licensees, whose license had been renewed based on receipt of an undertaking submitted for moving out its operations from the river Mandovi within a period of two years from the date of renewal of license, were allowed to operate in the river Mandovi for a period from August 30, 2015 to March 31, 2016 or till an alternate site has been notified by the Government, whichever is earlier, subject to the condition that the license is valid as on such date. The Government of Goa further amended the Principal Notification on June 6, 2016, whereby the period operation in the river Mandovi was further extended from March 31, 2016 to March 31, 2017 and on March 30, 2017, whereby an extension has been granted till June 30, 2017.

Pursuant to the letters dated April 7, 2017 of the Government of Goa each issued to our Company, HCEPL, and DPCCPL, we have been asked to submit a fresh undertaking in favour of the Government of Goa to relocate the operations of our Offshore Casinos out of the river Mandovi by June 30, 2017. There can be no assurance that the date for compliance with the aforesaid undertaking will be further extended by the regulators and in such an event, there can be no assurance that we will be able to find in a timely manner, an alternate location as suitable as our current location to operate our Offshore Casinos or without suspending their operations and incurring significant additional costs for such relocation which could have an adverse impact on our business and financial condition.

10. ***Our Company has limited control on its ability to charge for services offered at our Casinos. Any inability to successfully diversify and grow our income could adversely affect our financial condition and profitability.***

The majority of our income comprises of income from live casino business 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 accounted for on the basis of actual collection in each respective machine and commission earned on services offered to our customers and the interest earned on our investments. While we may modify our entry fees and introduce new games or modify existing ones, the ability of our Company to charge our customers for its services offered is limited and the inability to grow our income could adversely affect our financial condition and profitability.

11. ***If we fail to maintain an effective system of internal controls, we may not be able to successfully manage, or accurately report, our financial risks.***

Effective internal controls are necessary for us to prepare reliable financial reports and effectively avoid fraud. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may deteriorate over time, due to evolving business conditions. We cannot assure you that deficiencies in our internal controls will not arise in the future, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls. Any inability on our part to adequately detect, rectify or mitigate any such deficiencies in our internal controls may adversely affect our ability to accurately report, or successfully manage, our financial risks, and to avoid fraud, which may in turn adversely affect our business, results of operation and financial condition.

12. ***We appoint contract labour for carrying out certain of our operations and are subject to various labour legislations and regulations governing welfare, benefits and training of labour that we engage. We may be held responsible for paying the wages of such workers, if the independent contractors through whom such workers are hired default on their obligations, and such obligations could have an adverse effect on our results of operations and financial condition.***

We are subject to laws and regulations relating to employee welfare and benefits such as minimum wage and maximum working hours, overtime, working conditions, non-discrimination, hiring and termination of employees, employee compensation, inter-state migrant registrations, employee insurance, bonus, gratuity, provident fund, pension, superannuation, leave benefits and other such employee benefits. In the event the welfare requirements under labour regulations applicable to us are changed, which leads to an increase in employee benefits payable by us, there can be no assurance that we will be able to maintain our profit margins. We also appoint sub-contractors for engagement of contract labour for performance of certain of operations. We may be held responsible for any wage payments to be made to such labourers in the event of default by such sub-contractors. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and financial condition. Further any order from a regulatory body or court ordering us to absorb such contractual labourers as permanent employees on our rolls, may have an adverse effect on our business, results of operations and financial condition.

13. ***Our financing agreements contain certain covenants that limit our ability to raise further funds and to carry out certain actions such as making alterations to our share capital. If we are not in compliance with certain of these covenants and are unable to obtain waivers from all of our lenders, our lenders may accelerate the repayment schedules, and enforce their respective security interests, leading to an adverse effect on our business and financial condition.***

We are bound by restrictive and other covenants in our facility agreements with various lenders, including but not limited to, restrictions on the utilisation of the loan for certain specified purposes, timely provision of information and documents, timely creation of security, obtaining prior consent from existing lenders for further borrowings, maintenance of financial ratios and obtaining prior written approval from the appropriate lender for various corporate actions. Our ability to execute business plans, including our ability to obtain additional financing on terms and conditions acceptable to us, could be negatively impacted as a result of these restrictions and limitations. If we are not in compliance with certain of these covenants and, in the event of any such non-compliance, are unable to receive the requisite waivers, our lenders may accelerate their respective repayment schedules. Subsequently, if we are unable to pay our debt, affected lenders could also proceed against any collateral granted to them to secure such indebtedness. Furthermore, any covenant defaults could also result in cross-defaults in our other debt financing agreements. If any of our lenders accelerate the repayment of our borrowings, we cannot assure you that we will have sufficient assets to repay amounts outstanding under our loan agreements or continue our business. An event of default would also affect our ability to raise new funds or renew maturing borrowings as needed to conduct our operations and pursue our growth initiatives.

As of December 31, 2016, the aggregate indebtedness outstanding was ₹ 23,116.85 lakhs, on a consolidated basis. For details, see "Financial Information" beginning on page 150 of this Placement Document.

14. ***The benefit of our integrated marketing program may not be cost effective and may subject us to additional costs which could adversely affect our business and financial condition***

We have a separate marketing team that specialises in marketing and ensures that information about our Company reaches a larger audience base. We use a variety of media to convey our advertising, including television, internet, radio, print, direct marketing and other unconventional media, such as short message services and social networking sites, to optimise our media plan and coverage of target demographic profiles. We intend to continue building on our marketing strategy to enhance our presence, including through the use of loyalty programs, outreach for new customers, increasing awareness about the gaming industry to capture the attention of gaming participants, etc. In this regard, we incur significant expenses towards implementing our integrated marketing programs. As of December 31, 2016, our Company incurred ₹ 478.22 lakhs towards marketing expenses. There can be no assurance that these costs incurred towards marketing will be cost effective and benefit our business.

15. ***Certain proprietary knowledge may be leaked, either inadvertently or wilfully, by our employees, which could harm our competitive position.***

Certain proprietary knowledge may be leaked, either inadvertently or wilfully, at various stages by certain of our employees who have access to our confidential design and proprietary information. Moreover, certain of our employees may leave us and join our various competitors. We cannot guarantee that we will be able to successfully enforce non-disclosure agreements entered into with such employee at the time of joining our Company. In the event that such confidential technical information becomes available to third parties, any competitive advantage we may have could be impaired, which may adversely affect our business, results of operations, financial condition and prospects. In addition, we consider inorganic growth opportunities from time to time which may also be exposed to risk of leakage by disgruntled or rogue employees. If such confidential information is leaked, we may not be able to complete certain potential transactions and may also be exposed to certain legal and regulatory action, which may adversely affect our reputation, business and results of operations.

16. ***We have in the past undertaken, and may continue to undertake in the future, strategic investments and alliances which may prove to be difficult to integrate and manage and may expose us to uncertainties and risks, any of which could adversely affect our business, results of operations, financial condition and prospects.***

We have pursued strategic investments and alliances in India in order to expand our business and customer portfolio, expand into new geographies and grow our services portfolio. We recently completed the acquisition of GNPL to realize certain of these objectives. Such strategic alliances have helped us meet the changing requirements of our customers and address the changing nature of the Indian gaming industry. Going forward, we may undertake further investments, acquisitions and expansions to enhance our operations and service portfolio in the markets where we currently operate, as well as certain other parts of India.

It is possible that we may not be able to identify further suitable investment opportunities in the future. If we do identify suitable opportunities, we cannot assure you that we will be able to achieve the strategic purpose of these alliances, expansions or acquisitions and generate the expected benefits. We are also exposed to integration risks, which encompass the diversion of management attention and resources from our operations. There may also be significant difference in the managerial approach and methodology which could prevent the integration of our overall operations. Our employees from different countries may be unable to communicate effectively with each other and with each other's customers and cultural differences may arise among the employees and customers across various locations in which we operate. There could also be instances where the key personnel of an acquired business may decide not to work for us.

In addition, we cannot assure you that we will be able to complete our acquisitions or alliances in the future on terms acceptable to us, or at all. It is also possible that we may not be able to complete certain of these transactions on terms commercially acceptable to us, or at all. We may also face geographical challenges and certain unfavorable economic conditions, which could adversely affect our competitiveness or our growth prospects. Furthermore, such expansions and acquisitions may require us to incur or assume new debt, expose us to unforeseen liabilities or future funding obligations. We cannot assure you that we will be able to raise sufficient funds to finance our strategies for growth or that such expansion or acquisitions will contribute to our profitability.

If any of the aforementioned risks materialise, it could materially and adversely affect our business, results of operations, financial condition and prospects.

17. ***A shortage or non-availability of fuel or electricity may adversely affect our operations and have an adverse effect on our business, results of operations and financial condition.***

Our Offshore Casino operations require a significant amount and continuous supply of diesel / fuel as we use diesel generators installed on our Offshore Casinos for our energy requirements. Any shortage or non-availability of fuel may adversely affect our operations. For our Onshore Casinos and Hotels, electricity is the primary source of energy for carrying out our operations. Further, we are also required to store perishable goods used in the restaurants and bars in our Casinos and Hotels in temperature controlled environments. Although we have made provisions to meet exigencies at our Casinos and

Hotels, we cannot assure you that we will be able to provide our services during power failures. Any failure on our part to obtain alternate sources of energy, in a timely manner, and at an acceptable cost, may have an adverse effect on our business, results of operations and financial condition.

18. ***There have been certain discrepancies with respect to certain compliances by our Company under the Listing Regulations and Companies Act. We cannot assure you that our Company will not be subjected to any liability on account of these discrepancies. Further, if we are unable to establish and maintain an effective system of internal controls and compliances going forward, our business and reputation could be adversely affected.***

We manage our internal compliance by monitoring and evaluating internal controls, and ensuring all applicable statutory and regulatory compliances. However, there can be no assurance that deficiencies in our internal controls will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all. For instance, there have been certain discrepancies in compliance with the provisions of the Listing Regulations and the Companies Act in relation to adoption of criteria for grant of omnibus approvals by the audit committee of our Company with respect to certain related party transactions by our Company. While we are in compliance with these provisions of the Listing Regulations and the Companies Act as of the date of this Placement Document, we cannot assure you that these discrepancies have been regularised, and, therefore, that our Company will not be subjected to any liability on account of these discrepancies.

As we continue to grow, there can be no assurance that similar deficiencies in our internal controls will not arise giving rise to such discrepancies / non-compliances. The reoccurrence of any such discrepancies / non-compliances could subject our Company to applicable penalties, which could adversely affect our business and reputation.

19. ***A decline in general economic conditions could adversely affect the entertainment and gaming industry, which in turn, could affect our operations and profitability.***

The entertainment and gaming industry in Goa is likely to be affected by regional, national and global economic conditions and demographic trends. During periods of economic contraction such as periods recently experienced, revenues of companies operating in the entertainment and gaming industry may decrease while some of the costs remain fixed or even increase, thereby resulting in a decrease in earnings. Gaming and other leisure activities we offer represent discretionary expenditures and participation in such activities may decline during economic downturns, during which consumers generally earn less disposable income. While we have experienced growth in the past years, we cannot predict how severe or prolonged any global economic downturn will be. As a result, historical marketing information that we have collected may be less effective as a means of predicting future demand and operating results. A general economic downturn could therefore adversely impact our operations and profitability.

20. ***We may not be able to attract and retain customers for our Casinos which would adversely affect our profitability.***

The entertainment and gaming industry is likely to be affected by changes in consumer tastes. Our ability to generate revenues is sensitive to public tastes, which are unpredictable. Further, we may not be able to offer certain games and services which are offered in other casinos, which in turn may affect our ability to attract and retain customers. Any or all of these factors could adversely affect our profitability.

21. ***Adverse weather conditions or natural disasters in the areas in which we operate could have an adverse effect on the operations of our Casinos, which would consequently adversely affect our operations and profitability.***

The occurrence of natural disasters, including hurricanes, floods, tsunamis, earthquakes, tornadoes, fires, explosions, and pandemic disease may adversely affect our financial condition or results of operations. We are particularly susceptible to accidents, system failures, adverse geological, ecological or weather conditions, natural disasters, demographic and population changes and other unforeseen events and circumstances in the western region of India. Daman, Goa and Gangtok, where we our operations, are particularly vulnerable to the likelihood of earthquakes and are rated by Indian Meteorological Department to be in zones 3, 4 and 5, respectively (on a scale of 2 to 5, with 5 being the most prone to earthquakes).

While we are covered by our insurance policies for such contingencies, any disruptions, damage or destruction of our assets located in these cities may temporarily affect our ability to service our clients demand and inclement weather and climate conditions and the occurrence of such natural disasters and other extreme climatic conditions, can deter our customers from traveling or make it difficult for them to visit our Casinos which would adversely affect our operations and profitability.

22. ***Our inability to attract and/or retain trained employees or professionals may affect our operations and profitability.***

Our success depends to a large extent upon the continued services of our senior management, executive officers, key employees and other skilled personnel. These employees are not bound by employment or non-competition agreements, and we cannot assure you that we will retain these executive officers and other key employees. We could be adversely affected by the loss of any of these executive officers and other key employees. The market for such qualified professionals is competitive and we may not continue to be successful in our efforts to attract and retain qualified people.

We are also required to hire and/or retain trained dealers, floor managers, cash counter handlers, administration staff and security guards for the operations of our Casinos. We require a long period of time to hire and train replacement personnel when we lose such skilled employees. Furthermore, in certain markets such as Goa, we are often unable to find the suitable and skilled employees due the presence of our competitors. Our inability to hire, train and retain a sufficient number of qualified employees could delay our ability to bring new services to the market and impair the success of our operations. This could materially and adversely affect our business, financial condition and results of operations.

23. ***Our inability to procure and/or maintain adequate insurance cover in connection with our Offshore Casinos may adversely affect our operations and profitability.***

Our operations in connection with our Offshore Casinos are subject to inherent risks which may adversely affect our profitability, including breakdowns, failure or substandard performance of our casino vessels, defects, malfunctions and failures of gaming equipment, and natural disasters. In addition, our insurance may not be adequate to completely cover any or all our liabilities including liability claims by third parties and may be subject to certain deductibles, exclusions and limits on coverage. Further, there is no assurance that the insurance premiums payable by us will be commercially justifiable. If our arrangements for insurance or indemnification are not adequate to cover claims, including those exceeding policy aggregate limits or exceeding the resources of the indemnifying party, we may be required to make substantial payments and our results of operations and financial condition may be adversely affected.

24. ***We have entered into, and will continue to enter into, related party transactions, and we cannot assure you that we could not have achieved more favorable terms had such transactions not been entered into with related parties.***

We have entered into related party transactions in previous financial periods. Although in the nine month period ended December 31, 2016, we did not enter into any materially significant related party transactions (exceeding 10% of our consolidated revenue from operations) with directors, key managerial personnel or other designated persons which may have a potential conflict with us. The transactions we have entered into and any future transactions with our related parties have involved or could potentially involve conflicts of interest. We will continue to enter into such transactions and we cannot assure you that we could not have achieved more favorable terms had such transactions not been entered into with related parties.

Certain decisions concerning our operations or financial structure may present conflicts of interest among our controlling shareholder, other shareholders, directors, executive officers and the holders of the Equity Shares. Also, our shareholders, directors, and executive officers may have an interest in pursuing transactions that, in their judgment, enhance the value of their equity investment, even though such transactions may involve risks to our shareholders. Also, we cannot assure you that our directors and executive officers will be able to address these or other conflicts of interests in an impartial manner. For further details regarding our related party transactions, see "Financial Information—Related Party Transactions" page F-54 of this Placement Document.

25. ***We intend to deploy our issue proceeds on enhancing our Company's competitiveness by investing in growth opportunities, funding expansion plans and for general corporate purposes, and we may not be able to apply the proceeds in ways that yield a favourable result to us.***

Our management will have broad discretion to use the proceeds from this offering, and investors will have to rely on the judgment of our management regarding the application of these proceeds. For further details, please see "Use of Proceeds" on page 57. Further, there can be no assurance that we may be able to apply the proceeds of this offering in ways that may lead to a favourable return to us in all cases or at all.

26. ***We are not able to guarantee the accuracy of third party information.***

Market information, statistics and data applied and relied upon by us are derived from both public and private sources, including market research, publicly available information and industry publications. While we have taken reasonable care to ensure that the facts and statistics presented are accurately reproduced from such sources, they have not been independently verified by us and the Book Running Lead Managers, and, therefore, we make no representation as to the accuracy, adequacy or completeness of such facts and statistics. Due to possibly flawed or ineffective calculation and collection methods and other problems, the facts and statistics herein may be inaccurate or may not be comparable to facts and statistics produced for other economies and should not be unduly relied upon. Further, we cannot assure you that the facts and statistics are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. For further details, see "Industry Overview" on page 86.

27. ***Actions of our Promoters and as substantial shareholders could conflict with the interest of other shareholders. Any such conflicts could have a material adverse impact on our business.***

As on May 12, 2017, our Promoters and the members of our Promoter Group hold 40.69% of our issued equity share capital. Following the completion of this Issue, our Promoters and other members of the Promoter Group will continue to hold a significant portion of our issued equity share capital. For as long as our Promoters and members of our Promoter Group continue to hold a substantial percentage of our Equity Shares, they may influence our policies in a manner that could conflict with the interests of other shareholders. There can be no assurance that our Promoters and members of the Promoter Group will always exercise their voting rights in a manner that would benefit our Company. For example, they could by exercising their powers of control, delay or defer a change of control or a change in our capital structure, delay or defer a merger, consolidation, takeover or other business combinations involving us, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us.

Risks Relating to Investments in Indian Companies

28. ***We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could adversely affect our business.***

The Competition Act regulates practices having an appreciable adverse effect on competition in the relevant market in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an appreciable adverse effect on competition is considered void and may result in the imposition of substantial monetary penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services, shares the market or source of production or provision of services in any manner by way of allocation of geographical area, type of goods or services or number of customers in the relevant market or in any other similar way or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition. The Competition Act also prohibits abuse of a dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be also guilty of the contravention and may be punished.

On March 4, 2011, the Government issued and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require

acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the CCI. Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India. The Competition Act aims to, among others, prohibit all agreements and transactions which may have an appreciable adverse effect on competition in India. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an appreciable adverse effect on competition in India.

The applicability or interpretation of the Competition Act to any merger, amalgamation or acquisition proposed or undertaken by us, or any enforcement proceedings initiated by CCI for alleged violation of provisions of the Competition Act may adversely affect our business, financial condition or results of operation. We cannot assure you that we will be able to obtain approval for any future transactions on satisfactory terms, or at all. If we or any member of our group are/is affected directly or indirectly by the application or interpretation of any provision of the Competition Act or any proceedings initiated by the CCI or any other relevant authority (or any other claim by any other party under the Competition Act) or any adverse publicity that may be generated due to scrutiny or prosecution under the Competition Act, including by way of financial penalties, our reputation may also be materially and adversely affected.

29. ***Companies operating in India are subject to a variety of taxes and surcharges.***

Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, value added tax, turnover tax, service tax, stamp duty, tax on dividends and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time. The central or state government may in the future increase the corporate income tax it imposes. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. Additional tax exposure could adversely affect our business, cash flows and results of operations.

30. ***A slowdown in economic growth in India could cause our business to suffer. We are also subject to regulatory, economic, social and political uncertainties in India.***

Our Company is incorporated in India, and the majority of our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- any increase in Indian interest rates or inflation;
- any exchange rate fluctuations;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporations;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters;
- prevailing regional or global economic conditions, including in India's principal export markets; and
- other significant regulatory or economic developments in or affecting India or its IT sector.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely impact our business, results of operations and financial condition and the price of the Equity Shares.

31. ***Significant differences exist between Ind AS for the preparation of financial results and other accounting principles, such as Indian GAAP, U.S. GAAP and IFRS, with which investors may be more familiar.***

On February 16, 2015, the Ministry of Corporate Affairs (the "MCA"), vide Companies (Indian Accounting Standards) Rules 2015 has notified the Indian Accounting Standards (the "Ind AS") with the intent to align with International Financial Reporting Standards as adopted by the International Accounting Standards Board (the "IFRS") for companies other than insurance, banking and non-banking finance companies. The MCA notification provided that companies meeting certain thresholds of qualification, shall comply with the Ind AS for the accounting periods beginning on or after April 1, 2016, with comparatives for the periods ending on March 31, 2016, or thereafter. In accordance with this notification, our Company has transitioned to Ind AS w.e.f April 1, 2016 and accordingly prepared its quarterly and year to date consolidated financial results for the period ended September 30, 2016 and December 31, 2016 included in this Placement Document in accordance with the recognition and measurement principles laid down in Ind AS 34, Interim Financial Reporting prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and other accounting pronouncements generally accepted in India. The consolidated financial statements for the period earlier than April 1, 2016 included in this Placement Document are prepared in accordance with Companies (Accounting Standard) Rules, 2006 read with Rule 7 of the Companies (Accounts) Rule 2014 in respect of Section 133 of the Companies Act, 2013.

However, India has adopted the IFRS-converged or IFRS synchronized accounting standards and not IFRS. Ind AS, therefore, differs in certain significant respects from U.S. GAAP, IFRS and other accounting principles and standards with which investors may be more familiar. We have not made any attempt to quantify the impact of U.S. GAAP or IFRS on the financial data included in this Placement Document, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. If we were to prepare these financial statements in accordance with the Ind AS, our results of operations, financial condition and cash flows may be substantially different.

Prospective investors should review the consolidated financial results and consolidated financial statements summarised in the section "Financial Information" and "Summary of Significant Difference between India GAAP and Ind AS" on pages 150 and 80 of this Placement Document, along with the respective GAAP accounting policies and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Accordingly, the degree to which our consolidated financial results and consolidated financial statements included in this Placement Document will provide meaningful information is entirely dependent on your level of familiarity with the present and the earlier GAAP applicable in India. Any reliance by persons not familiar with these accounting practices on our financial disclosures presented in this Placement Document should accordingly be limited.

32. ***The Government of India has recently implemented certain currency demonetization measures, which may affect the Indian economy and our business, results of operations, financial condition and prospects.***

Pursuant to notifications dated November 8, 2016 issued by each of the Ministry of Finance of the Government of India and the Reserve Bank of India, currency notes in denominations of ₹500 and ₹1,000 ceased to be legal tender. While new currency notes in denominations of ₹500 and ₹2,000 have been introduced, the immediate impact of these measures has been a decrease in cash liquidity among the public in India. The long term effects of these measures on the Indian economy, on the markets for various commodities and services, and our operations in particular, are currently unclear. Any slowdown in the Indian economy or reduction in demand for real estate in India as a result of the currency demonetization measures may adversely affect our business, results of operations, financial condition and prospects.

33. ***Companies in India (based on notified thresholds), including our Company, will be required to prepare financial statements under Ind-AS (which is India's convergence to IFRS). The transition to Ind-AS in India is very recent and there is no clarity on the impact of such transition on our Company. All income tax assessments in India will also be required to follow the Income Computation Disclosure Standards.***

In accordance with the notification of the MCA dated February 16, 2015 in relation to the Companies (Indian Accounting Standards) Rules, 2015, our Company transitioned to Ind AS w.e.f April 1, 2016.

Ind-AS will be required to be implemented on a mandatory basis by companies based on their respective net worth as set out below:

Phase I - Mandatory for accounting periods on or after April 1, 2016 (comparatives for the periods ended March 31, 2016 or as appropriate)	Phase II - Mandatory for accounting periods on or after April 1, 2017 (comparatives for the periods ended March 31, 2017 or as appropriate)
Those whose equity and/or debt securities are listed or are in the process of listing on any stock exchange in India or outside India and having net worth of ₹ 500 crores or more. ("A")	Those whose equity and/or debt securities are listed or are in the process of listing on any stock exchange in India or outside India and having net worth less than ₹ 500 crores. ("A")
Companies, other than those covered in "A", having a net worth of ₹ 500 crores or more. ("B")	Companies, other than those covered in "A", having a net worth of ₹ 250 crores or more but less than ₹ 500 crores. ("B")
Holding, subsidiary, joint venture or associate companies of companies covered under "A" or "B".	Holding, subsidiary, joint venture or associate companies of companies covered under "A" or "B".

For the purpose of calculation of net worth of companies, the net worth shall be calculated in accordance with the stand-alone financial statements of the company as on March 31, 2014 or the first audited period ending after that date.

In addition, any holding, subsidiary, joint venture or associate companies of the companies specified above (even though if they do not meet above threshold) shall also comply with such requirements from the respective periods specified above.

Ind-AS differs in certain respects from IFRS and therefore financial statements prepared under Ind-AS may be substantially different from financial statements prepared under IFRS. There can be no assurance that our Company's financial condition, results of operation, cash flow or changes in shareholders' equity will not be presented differently under Ind-AS than under Indian GAAP or IFRS.

Furthermore, the Government of India has issued a set of Income Computation and Disclosure Standards ("ICDS") that will be applied in computing taxable income and payment of income taxes thereon, effective from April 1, 2015. ICDS apply to all taxpayers following an accrual system of accounting for the purpose of computation of income under the heads of "*Profits and gains of business/profession*" and "*Income from other sources*." This is the first time such specific standards have been issued for income taxes in India, and the impact of the ICDS on our tax incidence is uncertain. Subsequent to various representations from tax payers seeking guidance and clarifications for implementation of ICDS, the Ministry of Finance, deferred the implementation of ICDS by one year to A.Y. 2017-18.

We may encounter difficulties in the ongoing process of implementing and enhancing our management information systems under Ind-AS reporting and the ICDS. There can be no assurance that the adoption of Ind-AS and the ICDS by our Company will not adversely affect its results of operation or financial condition.

34. ***Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.***

Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business.

There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations,

which may also materially harm our results of operations. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

Further, the Government of India has proposed a comprehensive national goods and services tax ("GST") regime that will combine taxes and levies by the central and state Governments into a unified rate structure. It is unclear from when such tax regime will be effective. While the Government of India and other state governments have announced that all committed incentives will be protected following the implementation of the GST, given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to this or any other aspect of the tax regime following implementation of the GST. The implementation of this rationalized tax structure may be affected by any disagreement between certain state governments, which may create uncertainty. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable.

35. ***Terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries or the occurrence of natural or man-made disasters may adversely affect the financial markets and our business.***

The occurrence of natural disasters, including hurricanes, floods, tsunamis, earthquakes, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, may adversely affect our financial condition or results of operations. Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, and adversely affect our business. In addition, any deterioration in relations between India and its neighbouring countries might result in investor concern about stability in the region, which may adversely affect the price of our Equity Shares. The potential impact of a natural disaster such as the H5N1 "avian flu" virus, or H1N1, the swine flu virus, MERS (Middle East Respiratory Syndrome), Zika, the mosquito virus, on our results of operations and financial position is speculative, and would depend on numerous factors. Although the long-term effect of such diseases cannot currently be predicted, previous occurrences of avian flu, swine flu, MERS and Zika had an adverse effect on the economies of those countries in which they were most prevalent. In the case of any of such diseases, should the virus mutate and lead to human-to-human transmission of the disease, the consequence for our business could be severe. An outbreak of a communicable disease in India or in the particular region in which we have projects would adversely affect our business and financial conditions and the result of operations. We cannot assure prospective investors that such events will not occur in the future or that our business, results of operations and financial condition will not be adversely affected.

Some states in India have also witnessed civil unrest including communal disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic and political events in India may have a negative impact on us. Such incidents may also create a greater perception that investment in Indian companies involves a higher degree of risk and may have an adverse impact on our business and the price of our Equity Shares.

36. ***Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.***

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our capital expenditure plans, business and financial performance and the price of our Equity Shares.

37. ***If the rate of Indian price inflation increases, our business and results of operations may be adversely affected.***

In the recent past, India has experienced fluctuating wholesale price inflation as compared to historical levels due to the global economic downturn. An increase in inflation in India could cause a rise in the price of equipment and wages, or any other expenses that we incur. If this trend continues, we may be unable to accurately estimate or control our costs of production and this could have an adverse effect on our business and results of operations.

Risks Factors related to the Equity Shares

38. ***The trading price of our Equity Shares may be subject to volatility and you may not be able to sell your Equity Shares at or above the Issue Price.***

The trading prices of publicly traded securities may be highly volatile. The trading price of the Equity Shares may fluctuate as a result of several factors, including:

- volatility in the Indian and global securities markets or any developments in the Indian and global hospitality and gaming sector and the changing perceptions in the market about investments in the Indian hospitality and gaming sectors in general and our Company in particular;
- variations in the results of our operations or changes in the estimates of our performance or recommendations by financial or securities analysts that elect to research and report on the Equity Shares;
- increases and decreases in our customer base or announcements of new products, strategic alliances or agreements by us or by our competitors;
- significant developments in India's economic liberalization and deregulation policies or significant developments in India's fiscal regulations or adoption or modification of regulations, policies, procedures or programs applicable to our business; or
- adverse media reports on us or the Indian hospitality and gaming sectors.

If the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, may adversely affect the trading price of our Equity Shares.

39. ***Foreign investors are subject to foreign investment restrictions under Indian law that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.***

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain restrictions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Indian Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/tax clearance certificate from the income tax authority. Additionally, the Indian Government may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the Indian Government experiences extreme difficulty in stabilizing the balance of payments or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the Indian Government's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. We cannot assure you that investors that any required approval from the RBI or any other Indian government agency can be obtained on any particular terms, or at all.

40. ***Rights of shareholders under Indian law may be more limited than under the laws of other jurisdictions.***

Our articles of association and Indian law govern our corporate affairs. Legal principles related to these matters and the validity of corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company incorporated in other jurisdictions. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as a shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

41. ***You may not be able to enforce a judgment of a foreign court against us or our management.***

Our Company is incorporated under the laws of India and all our Directors and officers are residents of India and all our assets are located in India. As a result, it may be difficult for investors to effect service of process outside India on us or on such directors or officers or to enforce judgments against them obtained from courts outside India, including judgments predicated on the civil liability provisions of the United States federal securities laws.

The U.S. and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the U.S. on civil liability, whether or not predicated solely upon the federal securities laws of the U.S., would not be enforceable in India. However, the party in whose favor such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the U.S. The suit must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce a foreign judgment if it viewed the amount of damages awarded as excessive or inconsistent with Indian practice. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI under the FEMA, to execute such a judgment or to repatriate any amount recovered and any such amount may be subject to income tax in accordance with applicable laws and regulations.

42. ***Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.***

Capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax ("STT") has been paid on the transaction. STT will be levied on and collected by an Indian stock exchange on which the equity shares are sold. As such, any gain realized on the sale of equity shares held for more than 12 months by an Indian resident, which are sold other than on a recognized stock exchange and as a result of which no STT has been paid, will be subject to capital gains tax in India. Further, any gain realized on the sale of equity shares held for a period of 12 months or less will be subject to capital gains tax in India. Capital gains arising from the sale of equity shares will be exempt from taxation in India in cases where an exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own countries on gains arising from a sale of the Equity Shares. However, capital gains on the sale of our Equity Shares purchased in the Issue by residents of certain countries will not be taxable in India by virtue of the provisions contained in the taxation treaties between India and such countries.

43. ***Any future issuance of Equity Shares may dilute your shareholding and sales of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares.***

Any future equity issuances by us, including a primary offering or an exercise of options by any of our employees who have been granted ESOPs, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our Promoters or other significant shareholders may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences for us including difficulty in raising debt or equity financing. In addition, any

perception by investors that such issuances or sales might occur may also affect the trading price of our Equity Shares. We cannot assure you that we will not issue Equity Shares or that our shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

44. ***Our ability to pay dividends in the future will depend on our future cash flows, working capital requirements, capital expenditure, financial condition and restrictive covenants in our financing arrangements.***

The amount of our future dividend payments, if any, will depend on our future earnings, cash flows, financial condition, working capital requirements, capital expenditure, applicable Indian legal restrictions and other factors. We cannot assure you that we will pay dividends. We may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. Additionally, in the future, we may be restricted by the terms of our financing agreements in making dividend payments unless otherwise agreed with our lenders.

45. ***An investor will not be able to sell any of the Equity Shares subscribed in this Issue other than on a recognized Indian stock exchange for a period of 12 months from the date of this Issue.***

Pursuant to SEBI ICDR Regulations, for a period of 12 months from the date of this Issue, investors subscribing to the Equity Shares in this Issue may only sell their Equity Shares on the NSE or the BSE and may not enter into any off-market trading in respect of these Equity Shares. We cannot assure you that these restrictions will not have an impact on the price or liquidity of the Equity Shares.

MARKET PRICE INFORMATION

The Equity Shares have been listed on BSE since May 28, 2007 and NSE on November 2, 2007. As on the date of this Placement Document, 23,16,24,104 Equity Shares have been issued, subscribed and paid up.

As of May 10, 2017 the closing price of the Equity Shares on BSE and NSE was ₹ 165.70 and ₹ 166.20 per Equity Share, respectively. Since the Equity Shares are available for trading on BSE and NSE, the market price and other information for each of BSE and NSE has been given separately.

1. The following tables set forth the reported high, low, average market prices and the trading volumes of the Equity Shares on the Stock Exchanges on the dates on which such high and low prices were recorded and the total trading volumes for the following periods:

- (i) 12 month period commencing from April 1, 2016 and ending on March 31, 2017;
- (ii) 12 month period commencing from April 1, 2015 and ending on March 31, 2016; and
- (iii) 12 month period commencing from April 1, 2014 and ending on March 31, 2015.

Year ending March	High	Date of high	No of Equity Shares traded on date of high	Total volume traded on date of high (₹ Lakhs)	Low	Date of low	No of Equity Shares traded on date of low	Total volume traded on date of low (₹ Lakhs)	Average price for the year
FY 15	108.60	May 23, 2014	1,828,098	2,001.62	75.25	March 27, 2015	839,676	618.46	92.48
FY 16	94.15	April 15, 2015	1,260,291	1,195	49.60	February 29, 2016	209,561	106.04	75.62
FY 17	185.85	October 26, 2016	2,849,480	5,394.34	68.45	April 1, 2016	653,791	448.28	122.81

(Source: www.bseindia.com)

Notes:

1. High, low and average prices are based on the daily closing prices.
2. In case of two days with the same closing price, the date with the higher volume has been chosen.
3. Average price for the year represents the average of the closing prices on the last day of each year presented.

Year ending March	High	Date of high	No of Equity Shares traded on date of high	Total volume traded on date of high (₹ Lakhs)	Low	Date of low	No of Equity Shares traded on date of low	Total volume traded on date of low (₹ Lakhs)	Average price for the year
FY 15	108.25	May 23, 2014	5,994,730.00	6,566.62	75.50	March 27, 2015	2,900,451.00	2,128.43	92.49
FY 16	94.25	April 15, 2015	6,199,469.00	5,887.45	49.70	February 29, 2016	803,080.00	406.72	75.62
FY 17	185.75	October 26, 2016	13,771,475.00	26,072.11	68.35	April 1, 2016	3,633,761.00	2,484.47	122.67

(Source: www.nseindia.com)

Notes:

1. High, low and average prices are based on the daily closing prices.
 2. In case of two days with the same closing price, the date with the higher volume has been chosen.
 3. Average price for the year represents the average of the closing prices on the last day of each year presented.
2. The following tables set forth the reported high, low and average market prices and the trading volumes of the Equity Shares on the Stock Exchanges on the dates on which such high and low prices were recorded during each of the last six months, as applicable:

Month	High	Date of high	No of Equity Shares traded on date of high	Total volume traded on date of high (₹ Lakhs)	Low	Date of low	No of Equity Shares traded on date of low	Total volume traded on date of low (₹ Lakhs)	Average price for the month
April 2017	213.65	April 3, 2017	5,559,434	11,378.53	159.35	April 28, 2017	2,297,344	3,697.44	176.33
March 2017	180.95	March 31, 2017	392,023	712.88	149.35	March 2, 2017	1,331,869	2,039.17	169.83
February 2017	145.50	February 27, 2017	1,440,302	2,048.07	114.85	February 16, 2017	268,913	307.48	129.09
January 2017	135.40	January 17, 2017	1,155,988	1,582.81	116.00	January 2, 2017	1,181,078	1,343.86	126.71
December 2016	113.95	December 9, 2016	427,661	489.23	95.40	December 26, 2016	314,923	302.36	107.76
November 2016	177.65	November 1, 2016	598,188	1,076.43	104.00	November 16, 2016	965,557	1,032.76	127.92

(Source: www.bseindia.com)

Month	High	Date of high	No of Equity Shares traded on date of high	Total volume traded on date of high (₹ Lakhs)	Low	Date of low	No of Equity Shares traded on date of low	Total volume traded on date of low (₹ Lakhs)	Average price for the month
April 2017	214.00	April 3, 2017	3,715,346	6,240.09	159.50	April 28, 2017	6,928,024	11,217.46	176.32
March 2017	181.10	March 31, 2017	1,814,177	3,299.63	149.50	March 2, 2017	5,573,400	8,527.39	169.93
February 2017	145.55	February 27, 2017	6,769,291	9,613.39	114.60	February 16, 2017	1,792,285	2,045.68	129.20
January 2017	135.40	January 17, 2017	4,916,260	6,731.72	116.15	January 2, 2017	4,609,202	5,256.84	126.84
December 2016	114.10	December 9, 2016	1,748,106	1,999.26	95.55	December 26, 2016	1,029,567	990.05	107.77
November 2016	177.85	November 1, 2016	2,159,227	3,891.45	104.10	November 16, 2016	3,171,174	3,388.87	128.02

(Source: www.nseindia.com)

Notes:

1. High and low prices are based on the intra day high and low prices.
2. In case of two days with the same closing price, the date with the higher volume has been chosen.
3. Average price for the month represents the average of the closing prices on each day of each month.
3. The following table set forth the details of the number of Equity Shares traded on the Stock Exchanges and the turnover during the last six months:

Period	Number of Equity Shares traded		Turnover (In ₹ Lakhs)	
	BSE	NSE	BSE	NSE
April 2017	33,831,255	143,652,293	62,175	264,573
March 2017	29,237,644	125,442,027	49,678.17	2,12,338.34
February 2017	11,126,224	47,424,504	14,650.19	62,510.26
January 2017	15,078,944	62,542,654	19,104.07	79,477.50
December 2016	11,248,528	40,101,764	12,217.78	43,550.64
November 2016	26,211,005	95,962,640	32,501.51	1,20,069.93

(Source: www.bseindia.com and www.nseindia.com)

4. The following tables set forth the market price on the Stock Exchanges on March 23, 2017 the first working day following the approval of the Board for the Issue:

BSE					
Open	High	Low	Close	Number of Equity Shares traded	Volume (₹ Lakhs)
178.05	181.20	177.30	178.05	8,90,447	1,597.78

(Source: www.bseindia.com)

NSE					
Open	High	Low	Close	Number of Equity Shares traded	Volume (₹ Lakhs)
178.60	181.30	177.50	178.30	45,03,600	8,082.04

(Source: www.nseindia.com)

In the event the high or low or closing price of the Equity shares are the same on more than one day, the day on which there has been higher volume of trading has been considered for the purposes of this chapter.

USE OF PROCEEDS

The gross proceeds from the Issue are expected to be approximately ₹ 5,50,00,00,470. The net proceeds from the Issue after deducting fees, commissions and expenses of the Issue are expected to be approximately ₹ 5,42,57,10,465 ("**Net Proceeds**").

Subject to compliance with applicable laws and regulations, our Company intends to use the Net Proceeds for, amongst other things, funding our expansion and / or acquisition plans, repayment of debt, meeting our capital expenditure and working capital requirements, and general corporate purposes.

Pending utilisation for the purposes described above, our Company intends to temporarily invest funds in creditworthy instruments, including high grade debt instruments, liquid debt mutual funds, deposits with banks and corporates. Such investments would be in accordance with the investment policies as approved by the Board from time to time and all applicable laws and regulations.

The Net Proceeds of the Issue are not proposed to be utilised towards any specific project. Accordingly, the requirement to disclose (i) break up of cost of the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project, are not applicable.

Neither our Promoters nor the Directors are making any contribution either as part of the Issue or separately in furtherance of the objects of the Issue.

CAPITALISATION STATEMENT

The table below sets forth our Company's capitalisation (on a consolidated basis) as of, and for the six month period ended September 30, 2016, on an actual basis, which has been extracted from our Interim Unaudited Consolidated Financial Results and as adjusted to give effect to the receipt of the gross proceeds of the Issue and the application thereof.

You should read this table together with the section "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 63, our Interim Unaudited Consolidated Financial Results and the related notes thereto included in the section "*Financial Information*" on page 150.

(₹ in lakhs)

Particulars	As at September 30, 2016	
	Actual	As adjusted for the Issue [#]
Short term borrowings (A):	1,114.60	1,114.60
Long term borrowings (B):	16,312.98	16,312.98
Current maturities of long term borrowings (C):	4,293.12	4,293.12
Total Long Term Debt (D = B + C)	20,606.10	20,606.10
Total borrowings (E = A + B + C)	21,720.70	21,720.70
Shareholders' funds:		
Share capital	2,311.44	2,666.28
Securities premium	52,171.22	1,06,816.38
Reserves and surplus	34,432.97	34,432.97
Total Shareholders Funds (excluding loan funds) (F)	88,915.63	1,43,915.63
Total Capitalisation(G = E+ F)	1,10,636.33	1,65,636.33

[#] The figures for the respective financial results line items are derived solely after considering the impact of the Issue and without taking into consideration any other transaction or movement of the relevant line items after September 30, 2016.

CAPITAL STRUCTURE

The share capital of our Company as at the date of this Placement Document is set forth below:

(In ₹)

	Aggregate value at face value
A AUTHORISED SHARE CAPITAL	
42,05,00,000 Equity Shares of ₹ 1 each	42,05,00,000
1,40,00,000 Preference Shares of ₹ 10 each	14,00,00,000
B ISSUED, SUBSCRIBED AND PAID UP CAPITAL BEFORE THE ISSUE	
23,16,24,104 Equity Shares of ₹ 1 each	23,16,24,104
D PRESENT ISSUE IN TERMS OF THIS PLACEMENT DOCUMENT	
Up to 3,54,83,874 Equity Shares aggregating to ₹ 5,50,00,00,470 ⁽¹⁾	3,54,83,874
E PAID-UP CAPITAL AFTER THE ISSUE⁽²⁾	
26,71,07,978 Equity Shares of ₹ 1 each fully paid up	26,71,07,978
F SHARE PREMIUM ACCOUNT	
Before the Issue	5,28,59,90,861.50
After the Issue	10,75,05,07,457.50

(1) The Issue has been authorised by the Board of Directors pursuant to its resolution passed on March 22, 2017 and the shareholders pursuant to their resolution dated April 18, 2017.

(2) Subject to Allotment of 3,54,83,874 Equity Shares pursuant to the Issue.

Equity share capital history of our Company

The following table sets forth details of allotments of Equity Shares by our Company:

Date of allotment	No. of Equity Shares allotted	Cumulative No. of Equity Shares	Face value (In ₹)	Issue price per Equity Share (In ₹)	Reason for allotment	Consideration (Cash/other than cash)
November 5, 1990	2	2	10	10	Subscription to the memorandum	Cash
April 30, 1992	98	100	10	10	Allotment to Promoters	Cash
July 15, 1992	25	125	10	10	Allotment to Promoters	Cash
September 15, 1993	19,975	20,100	10	10	Allotment to Promoters	Cash
March 19, 1994	19,79,900	20,00,000	10	10	Allotment to Promoters	Cash
March 31, 1995	20,00,000	40,00,000	10	10	Allotment to Promoters	Cash
June 27, 2003	2,04,77,070	2,44,77,070	10	10	Allotment to Promoters	Other than cash
January 5, 2007	1,05,04,785	1,05,04,785	10	10	Composite Scheme	Other than cash
January 7, 2008	Sub-division of 1,05,04,785 equity shares of face value of ₹ 10 each into 10,50,47,850 Equity Shares of ₹ 1 each					
February 14, 2008	1,01,64,610	11,52,12,460	1	40.50	Preferential allotment	Cash
February 20, 2008	2,03,15,670	13,55,28,130	1	40.5	Preferential allotment	Cash
July 28, 2009	61,38,271	14,16,66,401	1	40.5	Conversion of warrants	Cash
July 29, 2009	2,00,000	14,18,66,401	1	40.5	Conversion of warrants	Cash
August 13, 2009	86,61,729	15,05,28,130	1	40.5	Conversion of	Cash

Date of allotment	No. of Equity Shares allotted	Cumulative No. of Equity Shares	Face value (In ₹)	Issue price per Equity Share (In ₹)	Reason for allotment	Consideration (Cash/other than cash)
					warrants	
September 7, 2009	1,66,33,000	16,71,61,130	1	50.06	Qualified institutions placement	Cash
October 29, 2010	3,46,47,059	20,18,08,189	1	51	Preferential allotment	Cash
July 18, 2011	7,25,000	20,25,33,189	1	30	Exercise of options under the Deltacorp ESOS 2009	Cash
August 11, 2011	2,13,30,000	22,38,63,189	1	51	Conversion of warrants	Cash
February 24, 2012	55,000	22,39,18,189	1	51	Exercise of options under the Deltacorp ESOS 2009	Cash
October 1, 2012	7,25,000	22,46,43,189	1	30	Exercise of options under the Deltacorp ESOS 2009	Cash
October 1, 2012	1,22,250	22,47,65,439	1	51	Exercise of options under the Deltacorp ESOS 2009	Cash
December 11, 2012	4,11,400	22,51,76,839	1	51	Exercise of options under the Deltacorp ESOS 2009	Cash
January 17, 2013	16,74,665	22,68,51,504	1	1	RRPL Scheme of Amalgamation	Other than cash
October 21, 2013	6,75,000	22,75,26,504	1	30	Exercise of options under the Deltacorp ESOS Scheme	Cash
November 7, 2013	50,000	22,75,76,504	1	30	Exercise of options under the Deltacorp ESOS 2009	Cash
May 28, 2014	17,01,350	22,92,77,854	1	51	Exercise of options under the Deltacorp ESOS 2009	Cash
August 14, 2014	2,75,000	22,95,52,854	1	30	Exercise of options under the Deltacorp ESOS 2009	Cash
August 14, 2014	24,000	22,95,76,854	1	52	Exercise of options under the Deltacorp ESOS 2009	Cash
September 15, 2014	1,94,750	22,97,71,604	1	52	Exercise of options under the Deltacorp ESOS 2009	Cash
November 18, 2014	4,40,000	23,02,11,604	1	52	Exercise of options under the Deltacorp ESOS 2009	Cash

Date of allotment	No. of Equity Shares allotted	Cumulative No. of Equity Shares	Face value (In ₹)	Issue price per Equity Share (In ₹)	Reason for allotment	Consideration (Cash/other than cash)
December 26, 2014	4,25,000	23,06,36,604	1	30	Exercise of options under the Deltacorp ESOS 2009	Cash
December 26, 2014	2,500	23,06,39,104	1	52	Exercise of options under the Deltacorp ESOS 2009	Cash
February 3, 2015	25,000	23,06,64,104	1	30	Exercise of options under the Deltacorp ESOS 2009	Cash
Allotments made in the last one year preceding the date of this Placement Document						
August 16, 2016	2,80,000	23,09,44,104	1	95	Exercise of options under the Deltacorp ESOS 2009	Cash
August 22, 2016	2,00,000	23,11,44,104	1	95	Exercise of options under the Deltacorp ESOS 2009	Cash
January 10, 2017	4,77,500	23,16,21,604	1	95	Exercise of options under the Deltacorp ESOS 2009	Cash
January 10, 2017	2,500	23,16,24,104	1	52	Exercise of options under the Deltacorp ESOS Scheme	Cash

Employee stock option scheme

As on the date of filing this Placement Document, our Company has one subsisting employees' stock option scheme, the Deltacorp ESOS 2009. The Deltacorp ESOS 2009 came into effect on July 8, 2010 pursuant to the approval of the Board of Directors through its resolution dated October 28, 2009 and approval of the Shareholders by way of a resolution, through postal ballot, dated December 7, 2009. It is administered by the Compensation Committee, which was subsequently renamed to the Nomination, Remuneration and Compensation Committee. The maximum number of options that can be granted under the Deltacorp ESOS 2009 is such number of options exercisable into not more than 10,000,000 Equity Shares of the Company. The Deltacorp ESOS 2009 shall be in effect until terminated by the Board of Directors or the date on which all of the options available for issuance have been issued and exercised.

DIVIDENDS

The declaration and payment of dividend will be recommended by the Board of Directors and approved by the Shareholders at their discretion and will depend on our Company's revenues, capital requirements, contractual obligations, cash flows, overall financial condition (including capital position) and other factors. The Board may also, from time to time, pay interim dividend. The declaration and payment of dividend would be governed by the applicable provisions of the Companies Act, the Articles of Association and our Company's dividend distribution policy. The details of dividends declared by our Company for the Fiscal Years 2016, 2015 and 2014 are set out below:

Fiscal year	Dividend per Equity Share (in ₹)	Total amount of dividend (in ₹)
2016	0.20	4,62,28,820.80
2015	0.10	2,30,66,410.40
2014	0.25	5,74,42,901.00

Our Company has formulated a dividend distribution policy, which came into force pursuant to a resolution passed by the Board on October 25, 2016. In order to determine the nature and quantum of payment of dividend, our Company will take into account certain (1) internal factors, such as (a) profits earned during a year, (b) present and future capital requirements of the existing businesses, (c) brand and business acquisitions, (d) expansion and modernisation of existing businesses, (e) additional investments in subsidiaries/associates of the Company, (f) fresh investments into external businesses, and (g) any other factors deemed fit by the Board; and (2) external factors such as (a) state of the economy, (b) capital markets, and (c) statutory restrictions.

For a summary of some of the restrictions that may materially affect our ability to declare or pay dividends, see the section titled "*Risk Factors – Our ability to pay dividends in the future will depend on our future cash flows, working capital requirements, capital expenditure, financial condition and restrictive covenants in our financing arrangements*" on page 53.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our Group's financial condition and results of operations together with our Audited Consolidated Financial Statements and Unaudited Consolidated Financial Results included in this Placement Document, along with the section titled "Financial Information" beginning on page 150 of this Placement Document. You should also read the section titled "Risk Factors" beginning on page 37 of this Placement Document, which discusses a number of factors and contingencies that could impact our financial condition, results of operations and cash flows. The following discussion relates to our Group and is based on our Group's Audited Consolidated Financial Statements, which have been prepared in accordance with Indian GAAP, Ind AS and the applicable provisions of the Companies Act. The following discussion is also based on internally prepared statistical information and on publicly available information. Our Group's fiscal year ends on March 31, so all references to a particular fiscal year of our Company are to the 12-month period ended March 31.

In addition to the other information contained in this Placement Document, you should consider the information contained below in this section and some of the key factors that we expect will affect our reported results and our financial condition in the future.

Certain industry, technical and financial terms used in this discussion shall have the meanings ascribed to them in the section entitled "Definitions and Abbreviations" beginning on page 16 of this Placement Document.

Overview

Delta Corp Limited ("**Delta Corp**") is the only listed company engaged in the casino (electronic and live) gaming industry in India. We, along with our Subsidiaries, currently own and operate casinos in India, in the states of Goa and Sikkim, offering approximately 1,500 gaming positions. In addition, we are also proposing to venture into the fast-growing online gaming space through our proposed acquisition of Gauss Networks Private Limited, which operates the online poker site '*Adda52.com*'. Our early-mover advantage has helped us secure a leadership position, with our Company holding three of the six offshore gaming licenses issued in Goa, one land based casino in Goa and one in Sikkim.

Our Company currently operates three offshore casinos in Goa, with a total of approximately 1,500 gaming positions. We operate Deltin Royale and Deltin JAQK, amongst the country's two largest offshore casinos, and Deltin Caravela, the only floating hotel with a casino in India. Our Company also owns and operates the Deltin Suites, a 106 room, all-suite hotel with a casino as well as operates the Deltin Palms, a 27-room boutique hotel, both located in Goa. We also operate the Casino Deltin Denzong located at the Denzong Regency hotel in Gangtok, Sikkim. We also own and operate The Deltin, a 176 room five-star hotel in Daman, which is an integrated resort with a proposed casino. Details of the gaming area and gaming positions available at each of the aforesaid casinos are set out below:

Casino	Gaming Area (approx. sq. ft.)	No. of Gaming Positions (approx.)
Deltin Royale	24,100	815
Deltin JAQK	11,161	379
Deltin Caravela	2,905	107
Deltin Suites	2,528	67
Casino Deltin Denzong*	5,300	173
TOTAL	45,994	1,541

* located at the Denzong Regency hotel in Gangtok, Sikkim.

Our Company's audited financial performance during the last three Fiscals and unaudited financial results as of and for the nine months period ended December 31, 2016 are as below:

Particulars**	Nine months ended December 31, 2016	Fiscal 2016	Fiscal 2015	Fiscal 2014
Total Income (including other income)	34,956.86	38,365.80	30,739.61	58,979.56
EBITDA	13,258.57	12,871.63	7,395.47	18,129.01

Particulars**	Nine months ended December 31, 2016	Fiscal 2016	Fiscal 2015	Fiscal 2014
EBITDA Margin	37.93%	33.55%	24.06%	30.74%
PAT	6,238.90	4,258.29	(2,277.14)	3,531.22
PAT Margin	17.85%	11.10%	-7.41%	5.99%

** On a consolidated basis

Significant Factors Affecting Our Results of Operations

Except as otherwise stated in this Placement Document, the Risk Factors given in this Placement Document and the following important factors could cause actual results to differ materially from the expectations include, among others:

1. **Regulatory framework and taxation policies in our industry are extensive and subject to change:** We are subject to extensive gaming regulations and political and regulatory uncertainty. Furthermore, licenses are granted for a limited duration and require renewal from time to time. For example, while we commenced operations of our hotel The Deltin, the license to operate the casino on its premises is still awaited. If we do not obtain the requisite approval, we will not be able to operate our gaming operations in Daman, which would negatively impact our future performance. The ability to renew our licenses in time could pose significant challenges and have an impact on our results of operations. Further, we have also issued undertakings in favour of the Government of Goa to relocate the operations of our Offshore Casinos out of the river Mandovi. Such relocation would entail additional costs and could impact our business, cash flows and financial condition. For details in relation to the laws currently applicable to us and the undertakings issued for relocating our Offshore Casino operations out of the Mandovi, please see "Risk Factors" on page 37 of this Placement Document, respectively.

The gaming industry is also subject to various taxes including licensing fees, gaming tax, entertainment tax and service tax. While a lot of these will merge into the GST, we are unable to ascertain the impact that this will have on our financials. From time to time, various state and national legislators and officials have proposed changes in tax laws, or in the administration of such laws, including increases in tax rates, which would affect the entertainment and gaming industry.

Further, there may be new regulations and policies introduced, which will require us to obtain approvals and licenses from applicable regulatory authorities or impose onerous requirements and conditions on our operations. In this regard, we may also have to incur additional expenditure to ensure compliance with the requirements of any such new regulations. Additionally, our online gaming operations may also be regulated in the future. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

2. **General economic and business conditions:** During periods of economic contraction such as recently experienced, revenues of companies operating in the entertainment and gaming industry may decrease while some of the costs remain fixed or even increase, resulting in decreased earnings. Gaming and other leisure activities we offer represent discretionary expenditures and participation in such activities may decline during economic downturns, during which consumers generally earn less disposable income. While we have experienced growth in the past years, we cannot predict how severe or prolonged any global economic downturn will be. As a result, the historical marketing information that we have collected may be less effective as a means of predicting future demand and operating results.
3. **Company's ability to successfully implement its strategy and its growth and expansion plans:** As part of our growth strategy, we have intend to commence operations in a new line of business where we have no prior experience, namely online gaming by way of our proposed acquisition of Gauss Networks Private Limited, which operates the online poker site 'Adda52.com'. This new line of business will require us to compete against well-established competitors. Further, we commenced our operations in the gaming and hospitality business in the calendar year 2008 and 2011 respectively and therefore have limited experience in these lines of business. Although we have a relative 'early mover' advantage with respect to the entertainment and gaming business in India, these lines of business wherein we have limited experience, will place significant demands on our management and finances, as well as our accounting and operating systems. Further, while we have currently hired and trained the required personnel, we may in the future face problems in recruiting, training and retaining such personnel.
4. **Our ability to effectively compete against our competitors:** The gaming industry is competitive and our

competitors vary considerably in size, quality of facilities, number of operations, brand identities, marketing and growth strategies, financial strength and capabilities and management talent. We believe we are currently able to compete effectively in each of the markets in which we participate. However, our ability to continue to maintain or further increase our current market share will have an impact on our business and financial condition. Further, if we lose our market leadership in future, our competitors may engage in aggressive pricing actions to compete with us.

5. ***Our Company has limited control on its ability to charge for its services:*** The majority of our income comprises of income from live casino business 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 accounted for on the basis of actual collection in each respective machine and commission earned on services offered to our customers and the interest earned on our investments. While we may modify our entry fees and introduce new games or modify existing ones, the ability of our Company to charge our customers for its services offered is limited.

CRITICAL 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 costs 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) Interests 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 and Liabilities, Disclosure of contingent liabilities on the date of financial statements and reported amount of revenue and 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 and 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 costs 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.

f) 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 and advances. In respect of supply-cum-erection contracts, the value of supplies received at site and accepted is treated as Capital Work-in-Progress.

g) 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 up to the period of five years, which is based on their estimated useful life.

h) 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.

i) Inventories

- i) Inventories are valued at lower of cost calculated on weighted average basis or net realizable value.
- ii) An inventory 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 and Loss except stores and spares initially issued at the time of start of operation, are amortized over period of three years.

j) 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 on the period of occurrence of such gains and losses. Sick leaves are not encashable. However, as the same are eligible for carry forward, provision has been made based on Actuarial Valuation report.

k) 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.

l) 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 renewal 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 and loss in the period in which the exchange rate change.

m) 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 costs are structured for the total cost of borrowings.

n) 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.

- 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.

o) 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.

p) 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 and Loss as per the terms of lease agreement over the period of lease.

q) 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 reissue.

r) Earnings 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.

s) 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 not 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.

COMPONENTS OF REVENUE AND EXPENDITURE

Revenues

Our revenue primarily consists of income from gaming and hospitality business. Our other income consists of

dividend income, Interest from Fixed Deposit, tax/duty refund, profit on sale of assets, profit on sale of shares, exchange gains, etc.

Expenditure

Given the nature of the business we operate in, we are required to invest heavily in fixed assets and as a result we benefit from a high operating leverage.

Our Company's operating expenditure consists of (i) cost of material purchased (ii) employee benefit expenses costs (iii) other expenses (iv) finance charges and (v) depreciation and amortization expenses.

Cost of material purchased and consumed include cost of foods and beverages item purchased to serve customers in gaming and hospitality business.

Other expenditure includes annual licenses fees, entertainment tax, power and fuel, repairs and maintenance expenses, advertisement and sales promotion expenses and other administrative expenses.

Finance Charges includes (i) interest payable on term loan and working capital loans (ii) Debit and credit card discount charges and (iii) miscellaneous bank charges.

Depreciation includes depreciation on plant and machinery, hotel building, ships, feeder boats, vehicles and other fixed assets.

RESULTS OF OPERATIONS

The following table sets forth, for the period indicated, certain items derived from our unaudited reviewed consolidated financial results for the nine month period ended December 31, 2016 and from our audited consolidated financial statements for Fiscal 2016, Fiscal 2015 and Fiscal 2014.

(₹ in lakhs)

Summary of Consolidated Statement of Profit and Loss	Nine months ended December 31, 2016	Fiscal 2016	Fiscal 2015	Fiscal 2014
Income				
Net Sales/Income From Operation	34,652.15	37,786.08	29,997.41	55,858.41
% Total Income	99.13%	98.49%	97.59%	94.71%
Other Income	304.71	579.72	742.20	3,121.15
% Total Income	0.87%	1.51%	2.41%	5.29%
Total Income (I)	34,956.86	38,365.80	30,739.61	58,979.56
Expenditure				
Cost Of Material Purchased	2,435.55	3,141.96	2,466.93	5,497.96
% Total Income	6.97%	8.19%	8.03%	9.32%
Changes in Inventories of Stock in Trade	(29.51)	(199.07)	7.74	16,566.29
% Total Income	-0.08%	-0.52%	0.03%	28.09%
Employee Benefits Expenses	4,819.22	5,785.32	5,265.65	4,837.62
% Total Income	13.79%	15.08%	17.13%	8.20%
Depreciation and Amortization Expense	2,737.05	3,820.75	3,468.80	1,655.83
% Total Income	7.83%	9.96%	11.28%	2.81%
License Fees and Registration Charges	2,461.28	1,769.12	2,104.78	2,025.32
% Total Income	7.04%	4.61%	6.85%	3.43%
Gaming and Entertainment Tax	3,397.60	3,977.19	3,347.98	3,562.35
% Total Income	9.72%	10.37%	10.89%	6.04%
Other Expenses	8,614.15	11,019.65	10,151.06	8,361.01
% Total Income	24.64%	28.72%	33.02%	14.18%

Summary of Consolidated Statement of Profit and Loss	Nine months ended December 31, 2016	Fiscal 2016	Fiscal 2015	Fiscal 2014
Finance Costs	2,556.00	4,144.12	5,130.27	3,342.94
% Total Income	7.31%	10.80%	16.69%	5.67%
Total (II)	26,991.34	33,459.04	31,943.22	45,849.32
% Total Income	77.21%	87.21%	103.92%	77.74%
III) Profit Before Tax And Exceptional Items	7,965.52	4,906.76	(1,203.61)	13,130.24
% Total Income	22.79%	12.79%	-3.92%	22.26%
IV) Exception Items	424.44	1,047.84	(452.13)	(1,384.07)
Less : Provision Tax	2,210.75	2,094.69	1,286.54	5,371.57
Less: MAT credit (Entitlement) / Reversal	-	-	57.37	(556.37)
Less : Deferred Tax Liability	(49.16)	51.97	(469.20)	424.38
Add/Less : Earlier Years Adjustments (s)	-	(143.46)	208.21	(37.50)
V) Net Profit	6,228.37	3,951.40	(2,738.65)	6,544.09
% Total Income	17.82%	10.30%	-8.91%	11.10%
Prior Period Items	-	(7.72)	(35.46)	(42.20)
Loss of Associate and Joint Venture	(237.26)	-	(0.95)	(60.56)
Minority Interest	247.79	314.61	497.92	(2,910.11)
VI) Net Profit / (Loss) for the year / period	6,238.90	4,258.29	(2,277.14)	3,531.22

NINE MONTHS PERIOD ENDED DECEMBER 31, 2016

Sales/Operating Income: Our operating income was ₹ 34,652.15 lakhs in the nine months ended December 31, 2016, which was 99.13% of our total income.

Other Income: Other income during the nine months ended December 31, 2016 was ₹ 304.71 lakhs. This comprised interest on investments, dividends and exchange gains. Other income as a percentage of total income constituted 0.87% of our total income.

Total Income: Our total income was ₹ 34,956.86 lakhs in the nine months ended December 31, 2016. The breakup of the Sales and Other Income (refer note below) which comprises Total Income is as follows:

Particulars	(₹ in lakhs)
Gaming Division	31,030.59
Hospitality Division	5,078.31
Total Revenue	36,108.90
Inter Segment Transaction	(1,456.75)
Net Revenue from Operation	34,652.15
Other Income	304.71
Total Income	34,956.86

Factors that affected the results of operations for the nine month period ended December 31, 2016:

- There was an increase in the footfalls of customers at our Casinos and Hotels leading to an increase in business and turnover;
- Our property, the Deltin Suites completed its first full operational year, as compared to a shorter 2-3 month operational period in Fiscal 2016 and the Deltin Caravela commenced commercial operations during the nine month period ended December 31, 2016, resulting in additional revenue streams for our Company;
- The third quarter of Fiscal 2016 also witnessed the demonetization drive that resulted in a short period of uncertainty; however, there was no substantial loss of revenue during the said period; and
- Our high operating leverage began to deliver higher margins on the back of increased sales. We managed to rationalize our costs, primarily driven by our operating leverage, reduced finance costs and reduced depreciation, which were partly offset by an increase in the payment of license fees and registration charges.

Fiscal Year 2016 compared with the Fiscal Year 2015

Sales/operating income: Our operating income increased by 25.96% from ₹ 29,997.41 lakhs in the fiscal year ended March 31, 2015 to ₹ 37,786.08 lakhs in the fiscal year ended March 31, 2016. The increase in revenue is mainly attributable to an increase in footfalls at our Casinos and Hotels and the commencement of the commercial operations of our Onshore Casino at the Deltin Suites, Goa.

- Income from gaming division increased by 22.85% from ₹ 26,808.15 lakhs in the Fiscal Year ended March 31, 2015 to ₹ 32,933.99 lakhs in the Fiscal Year ended March 31, 2016.
- Income from hospitality division increased by 92.26% from ₹ 2,915.69 lakhs in the Fiscal Year ended March 31, 2015 to ₹ 5,605.60 lakhs in the Fiscal Year ended March 31, 2016.
- Income from other division reduced by 12.86% from ₹ 874.27 lakhs in Fiscal Year ended March 31, 2015 to ₹ 761.84 lakhs in Fiscal Year ended March 31, 2016.

Other income: Other income reduced by 21.89% from ₹ 742.20 lakhs in the Fiscal Year ended March 31, 2015 to ₹ 579.72 lakhs in the Fiscal Year ended March 31, 2016. This was primarily due to reduction in profit on sale of investments. Other income as a percentage of total income constituted 2.41% in the Fiscal Year ended March 31, 2015 as against 1.51% in the Fiscal Year ended March 31, 2016.

Total income: Due to the aforesaid reasons, our total income increased by 24.81% from ₹ 30,739.61 lakhs in the Fiscal Year ended March 31, 2015 to ₹ 38,365.80 lakhs in the Fiscal Year ended March 31, 2016.

Cost of material purchased and consumed: The material purchased and consumed increased by 18.92% from ₹ 2,474.67 lakhs in the Fiscal Year ended March 31, 2015 to ₹ 2,942.89 lakhs in the Fiscal Year ended March 31, 2016. This is majorly due to increase in footfalls at our Casinos and Hotels.

Staff cost: Our staff cost increased by 9.87% from ₹ 5,265.65 lakhs in the Fiscal Year ended March 31, 2015 to ₹ 5,785.32 lakhs in the Fiscal Year ended March 31, 2016. This was on account of normal increment given to staff. The increase is due to annual increment along with addition of new staff at various locations.

Other expenses: Other expenses increased by 8.56% from ₹ 10,151.06 lakhs in the Fiscal Year ended March 31, 2015 to ₹ 11,019.65 lakhs in the Fiscal Year ended March 31, 2016. Other expenses as a percentage of total income reduced from 33.02% to 28.72%. The increase in other expenses is primarily due to increase in advertising spend, legal and professional fees, rent, rates and taxes paid.

Finance charges: Finance charges decreased by 19.22% from ₹ 5,130.27 lakhs in the Fiscal Year ended March 31, 2015 to ₹ 4,144.12 lakhs in the Fiscal Year ended March 31, 2016. This is primarily due to lower interest outgo on account of scheduled repayment of borrowing coupled with a reduction in the rate of our borrowings. During the same period, finance cost as a percentage of total income reduced from 16.69% to 10.80%.

Depreciation/Amortization: Depreciation/amortization increased by 10.15% from ₹ 3,468.80 lakhs in the Fiscal Year ended March 31, 2015 to ₹ 3,820.75 lakhs in the Fiscal Year ended March 31, 2016. This was due to addition to gross block of fixed assets.

Prior period adjustments: Prior period adjustment in the Fiscal Year ended March 31, 2016 was ₹ 7.72 lakhs which represented short provision of expenses from the previous Financial Year.

Exceptional items: Exceptional items primarily represent one time casino license transfer fees payable on merger of one of the subsidiaries and profits on sale of subsidiaries during the Fiscal Year ended March 31, 2016 while for the Fiscal Year ended March 31, 2015 there were loss on account of impairment in investment value of subsidiary companies.

Profit before taxation: For the reasons discussed above, profit before taxation increased from loss of ₹ (1,655.73) lakhs in the Fiscal Year ended March 31, 2015 to profit of ₹ 5,954.60 lakhs in the Fiscal Year ended March 31, 2016.

Provision for taxation: Provision for taxation has increased by 84.98% from ₹ 1,082.92 lakhs in the Fiscal

Year ended March 31, 2015 to ₹ 2,003.20 lakhs in the Fiscal Year ended March 31, 2016.

Net Profit for the year: For the reasons discussed above, our net profit increased from a net loss of ₹ (2,277.14) lakhs in the Fiscal Year ended March 31, 2015 to Net Profit of ₹ 4,258.29 lakhs in the Fiscal Year ended March 31, 2016.

Fiscal Year 2015 compared with the Fiscal Year 2014

Sales/operating income: Our operating income decreased by 46.30% from ₹ 55,858.41 lakhs in the Fiscal Year ended March 31, 2014 to ₹ 29,997.41 lakhs in the Fiscal Year ended March 31, 2015. The decrease in revenue was mainly due to no revenue from real estate business in Financial Year 2015.

- Income from gaming division increased by 3.95% from ₹ 25,788.80 lakhs in the Fiscal Year ended March 31, 2014 to ₹ 26,808.15 lakhs in the Fiscal Year ended March 31, 2015.
- Income from the hospitality division increased by 154.13% from ₹ 1,147.33 lakhs in the Fiscal Year ended March 31, 2014 to ₹ 2,915.69 lakhs in the Fiscal Year ended March 31, 2015.
- Income from real estate business reduced by 100.00% from ₹ 29,138.61 lakhs in the Fiscal Year ended March 31, 2014 to nil in the Fiscal Year ended March 31, 2015, as we exited from that segment.
- Income from other divisions reduced by 33.39% from ₹ 1,312.47 lakhs in the Fiscal Year ended March 31, 2014 to ₹ 874.27 lakhs in the Fiscal Year ended March 31, 2015.

Other income: Other income reduced by 76.22% from ₹ 3,121.15 lakhs in the Fiscal Year ended March 31, 2014 to ₹ 742.20 lakhs in the Fiscal Year ended March 31, 2015. This was primarily due to a one-time profit on the sale of investments that we had made in Fiscal 2014 and the resultant reduction in interest income from those investments. Other income as a percentage of total income constituted 5.29% in the Fiscal Year ended March 31, 2014 as against 2.41% in the Fiscal Year ended March 31, 2015.

Total income: Due to the aforesaid reasons, our total income decreased by 47.88% from ₹ 58,979.56 lakhs in the Fiscal Year ended March 31, 2014 to ₹ 30,739.61 lakhs in the Fiscal Year ended March 31, 2015.

Cost of material purchased and consumed: The material purchased and consumed decreased by 88.78% from ₹ 22,064.25 lakhs in the Fiscal Year ended March 31, 2014 to ₹ 2,474.67 lakhs in the Fiscal Year ended March 31, 2015. This was mainly due our exit from the real estate business segment in Fiscal 2015.

Staff cost: Our staff cost increased by 8.85% from ₹ 4,837. 62 lakhs in the Fiscal Year ended March 31, 2014 to ₹ 5,265.65 lakhs in the Fiscal Year ended March 31, 2015. This was on account of increments given to staff in the normal course of business, along with addition of new personnel at various locations.

Other expenses: Other expenses increased by 21.41% from ₹ 8,361.01 lakhs in the Fiscal Year ended March 31, 2014 to ₹ 10,151.06 lakhs in the Fiscal Year ended March 31, 2015. Other expenses as a percentage of total income increased from 14.18% to 33.02%. The increase in other expenses is primarily due to increase in advertising and sales promotion spend, power and fuel cost, legal and professional fees, charities and donations, repairs and maintenance, rent, rates and taxes paid.

Finance charges: Finance charges increased by 53.47% from ₹ 3,342.94 lakhs in the Fiscal Year ended March 31, 2014 to ₹ 5,130.27 lakhs in the Fiscal Year ended March 31, 2015. This was primarily due to capitalisation of borrowing cost in Fiscal Year 2014, which was debited to profit and loss account in Fiscal Year 2015. During the same period, finance cost as a percentage of total income increased from 5.67% to 16.69%.

Depreciation/Amortization: Depreciation/amortization increased by 109.49% from ₹ 1,655.83 lakhs in the Fiscal Year ended March 31, 2014 to ₹ 3,468.80 lakhs in the Fiscal Year ended March 31, 2015. This was primarily due to capitalisation of The Deltin project in 2015.

Prior period adjustments: Prior period adjustment in the Fiscal Year ended March 31, 2015 was ₹ 35.46 lakhs which represented short provision of expenses from previous Financial Year.

Exceptional items: Exceptional items represent loss on account of impairment in investment value of subsidiary

companies during the Fiscal Year ended March 31, 2015 and also for the Fiscal Year ended March 31, 2014.

Profit before taxation: For the reasons discussed above, we incurred a loss of ₹ 1,655.73 lakhs in the Fiscal Year ended March 31, 2015 as opposed to a profit before taxes of ₹ 11,746.17 lakhs in the Fiscal Year ended March 31, 2014.

Provision for taxation: Provision for taxation has decreased by 79.18% from ₹ 5,202.08 lakhs in the Fiscal Year ended March 31, 2014 to ₹ 1,082.92 lakhs in the Fiscal Year ended March 31, 2015.

Net profit for the year: For the reasons discussed above, we incurred a net loss ₹ 2,277.14 lakhs in the Fiscal Year ended March 31, 2015 as opposed to a net profit of ₹ 3,531.22 lakhs in the Fiscal Year ended March 31, 2014.

ASSETS

The following table sets forth the principal components of our assets and shareholders' funds as of March 31, 2016, 2015 and 2014.

(₹ in lakhs)

Particulars	Fiscal 2016	Fiscal 2015	Fiscal 2014
Non Current Assets:			
Fixed Assets	77,459.35	80,151.38	81,546.41
Non-Current Investments	1,123.61	1,264.84	1,231.21
Long-Term Loans and Advances	2,873.50	3,889.81	5,045.69
Other non-current assets	2,034.84	1,802.93	1,286.61
Goodwill (On Consolidation)Net	5,138.93	5,648.08	4,382.69
Deferred Tax Assets(Net)	563.27	615.24	146.12
	89,193.50	93,372.28	93,638.72
Current Assets:			
Current Investments	9,246.66	9,506.16	9,253.62
Inventories	7,076.23	6,954.49	7,172.15
Trade Receivable	1,462.25	2,276.24	6,737.32
Cash and Bank Balances	2,280.44	2,096.72	5,509.95
Short-Term Loans and Advances	8,745.06	7,458.38	6,657.44
Other Current Assets	94.15	107.38	505.53
	28,904.79	28,399.37	35,836.01
Total	118,098.29	121,771.65	129,474.73

Fixed assets:

Fixed assets include land, hotel buildings, ship, plant and machinery, furniture fixtures, office equipment and vehicles. Our net block of fixed assets including work-in-progress was ₹ 77,459.35 lakhs, ₹ 80,151.38 lakhs and ₹ 81,546.41 lakhs as of March 31, 2016, March 31, 2015 and March 31, 2014, respectively.

Goodwill (on consolidation)

Goodwill (on consolidation) represents net investment held in various subsidiaries minus underlying net assets value in various subsidiary companies. Goodwill (on consolidation) was ₹ 5,138.93 lakhs, ₹ 5,648.08 lakhs and ₹ 4,382.69 lakhs as of March 31, 2016, March 31, 2015 and March 31, 2014, respectively.

Non-current investments

Our non-investments represent long term securities held in Joint venture, associate companies and other investments. Our total investment was ₹ 1,123.61 lakhs, ₹ 1,264.84 lakhs and ₹ 1,231.21 lakhs as of March 31, 2016, March 31, 2015 and March 31, 2014, respectively.

Long term loans and advances

Our long term loans and advances represent capital advances, security deposit, prepaid expenses and tax advances which are long term in nature. Our total long term loans and advances was ₹ 2,873.50 lakhs, ₹ 3,889.81 lakhs and ₹ 5,045.69 lakhs as of March 31, 2016, March 31, 2015 and March 31, 2014, respectively.

Other non-Current Assets

Our other non-current assets investments represent fixed deposit whose maturity period are more than 12 months. Our total other non-current assets was ₹ 2,034.84 lakhs, ₹ 1,802.93 lakhs and ₹ 1,286.61 lakhs as of March 31, 2016, March 31, 2015 and March 31, 2014, respectively.

Current assets, loans and advances

Our current assets, loans and advances comprises inventories, current investments, sundry debtors, cash and bank balances and loans and advances. Our total current assets, loans and advances were ₹ 28,904.79 lakhs, ₹ 28,399.37 lakhs and ₹ 35,836.01 lakhs as of March 31, 2016, March 31, 2015 and March 31, 2014, respectively.

Inventories

Our inventories comprised of inventory of food and beverage items, stores and spares and land parcel. Our total inventory was ₹ 7,076.23 lakhs, ₹ 6,954.49 lakhs and ₹ 7,172.15 lakhs as of March 31, 2016, March 31, 2015 and March 31, 2014, respectively.

Sundry debtors

Our sundry debtors were ₹ 1,462.25 lakhs, ₹ 2,276.24 lakhs and ₹ 6,737.32 lakhs as of March 31, 2016, March 31, 2015 and March 31, 2014, respectively.

Cash and bank balances

Our consolidated cash and bank balances comprise cash in hand and balances with banks. The total cash and bank balances were ₹ 2,280.44 lakhs, ₹ 2,096.72 lakhs and ₹ 5,509.95 lakhs as of March 31, 2016, March 31, 2015 and March 31, 2014, respectively.

Short term loans and advances

Our consolidated loans and advances primarily comprise of advances given to joint venture and other companies, deposits, business advances and the advance payments in respect of income tax. The total loans and advances were ₹ 8,745.06 lakhs, ₹ 7,458.38 lakhs and ₹ 6,657.44 lakhs as of March 31, 2016, March 31, 2015 and March 31, 2014, respectively.

Other current assets

Our consolidated other current assets comprises of other receivable and assets held for sale. The total other current assets were ₹ 94.15 lakhs, ₹ 107.38 lakhs and ₹ 505.53 lakhs as of March 31, 2016, March 31, 2015 and March 31, 2014, respectively.

Liquidity and Capital Resources

Our primary liquidity needs have historically been to finance our capital expansion plans. To fund these costs, we have relied on both equity and debt. Our current liquidity needs are to finance our business operations. To fund these we have relied upon short term borrowings from banks and financial institutions.

Cash Flows

The table below sets forth the cash flow data of our Company as per its audited financial statements for Fiscal 2016, 2015 and 2014.

(₹ in lakhs)

Particulars	Fiscal 2016	Fiscal 2015	Fiscal 2014
Net cash generated from operating activities	11,565.70	8,383.77	22,778.60
Net cash used in investing activities	(1,192.51)	(2,498.18)	6,497.20
Net cash from/(used in) Financing activities	(10,183.10)	(9,292.91)	(28,432.04)
Net increase/(decrease) in cash and cash equivalent	190.09	(3,407.32)	843.76

Liabilities, Shareholders' Fund and Provisions

The following table sets forth the principal components of our liabilities and shareholders' funds as of March 31, 2016, 2015 and 2014.

(₹ in lakhs)

Particulars	Fiscal 2016	Fiscal 2015	Fiscal 2014
Shareholder's Funds:			
Share Capital	2,306.64	2,306.64	2,275.77
Reserves and Surplus	78,028.83	74,198.18	75,292.42
	80,335.47	76,504.82	77,568.18
Minority Interest	2,354.44	2,440.50	5,248.06
Long-Term Borrowings	19,279.24	22,392.14	24,069.50
Other Long-Term Liabilities	750.00	600.00	-
Long Term Provisions	361.41	294.44	223.65
	20,390.65	23,286.58	24,293.15
Current Liabilities:			
Short-Term Borrowings	1,042.90	2,770.27	2,464.90
Trade Payables	1,575.76	1,716.59	1,774.03
Other Current Liabilities	10,245.94	13,587.71	14,223.21
Short - Term Provisions	2,153.13	1,465.18	3,903.20
	15,017.73	19,539.75	22,365.34
Total	118,098.29	121,771.65	129,474.73

Short term borrowings

Our consolidated short term borrowings were ₹ 1,042.90 lakhs, ₹ 2,770.27 lakhs and ₹ 2,464.90 lakhs as of March 31, 2016, March 31, 2015 and March 31, 2014, respectively. Our short term borrowings are to fund our routine day to day business operations and are repayable within 12 months from the balance sheet date.

Trade payables and other current liabilities

Our consolidated trade payables and other current liabilities were ₹ 11,821.70 lakhs, ₹ 15,304.30 lakhs and ₹ 15,997.24 lakhs as of March 31, 2016, March 31, 2015 and March 31, 2014, respectively. Our other current liabilities also include current maturity of long term debts.

Short term provisions

Our short term provisions were ₹ 2,153.13 lakhs, ₹ 1,465.18 lakhs and ₹ 3,903.20 lakhs as of March 31, 2016, March 31, 2015 and March 31, 2014, respectively. These provisions include provisions primarily related to taxation, dividends payable and other liabilities.

Financial Instruments and Off Balance Sheet Arrangements

The following table sets forth the details of our contingent liabilities as of March 31, 2016, 2015 and 2014.

(₹ in lakhs)

Particulars		As at March 31		
		2016	2015	2014
(i)	Contingent Liabilities			
(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	1,232.90
	- Vat Liability	1.96	1.96	35.63
	- Employees Claim	91.37	8.96	8.96
	- Service Tax	-	26.61	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			
	- Financial Guarantees given to Customs Authorities for Litigation	-	-	40.00
	- Performance Guarantees given under EPCG (Refer Note : iii)	1,052.54	985.44	985.44
	- Corporate Guarantee given to bank for loan taken by Joint Venture Company	1,822.03	1,721.06	1,646.24
(c)	Other money for which the Company is contingently liable			
	-Bond given to Custom Authorities	5,834.38	5,587.39	5,587.39
(d)	Income Tax Liability on account of Search and Seizure action subject to pending assessment*	-	-	-
		10,770.11	10,190.07	9,563.18
	* Not Ascertainable			
(ii)	Capital Commitments			
	- Estimated amount of contracts remaining to be executed on capital account (Net of Capital Advances)	67.78	95.04	225.99
(iii)	Other Commitments			
	- Estimated amount of contracts remaining to be executed on goods other than capital account (Net of Advances)	12.95	179.60	48.39
	- Other Commitments (Refer Note (ii) below)	1,299.32	1,299.32	1,719.78
		1,312.27	1,478.92	1,768.17

Notes:

- 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.
- ₹ 1,299.32 lakhs 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.
- 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, our 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 within 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 Government of India, covers both manufacturer's exports and service providers. Accordingly, in accordance with chapter 5 of the Foreign Trade Policy 2009-2014, our Company is required to export goods of FOB value of ₹ 4,495.99 lakhs (previous year : ₹ 3,882.39 lakhs). Non fulfilment of the balance of such future obligation, if any, entails the Government of India to recover full duty saved amount and other penalties under the aforesaid schemes.

Quantitative and Qualitative Disclosure about Market Risk

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates, foreign currency exchange rates and commodity prices. Our primary exposure to market risk is interest rate risk

associated with our debt. We attempt to limit our exposure to interest rate risk by managing the mix of our debt between fixed-rate and variable-rate obligations. We do not purchase or hold any derivative financial instruments for trading purposes. The following discussion and analysis, which constitute "forward-looking statements" that involve risks and uncertainties, summarize our exposure to different market risks:

Commodity price risk

We are exposed to market risk with respect to the prices of certain raw materials used as fuel by our vessels and feeder vessels. The cost of fuel is subject to fluctuation based on commodity prices. We are particularly exposed to fluctuations in the prices diesel, particularly as we typically do not enter into any long-term supply agreements with our suppliers and have to pay the market rate for our fuel. We do not enter into fixed price or forward contracts in relation to procurement of these materials.

Interest Rate Risk

Our Company's exposure to interest rate risk relates primarily to its long-term debt and working capital loans. As of December 31, 2016, our Company had secured loans of ₹ 23,116.85 lakhs, which bore interest at floating rates as well as fixed rates. Therefore, fluctuations in interest rates could have the effect of increasing the interest due on our Company's outstanding debt and increases in such rates could make it more difficult for the Company to procure new debt on attractive terms. Our Company currently does not, and has no plans to engage in, interest rate derivative or swap activity.

Inflation

Inflationary factors such as increases in the cost of our products and overhead costs may adversely affect our operating results. Although we do not believe that inflation has had a material impact on our financial position or results of operations to date, a high rate of inflation in the future may have an adverse effect on our ability to maintain current margins if the selling prices of our services do not increase with these increased costs.

Liquidity Risk

Our Company faces the risk that it will not have sufficient cash flows to meet its operating requirements and its financing obligations when they become due. Our Company manages its liquidity profile through the efficient management of existing funds and effective forward planning for future funding requirements. Going forward, and to the extent it is able to do so, our Company intends to primarily use cash flows from our business operations and proceeds from the equity offerings, to meet its financing requirements.

Seasonality

Our business experiences seasonal variations, with the third quarter and last quarter of the fiscal year typically recording higher sales, and the second quarter of the fiscal year typically recording lowest sales. Our sales are also weather dependent as strong monsoon and harsh summer seasons generally lead to lower sales volumes.

Unusual or Infrequent Events or Transactions

Except as described in this Placement Document, there have been no other events or transactions that, to our knowledge, may be described as "unusual" or "infrequent".

Significant economic changes

Since the date of the last financial statements, significant economic changes have taken place which includes *inter alia* the after effects of demonetisation and further slowdown in economic growth. If these trends continue, it may have an adverse impact on the gaming and entertainment industry.

Known Trends or Uncertainties

Except as described in "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and in this Placement Document, to our knowledge, there are no known trends or uncertainties that are expected to have a material adverse impact on our revenues or income from continuing operations.

Future Relationship between Cost and Income

Except as described in "Risk Factors", "Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations", to our knowledge, there are no known factors that will have a material adverse impact on our operations and finances.

New Products or business segments

There is no new product / service intended to be launched by us or business segment intended to be entered by us save and except as described in "Use of Proceeds" and "Business" section in this Placement Document.

Seasonality of business

Over a period, our gaming and hospitality business has become a less seasonal business. Business in Goa is no longer subject to the tourist season.

Dependence on single or few suppliers / customers

We are engaged in the gaming, entertainment and hospitality business. Since these industries are service industries, we are not dependent on a single supplier or few customers. Further, there is no significant customer concentration as the service that we provide, is provided directly to the end-users.

Competitive Conditions

In all, the business segments in which we operate or intend to operate, we may face competition from the existing and future players.

Interest Coverage Ratio

The following table details our Company's interest coverage ratio as per its consolidated financial statements as of March 31, 2016, 2015 and 2014:

(₹ in lakhs)			
Particulars	Fiscal 2016	Fiscal 2015	Fiscal 2014
(i) PAT	4,258.29	(2,277.14)	3,531.22
(ii) Depreciation and Amortization Expense	3,820.75	3,468.80	1,655.83
(iii) Interest Expense	3,690.73	4,744.59	2,815.84
(iv) Total = (i)+(ii)+(iii)	11,769.77	5,936.25	8,002.89
Interest Coverage Ratio (iv) ÷ (iii)	3.19	1.25	2.84

SIGNIFICANT DEVELOPMENTS SINCE THE DATE OF LAST FINANCIAL STATEMENTS

Post the date of our audited consolidated financial statements for the Fiscal Year ended March 31, 2016, our Company has started the operations at the Deltin Caravela in June 2016 and operations at Casino Deltin Denzong at the Denzong Regency hotel in Gangtok, Sikkim, in February 2017.

Further, our Company has filed a petition with NCLT on March 29, 2017 in relation to the amalgamation of Gauss Networks Private Limited with our Company and the order in this regard, is awaited.

SUMMARY OF SIGNIFICANT DIFFERENCES AMONG INDIAN GAAP AND IND AS

Ind-AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind-AS
Ind-AS 1	Presentation of Financial Statements	Other Comprehensive Income: Statement of Other Comprehensive Income is not applicable under Indian GAAP. Some items, such as revaluation surplus, that are treated as 'other comprehensive income' under Ind-AS are recognised directly under Reserves and Surplus under Indian GAAP. There is no concept of "other comprehensive Income" under Indian GAAP.	Other Comprehensive Income: The statement of profit and loss and other comprehensive income includes all items of income and expense (i.e. all 'non-owner' changes in equity) including (a) components of profit or loss and (b) other comprehensive income (i.e. items of income and expense that are not recognised in profit and loss as required or permitted by other accounting standards under Ind-AS). An entity is required to present all items of income and expenses including components of other comprehensive income in a period in a single statement of profit and loss.
Ind-AS 1		Statement of Change in Equity: A statement of changes in equity is currently not presented. Movements in share capital, retained earnings and other reserves are to be presented in the notes to accounts.	Statement of Change in Equity: The statement of changes in equity includes the following information: - total comprehensive income for the period; - the effects on each component of equity of retrospective application or retrospective restatement in accordance with Ind-AS 8; and - for each component of equity, are reconciliation between the opening and closing balances, separately disclosing each change.
Ind-AS 1		Extraordinary items: Extraordinary items are disclosed separately in the statement of profit and loss and are included in the determination of net profit or loss for the period. Items of income or expense to be disclosed as extraordinary should be distinct from the ordinary activities and are determined by the nature of the event or transaction in relation to the business ordinarily carried out by an entity.	Extraordinary items: Presentation of any items of income or expense as extraordinary is prohibited
Ind-AS 1		Change in Accounting Policies: Under Indian GAAP, Changes in accounting policies should be made only if it is required by statute, for compliance with an Accounting Standard or for a more appropriate presentation of the financial statements on a retrospective basis together with a disclosure of the impact of the same in the current year. If a change in the accounting policy is expected to have a material effect in the later periods, the same should be appropriately disclosed.	Change in Accounting Policies: Ind-AS-1 requires retrospective application of changes in accounting policies by adjusting the opening balance of each affected component of equity for the earliest prior period presented and the other comparative amounts for each period presented as if the new accounting policy had always been applied, unless transitional provisions of an accounting standard require otherwise.
Ind-AS 1		Dividends: Schedule III requires disclosure of proposed dividends in the notes to accounts. However,	Dividends: Liability for dividends declared to holders of equity instruments are recognised in the

Ind-AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind-AS
		as per the requirements of AS 4, which override the provisions of Schedule III, dividends stated to be in respect of the period covered by the financial statements, which are proposed or declared after the balance sheet date but before approval of the financial statements will have to be recorded as a provision. Further, as per recent amendment in Accounting Standards 4, dividends declared subsequent to the balance sheet are to be considered as a non-adjusting event, which is similar to the Ind-AS requirement.	period when declared. It is a non-adjusting event, which is an event after the reporting period that is indicative of a condition that arose after the end of the reporting period.
Ind-AS 1		Errors: Prior period items are included in determination of net profit or loss of the period in which the error pertaining to a prior period is discovered and are separately disclosed in the statement of profit and loss in a manner that the impact on current profit or loss can be perceived.	Errors: Material prior period errors are corrected retrospectively by restating the comparative amounts for prior periods presented in which the error occurred or if the error occurred before the earliest period presented, by restating the opening balance sheet.
Ind-AS 1		Presentation of profit or loss attributable to non-controlling interests (minority interests): Profit or loss attributable to minority interests is disclosed as deduction from the profit or loss for the period as an item of income or expense	Presentation of profit or loss attributable to non-controlling interests (minority interests): Profit or loss attributable to non-controlling interests and equity holders of the parent are disclosed in the statement of profit or loss and Other comprehensive income as allocations of profit or loss and total comprehensive income for the period.
Ind-AS 1	Reclassification	Under Indian GAAP, a disclosure is made in financial statements that comparative amounts have been reclassified to conform to the presentation in the current period without additional disclosures for the nature, amount and reason for reclassification.	Ind-AS requires, when comparative amounts are reclassified, the nature, amount and reason for reclassification to be disclosed
Ind AS 7	Statement of Cash Flows	Under Indian GAAP, AS is silent about inclusion of bank overdraft in cash and cash equivalents. Effect of changes in Bank overdraft is included under financing activities.	As per Ind AS 7, bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents.
Ind-AS 8	Accounting Policies, Changes in Accounting Estimates and Error	Change in Accounting Policies: Under Indian GAAP, Changes in accounting policies should be made only if it is required by statute, for compliance with an Accounting Standard or for a more appropriate presentation of the financial statements on a prospective basis together with a disclosure of the impact of the same, if material. If a change in the accounting policy is expected to have a material effect in the later periods, the same should be appropriately disclosed. However, change in depreciation method, though considered a change in accounting policy, is given retrospective effect. Errors: Prior period items are included in	Change in Accounting Policies: Ind-AS-8 requires retrospective application of changes in accounting policies by adjusting the opening balance of each affected component of equity for the earliest prior period presented and the other comparative amounts for each period presented as if the new accounting policy had always been applied, unless transitional provisions of an accounting standard require otherwise. Errors: Material prior period errors are corrected retrospectively by restating the comparative amounts for prior periods presented in which the error occurred or if the error occurred before the earliest period presented, by

Ind-AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind-AS
		determination of net profit or loss of the period in which the error pertaining to a prior period is discovered and are separately disclosed in the statement of profit and loss in a manner that the impact on current profit or loss can be perceived.	restating the opening balance sheet.
Ind-AS 12	Income taxes	Deferred taxes are computed for timing differences in respect of recognition of items of profit or loss	Deferred taxes are computed for all temporary differences between the accounting base and the tax base of assets and liabilities.
Ind-AS 12		Deferred tax is not recognized on unrealized intragroup profits. Deferred tax expense is an aggregation from separate financial statements of each group entity and no adjustment is made on consolidation.	Deferred tax assets/Deferred Tax Liabilities will need to be created on unrealized intragroup profit. Deferred tax on unrealized intra group profits is recognized at the buyer's rate.
Ind AS 16	Property Plant and Equipment – Reviewing Depreciation and residual value	Property, plant and equipment are not required to be componentised as per AS- 10. However, companies Act require the company to adopt component accounting. The Companies Act, 2013 sets out the estimated useful lives of assets based on the nature of the asset and the useful life used for depreciation ordinarily should not differ from the useful life specifies in the Companies Act, 2013. However a different useful life may be used based on technical analysis and requires disclosure in financial statements. Further, as per recent amendment in Accounting Standards 10, the standard is made in line with the requirements Ind AS.	Property, plant and equipment are componentized and are depreciated separately. There is no concept of minimum statutory depreciation under Ind AS. Ind AS 16 mandates reviewing the method of depreciation, estimated useful life and estimated residual value of an asset at least once in a year. The effect of any change in the estimated useful and residual value shall be taken prospectively. Ind AS 101 gives option to first time adopter to either take gross value of PPE at fair value or at their carrying value as on transition date and consider them as their deemed cost.
Ind AS 19	Employee Benefits	All actuarial gains and losses are recognised immediately in the statement of profit and loss.	Actuarial gains and losses representing changes in the present value of the defined benefit obligation resulting from experience adjustment and effects of changes in actuarial assumptions are recognised in other comprehensive income and not reclassified to profit or loss in a subsequent period.
Ind-AS 21	Effects of changes in Foreign Exchange Rates: Functional and presentation currency	Foreign currency is a currency other than the reporting currency which is the currency in which financial statements are presented. There is no concept of functional currency.	Functional currency is the currency of the primary economic environment in which the entity operates. Foreign currency is a currency other than the functional currency. Presentation currency is the currency in which the financial statements are presented.
Ind-AS 32	Classification of Equity and Financial Liabilities	Under Indian GAAP, financial instruments are classified as a liability or equity based on legal form. Redeemable preference shares will be classified as Shareholders Funds. Preference dividends are always recognized similar to equity dividends and are not treated as interest expense.	Under Ind-AS, financial instruments are classified as a liability or equity according to the substance of the contractual arrangement (and not its legal form) and the definitions of financial liabilities and equity instruments. Dividends on financial instruments classified as financial liability are recognised as an interest expense in the statement of profit or loss and other comprehensive income. Hence if preference shares meet the definition of financial liability, the dividend is treated as an interest expense.
Ind-AS 37	Provisions, Contingent Liabilities and	Discounting of liabilities is not permitted and provisions are carried at their full values.	When the effect of time value of money is material, the amount of provision is the present value of the expenditure expected to

Ind-AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind-AS
	Contingent Assets		be required to settle the obligation. The discount rate is a pre-tax rate that reflects the current market assessment of the time value of money and risks specific to the liability.
Ind-AS 108	Determination of Segments	Under Indian GAAP, companies are to identify two sets of segments (business and geographical), using a risks and rewards approach, with the company's system of internal financial reporting to key management personnel serving only as the starting point for the identification of such segments.	Under Ind-AS, operating segments are identified based on the financial information that is regularly reviewed by the chief operating decision-maker (CODM) in deciding how to allocate resources and in assessing performance.
IND AS 109	Financial Assets	Financial assets are not defined in Indian GAAP and no specific guidance is provided.	All financial assets are classified as measured at amortised cost or measured at fair value through profit and loss or fair value through other comprehensive income.
	Financial Liabilities	Financial liabilities are not defined in Indian GAAP and no specific guidance is provided.	Financial liabilities held for trading are subsequently measured at fair value through profit and loss and all other financial liabilities are measured at amortised cost using the effective interest method
	Accounting of current investment	Under Indian GAAP, long term investments including trade investments are carried at cost, after providing for any diminution in value, if such diminution is not temporary in nature. Current investments are stated at the lower of cost and fair value.	A financial asset is measured at amortized cost if it meets the following criteria: - the asset is held to collect its contractual cash flows. - the asset's contractual cash flows represent 'solely payments of principal and interest' ('SPPI'). - Financial assets included within the amortized cost category are initially recognized at fair value and subsequently measured at amortized cost. A financial asset is measured at fair value through the Other Comprehensive Income if it fulfills the following requirements: - the objective of the business model is achieved both by collecting contractual cash flows and by selling financial assets. - the asset's contractual cash flows represent SPPI. Financial assets included within the Fair value through other comprehensive income (FVTOCI) category are initially recognized and subsequently measured at fair value. Movements in the carrying amount will be taken through Other Comprehensive Income, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses, which are recognized in profit and loss. Where the financial asset is derecognized, the cumulative gain or loss previously recognized in other comprehensive income is reclassified from equity to profit or loss. Fair value through profit & loss (FVTPL) is the residual category. Financial assets will be classified as FVTOCI or amortized cost. Financial assets included within the

Ind-AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind-AS
			FVTPL category will be measured at fair value with all changes taken through profit or loss. Regardless of the business model assessment, an entity can elect to classify a financial asset at FVTPL, if doing so, reduces or eliminates a measurement or recognition inconsistency ('accounting mismatch')
IND AS 109	Financial guarantee contract	Under Indian GAAP, the financial guarantee contracts (i.e. guarantees given on behalf of subsidiary, associate or joint venture companies) are disclosed by way of contingent liabilities in the standalone financial statements of the parent company. Guarantees given on behalf of associate and joint venture companies are disclosed by way of contingent liabilities in the consolidated financial statements of the parent company.	Ind AS 109 requires all financial guarantee contracts to be recognised at fair value at inception. The fair value of the contract will be equal to the amount of premium receivable (or net present value of the premium if the same is paid over the period) determined on an arm's length basis. Thereafter, the same is required to be carried at the amount initially recognised less the cumulative amortization of income over the period of the contract.
	Financial Instruments - Provision for doubtful debts	Under Indian GAAP, provisions are made for specific receivables based on circumstances such as. Credit default of customer or disputes with customers. An enterprise should assess the provision of doubtful debts at each period end which, in practice, is based on relevant information such as past experience, actual financial position and cash flows of the debtors. Different methods are used for making provisions for bad debts, including ageing analysis and individual assessment of recoverability.	In addition to the specific provisions under Indian GAAP, under Ind AS, at each reporting date, an entity shall assess whether the credit risk on trade receivables has increased significantly since initial recognition. When making the assessment, an entity shall use the Expected Credit Loss model to provide for a loss allowance over and above any provision for doubtful debts in the profit and loss statement. An entity shall measure expected credit losses to reflect the following: • an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes; • the time value of money; and • reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.
Ind AS 110/111	Subsidiary v. Joint Arrangements	Under Indian GAAP, a company is treated as a subsidiary company if the parent is holding more than 50% of the equity/voting rights during the year. Accordingly, the financial statements of the parent and its subsidiaries are consolidated on a line by line basis by adding together like items of assets, liabilities, income and expenses. The financial statement of Joint Venture is consolidated on a proportionate basis by adding together like items of assets, liabilities, income and expenses.	An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Accordingly, the financial statements of the parent and its subsidiaries are consolidated on a line by line basis by adding together like items of assets, liabilities, income and expenses. Joint arrangement is an arrangement in which two or more parties have joint control. Joint control is contractually agreed sharing of control of an arrangement which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. Based on legal form of separate vehicle, terms of contractual agreement and other facts, joint arrangement shall be classified either into joint venture or joint operation. In case of joint venture, equity method in accordance with Ind AS 28 is applied at the time of consolidation.

Ind-AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind-AS
Ind AS 102	Share-based Payment	Under existing Indian GAAP, only employee related share based payments are covered by the guidance note. Further the guidance note is not a notified accounting standard and hence the accounting practices around share based payment are not consistent. Guidance note on share based payments used to provide an accounting alternative in which a Company was allowed to determine the fair value of the share on the date of the grant and if the fair value of the share and the exercise price of the share was same on the date of grant then no accounting charge was required to be recorded by the Company. This method is currently being called as intrinsic value method.	Ind-AS 102 now will require accounting for the same using the fair value method. This will essentially require the determination of the fair value of the options (as against the share in the intrinsic value method) and recording of such costs over the vesting period of such option with the employees. This method inherently assumes that every option has a value and its fair value should be accounted through statement of income.

The table above is only illustrative and is not intended to present a comprehensive list of areas which may have some implications on the Company's financial statements.

INDUSTRY OVERVIEW

The information in this section has been extracted from a report titled "Indian Gaming and Hospitality Industry" published by ICRA Limited ("ICRA Report") and publicly available documents from various sources, including the websites of the Central Intelligence Agency and the RBI. The contents of such websites or websites linked directly or indirectly to such websites are not incorporated by reference into this Placement Document and should not be relied upon. The data may have been reclassified by us for the purpose of presentation. Neither we nor any other person connected with the Issue has independently verified the information provided in this chapter. Industry sources and publications, referred to in this section, generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on, or base their investment decision on this information. Please see "ICRA Disclaimer" on page 12 of this Placement Document.

Indian Economy

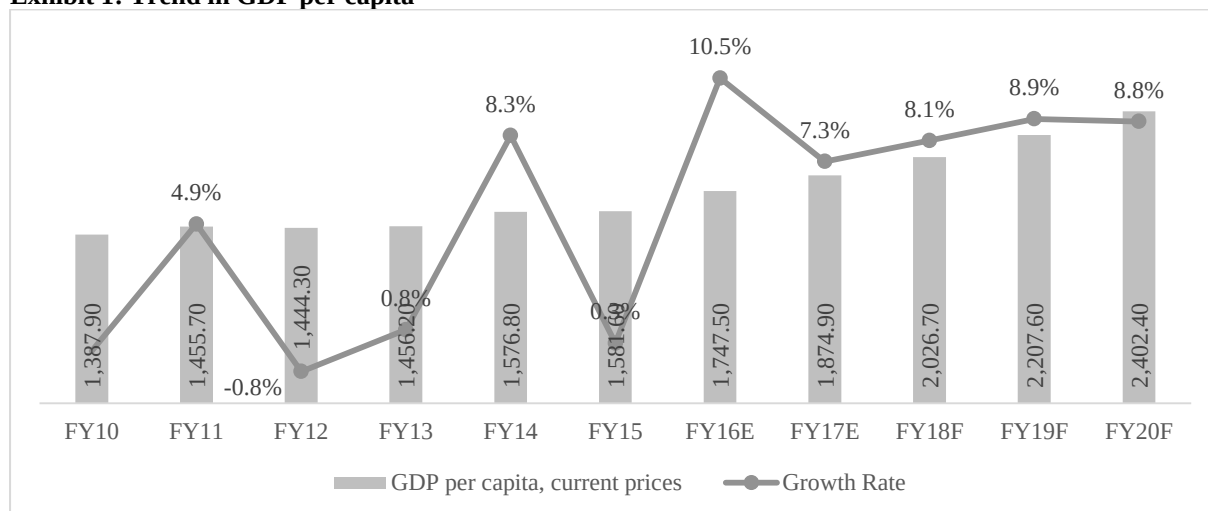
Overview

Against the backdrop of a global environment characterised by anaemic growth and heightened financial market volatility, the Indian economy grew in 2015-16. Economic activity picked up pace and the growth trajectory was underpinned by macroeconomic stability as demonstrated by narrowing fiscal and current account deficits and ebbing inflation. According to the new methodology adopted in Fiscal 2015, India's gross domestic product grew by 5.1% in fiscal year 2013, 6.6% in fiscal year 2014, 7.2% in fiscal year 2015 and 7.6% in fiscal year 2016. The agriculture, forestry and fishing sector accounted for 15.4% of gross value added, while industry and services accounted for 22.7% and 61.9%, respectively, in fiscal year 2016. As per the Central Statistical Organization's advance estimates, India's GDP growth for fiscal year 2017 is expected to fall to 7.1% from 7.6% in fiscal year 2016. (Source: Press Note on First Advance Estimates of National Income 2016-17, Central Statistics Office, Government of India.)

Per Capita Income

Incomes have risen at a brisk pace in India & will continue rising given the country's strong economic growth prospects. Nominal per capita income have recorded a CAGR of 8.87 per cent over 2000–15. Rising incomes, with its positive impact on the consumer base, will be the key growth driver for the entertainment industry (across the country). As the proportion of 'working age population' in total population increases, GDP is expected to grow higher. Per capita income is expected to expand at a CAGR of 5.6 per cent for the period 2010-20. (Source: India Brand Equity Foundation (IBEF) report on Entertainment dated March 2017 available at <https://www.ibef.org/download/Entertainment-March-2017.pdf>)

Exhibit 1: Trend in GDP per capita



Source: IBEF report on Entertainment dated March 2017

INDIAN GAMING INDUSTRY

Overview

Gaming forms a unique source of entertainment the world over, with centres like Las Vegas, Macau and Singapore having emerged as specialised gaming destinations. These gaming destinations have evolved as entertainment hubs, by adding key elements of tourism and hospitality. Other gaming destinations in countries like Philippines, Malaysia, Hong Kong, South Korea, Sri Lanka and Australia have also contributed to this momentum. For the consumer, gaming and hospitality together deliver a holistic entertainment experience. However, gambling is illegal in many parts of the globe, making it a concentrated market. Nonetheless, with the growing popularity and the revenue contribution in the form of tax, governments in various countries are easing the regulations to support casinos. In India, gaming industry is still emerging. According to a report by KPMG, the gaming industry in India is estimated at around US\$ 60 billion per year and is expected to rise with the growth in online gaming. Though there is a strong appetite for gaming in India, restrictive laws have curbed the growth of the industry. Currently, only 12 Indian states offer lottery, six states allow horse racing, and two states (Sikkim and Goa) and one union territory (Daman) allow casino-based gaming. (Source: ICRA Report)

Price Waterhouse Coopers (PWC) estimates the total global casino gaming industry in 2015 at US\$ 183 billion, having grown at a compounded annual growth rate (CAGR) of 7% over the last 10 years. The Asia Pacific region has led the growth, with a CAGR of 21.5%. Within Asia Pacific, Macau and Singapore are the biggest contributors, with India having a paltry share. While other gaming avenues in India have been able to garner a huge market like the Indian lottery market is estimated at US\$ 12-14 billion and horse racing at US\$ 350-400 million, the casino industry (excluding online gaming) has an estimated annual turnover of US\$ 100-125 million, on account of restrictive laws, being a socially and politically sensitive issue. However, the growth potential is huge. (Source: ICRA Report)

CASINO GAMING INDUSTRY IN INDIA

Under the Constitution of India, betting and gambling are state subjects under Entry 34 on List II of the Seventh Schedule. As a result, there are vast differences in the regulations of gaming in India, with high entry barriers, strict regulations, and a cap on the number of licenses. Casinos are legally allowed only in Goa, Daman and Sikkim, and new gambling establishments are emerging gradually in these popular tourist destinations. (Source: ICRA Report)

The tough entry barriers and a limit on the number of licenses has hampered the growth of the Indian casino industry, whose growth is largely dependent on other states legalising the casinos as well as issuance of new licenses in existing states. It is also estimated that legalising casinos and other such gambling places could regulate an informal industry worth ₹ 300,000 crore (Source: industry estimates) and bring in increased revenues to the ex-chequer. (Source: ICRA Report)

A commercial casino can take the form of a land-based facility / on-shore casino or a riverboat facility / off-shore casino or an online casino, depending on the country or the jurisdiction in which the casino operates. Gaming licenses are required and often limited by governing jurisdictions in an effort to control the number of commercial casinos in a given area. On-shore or land-based casinos are casinos housed within hotels and which offer electronic games / slot machines. In contrast, off-shore casinos are casinos parked in vessels anchored in a river. Off-shore casinos offer live games i.e. games manned by dealers in addition to electronic games, thus offering a much better experience than the on-shore casinos. The company operating an off-shore casino requires an infrastructure of jetties and feeder boats for smooth transit of guests to the off-shore casinos. In case of online casinos, the games are played on computers or mobiles / tablets, and played against the house as also other participants. In India, while on-shore casinos are permitted in Goa, Daman and Sikkim, off-shore casinos are permitted only in Goa, and online casinos in Sikkim and Nagaland. (Source: ICRA Report)

Key growth drivers for the Indian casino gaming industry

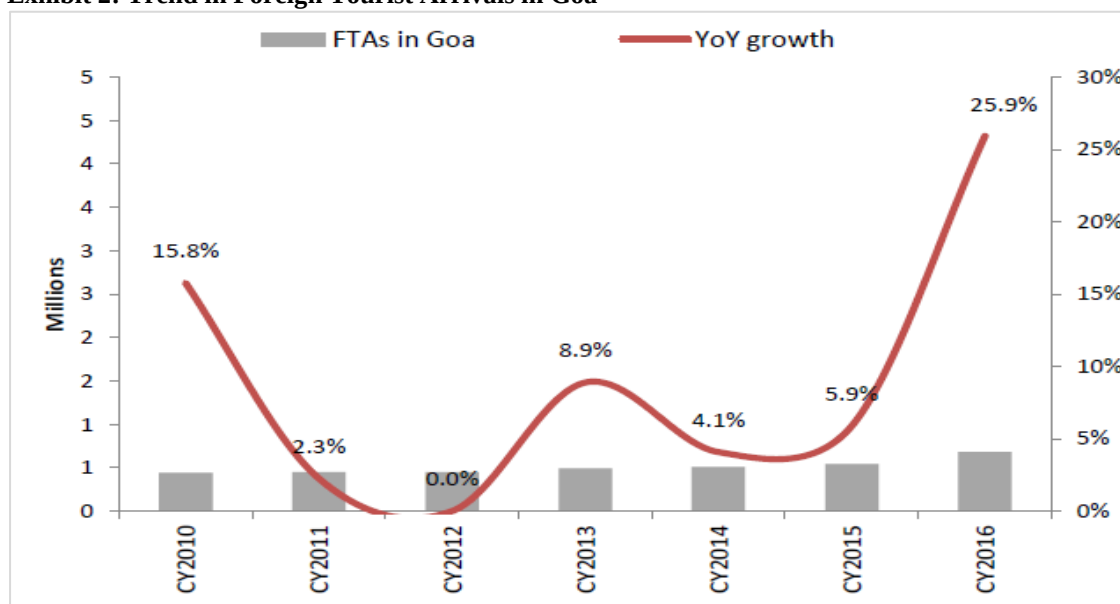
High disposable income

Gambling is one of the most discretionary expenditures many consumers make, and thus is one of the first to be curtailed or eliminated when consumers' disposable incomes get constrained. With a growing middle class population, India has the potential to become one of the key gaming destinations in the Asia-Pacific region. As per the data by World Bank, India's urban population¹ has been increasing gradually from 31% of total population in CY2010 to 33% in CY2015, and the same is further expected to increase to 50% by CY2039 on the back of increasing disposable incomes. The increase in disposable income can be attributed to a growing middle class population (currently accounting for ~50% of the total population). Furthermore, India's middle class growth is predicted to accelerate. (Source: ICRA Report)

Growth of tourism sector in India

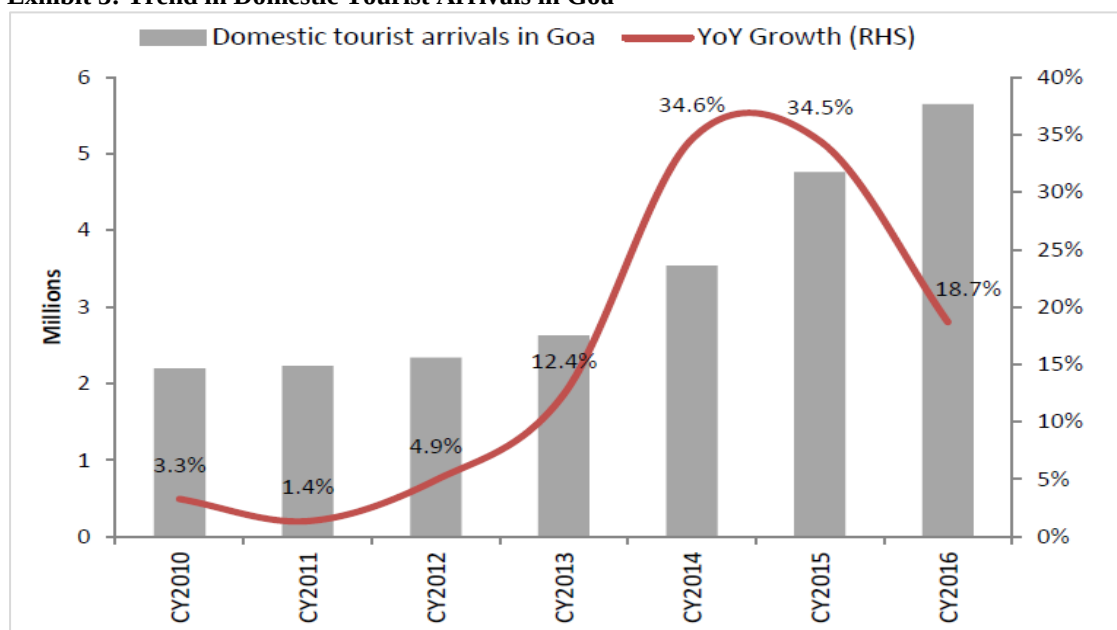
Foreign tourist arrivals (FTAs) in India have improved considerably from 5.78 million during CY2010 to 8.89 million in CY2016, with CY2016 witnessing YoY growth of 10.9%. Within India, Goa – the gaming destination – has also witnessed an increase in FTAs – from 0.44 million in CY2010 to 0.68 million in CY2016. The growth in FTA largely reflects improvement in macro environment, both globally and in India. Additionally, ease of travel due to E-tourist visa scheme and an increase in the number of budget hotels (both domestic and international brands) have improved FTAs over the last few quarters.

Exhibit 2: Trend in Foreign Tourist Arrivals in Goa



Source: ICRA Report

Exhibit 3: Trend in Domestic Tourist Arrivals in Goa



Source: ICRA Report

Furthermore, the domestic tourism itself has been witnessing an improvement, as reflected in the increase in domestic tourist arrivals in Goa from 2.2 million in CY2010 to 5.65 million in CY2016. ICRA believes that ongoing investments in the hotel industry along with increasing acceptance of organised travel service providers coupled with reduced airfares, would help upgrade India as an attractive tourist destination for both domestic tourists as well as FTAs. The same would in turn help the growth of the Indian leisure industry.

Potential for tax revenues and employment generation

The potential for tax revenues is one of the main drivers behind the growing willingness of national and state governments worldwide to legalise and license gaming operators. The state government earns in form of entertainment tax, entry fees and licenses for casinos and liquor. The Goa casino industry is estimated to be contributing ~₹ 130-150 crore annually in revenues to the exchequer. Furthermore, casinos in Goa and Sikkim are estimated to be contributing additionally to the local economy by driving other allied industries like airlines, taxis, hotels, and restaurants, and thus providing increased employment.

Thus, many states like Punjab, Haryana, Andhra Pradesh and Meghalaya, are reportedly in the process of evaluating liberalisation of gambling within their states. However, some other states like Assam and Odisha have maintained their stand of prohibiting gambling in their states. (Source: ICRA Report)

Potential of the Casino Gaming Industry

Supported by the above (expectations of increase in tourist arrivals to Goa, increase in the number of tourists visiting the casinos and increase in revenue per visitation), ICRA expects the Indian casino gaming industry to report a CAGR of ~25% by FY2022 to US\$ 350-375 million.

Competitive landscape in the Casino Gaming Industry

Competitive landscape in Goa

As mentioned earlier, Goa has issued only six off-shore gaming licenses, of which five casinos are currently operational and the sixth casino whose operations had been stalled, is expected to restart soon. These six casinos compete on price points as well as experience:

Casino	Deltin Royale*	Deltin JAQK*	Deltin Caravela*	Casino Pride [#]	Casino Pride 2 [#]	Casino Rio [#]
Ownership	Delta Corp	Delta Corp	Delta Corp	Pride Group	Pride Group	MDLR Group

Casino	Deltin Royale*	Deltin JAQK*	Deltin Caravela*	Casino Pride [#]	Casino Pride 2 [#]	Casino Rio [#]
	Group	Group	Group			
Started operations in	2013	2008; rebranded in 2013	2000, then decommissioned in May 2013; re-commissioned in 2016	2008	2008	To restart operations soon; license had earlier lapsed in August 2012
Gaming Positions	815	379	107	500	NA	-
Area	24,100 sft	11,161 sft	2,905 sft	40,000 sft	NA	-

**Each of the casinos provides free F&B and in-house brand alcoholic drinks*

**Source: Company*

[#] Source: ICRA Report

Further, there are around 10 on-shore / land-based casinos in Goa, details of which are mentioned below.

Casino	Ownership	Hotel
Casino Las Vegas		Leela Kempinsky
Casino Palms	Pride Group	Hotel La Calypso
Casino Paradise	Pride Group	Hotel Neo Majestic
Casino Strike		Hyatt Bambolim
Chances Casino		The Vainguinim Valley
Crown Casino		The Crown Hotel
Deltin Casino	Delta Corp Group	The Deltin Suites
Dunes Casino		The Zuri White Sands
Goa Nugget	Advani Resorts	Ramada Caravela Beach Resort
Grand 7 Casino		O Resort & Spa

Source: ICRA Report

Competitive landscape in Sikkim

Sikkim has three on-shore / land-based casinos, details of which are mentioned below:

	Casino Deltin Denzong	Casino Mahjong	Casino Sikkim
Ownership	Delta Corp Group	Pride Group	Pride Group
Hotel	Hotel Denzong Regency	Mayfair Resort	Hotel Royal Plaza

Competitive landscape in Daman

Daman has allocated two expressions of in-principle interest (no objection to grant of license for operating games of electronic amusement/slot machines from the Directorate of Tourism, U.T. Administration of Daman & Diu) for on-shore gaming, both of which are owned by the Delta Group. There are no casinos in operations currently.

Key casino destinations and gaming regulations in India

In India, gaming is highly regulated. The different states of India regulate gambling under their separate State laws, with the *Public Gambling Act, 1867* being the only central legislation (albeit covering only a few states). Like in several countries where games of ‘mere skill’ are culled out as an exception to the prohibitions under the Gambling Enactments, in India too, certain states have recognised certain games as ‘games of skills’, and such games are not regulated (except for some purposes such as taxation). However, differentiation between ‘games of skill’ and ‘games of chance’ has always been debatable. (Source: ICRA Report)

While gambling is prohibited in most parts of India, certain amendments were made to the ‘Goa, Daman and Diu Public Gambling Act, 1976’ to legalise gambling to boost tourism in these regions. Sikkim is the only other Indian state to have legalised gambling in the state. (Source: ICRA Report)

Goa gaming regulations

Goa is widely known as the gaming capital of India. It is a popular tourist destination, famous for its beaches and long stretch of coastline (~131 km). Goa is located close to major Indian cities – an hour’s flight from

Mumbai, Bangalore and Chennai, 1.5 hours from Hyderabad, and 2.5 hours from Delhi. It also attracts visitors from South East Asia and the Middle East. Thus, Goa has been attracting more than 6 million tourists annually. The *Goa, Daman and Diu Public Gambling Act, 1976* allows on-shore casinos to be set up only at 5-star hotels or off-shore vessels, with prior permission from the government. Further, on-shore or land-based casinos in Goa are only allowed in electronic form. The State Government of Goa has the authority under the law to issue licenses and rules to regulate casinos. In general, casino licenses are awarded for a term of 10 years, with fees payable annually. Currently, there are six off-shore casinos (of which five are operational currently) and around 10 on-shore 5-star hotel operated casinos in Goa. The Goa Government, as a part of its annual budget, lists out the casino license fees, and has hiked them for the fourth consecutive year during the FY2018 Budget. (Source: ICRA Report)

Daman gaming regulations

The city gaming laws of Daman, governed by the Goa, Daman and Diu Public Gambling Act, 1976, were amended in 2008 to authorise electronic, amusement, and slot machine games to be located in 5-star hotels. Consequently, there have been two in-principle approvals provided by the Government for setting up casinos in 5-Star hotels. However, there is no casino currently in operations at Daman, with one casino awaiting the final approval for commencement. (Source: ICRA Report)

Sikkim gaming regulations

The Sikkim Regulation of Gambling (Amendment) Act 2005 gives the Sikkim government the authority to authorise gambling on certain days and make certain gambling houses legal. Currently, there are three land-based casinos operational in Sikkim. Sikkim also enacted the first Indian legislation to regulate online gaming via the Sikkim Online Gaming (Regulation) Act, 2008 and subsequently amended the same in 2015. As per the Act, the Government will initially grant a provisional license and subsequently on the satisfaction that the applicant is fully ready to commence operations of online gaming and has complied with the stipulations prescribed in the said provisional license, the Government may grant a regular license for operation of online games for five years. The license is restricted to online gaming services offered only within the state of Sikkim through an intranet connection, thereby restricting the service to people located within the geographical territory of Sikkim. (Source: ICRA Report)

Nagaland gaming regulations

Nagaland had proposed the Nagaland Prohibition of Gambling and Promotion and Regulation of Online Games of Skill Bill, 2015. The same has now become an Act. However, the details of the same are not yet available. While the Nagaland Bill/ Act only seeks to regulate skill-based games like Poker and Rummy, the Sikkim Act regulates a wider variety of games to be offered within the State of Sikkim such as Roulette, Blackjack, Pontoon, Punto Banco, Bingo, Casino Brag, Poker, Poker Dice, Baccarat, Chemin-de-for, Backgammon, Keno, Super Pan, and Sports betting on games such as football, cricket, lawn tennis, chess, gold, horse-racing, etc. (Source: ICRA Report)

Key Challenges to the Casino Gaming Industry

Regulatory risks

Gaming being a highly regulated industry in India, it remains exposed to any unfavourable legislative initiatives in the form of higher taxes or increase in license fees. With a limit on the number of licenses, obtaining them can be time consuming and costly. Furthermore, license renewals could also be difficult if the administration turns hostile. In addition, while the authorisation of increased competition within a given jurisdiction, and /or the authorisation of gaming in neighbouring jurisdictions can improve the growth potential of the industry, it can result in negative consequences on the existing players in the industry by limiting their revenue and cash flow growth. Thus, diversification by jurisdiction, property and /or revenue and earnings source can reduce a gaming company's exposure to regional economic downturns, competitive challenges, and regulatory risk. (Source: ICRA Report)

Highly susceptible to economic downturns

Gambling is a discretionary spend for consumers and has thus proven to be highly sensitive to economic cycles. It is one of the first to be curtailed or eliminated when consumers' disposable incomes come under strain. It is

also sensitive to the willingness of the customers to travel. Changes in discretionary consumer spending is driven by many factors, such as perceived or actual general economic conditions, expected weaknesses in job / capital markets / housing market, credit market turmoil, increased cost of travel, perceived or actual impact on wealth, fears of economic downturn, changes in consumer confidence in the economy, or fears of war or acts of terrorism. These factors could reduce consumer demand for luxury and leisure activities, thus hampering the growth of the casino gaming industry. (Source: ICRA Report)

Capital and working capital intensive industry

Gaming industry is very capital intensive (cost of the vessel, jetties, feeder boats, etc.) and also operates with a relatively high fixed cost structure (licenses, employee cost, etc.). Furthermore, it is also a working capital intensive industry since the casino is required to maintain a large amount of cash on a daily basis, and also extend credit to high rollers. While Macau's gaming business relies heavily on junkets¹ to bring in and extend credit to VIP gamers, providing ample liquidity, India does not have any system of junkets. (Source: ICRA Report)

ONLINE GAMING INDUSTRY

Overview of the online gaming industry

The rising popularity of online gambling and betting practices is rapidly transforming the overall dynamics of the global gambling industry. Consumers are shifting to the internet to gamble and bet on sports or play cards. However, globally, online gaming (games of skill – not covered under gambling) is still a nascent industry and is legal in very few countries. It is increasingly becoming popular, with legal online gaming accounting for 3% of the global gaming revenues. In India too, it is at a nascent stage, with the size of the industry estimated at ~US\$ 100-125 million. (Source: ICRA Report)

Key success factors for online gaming

Online gaming has gained significant traction in the digital space in recent times. It co-exists with the on-shore and off-shore casinos, thereby increasing the overall revenue potential of the industry. Various online gaming websites in India, especially those considered "game of skills" like Poker, Rummy, Teen Patti, among others have been gaining traction. Some of the key factors that have facilitated the increased momentum in the industry are

- Permission to play with real money – on registration, the player gives details of his bank account, and the payout (post TDS of 30.3% for winnings exceeding ₹ 10,000) is directly credited to the player's bank account
- Lack of regulations, including license fee or entry fee payments for such online gaming
- No requirement to carry cash around – as against on-shore and off-shore casinos, all online casinos have a variety of payment options available through digital payment portals. Further, depending on the player's spending history, the vendor also provides customised offers.
- Convenience in placing bets from anywhere using mobiles and tablets, on the back of rapid growth in internet penetration, mobile devices and falling data costs - the expanding network of broadband services, along with the rising number of users of mobile phones and tablets, has collectively led to widespread reach and accessibility of online gaming portals, leading to significant growth of the market

(Source: ICRA Report)

Key growth drivers for the Indian Online Gaming Industry

India's online gaming market growth is being driven primarily by the growth of its middle class and the increasing internet penetration in India, both of which remain relatively small as compared to the standards of developed nations, but are growing rapidly. (Source: ICRA Report)

¹ Junkets act as facilitators for the casinos, guaranteeing a certain amount of revenue from the wealthy gamblers, luring them with free accommodation, travel and other perks. They follow two types of remuneration models – a fixed commission model or the win rate model where the profit/ loss is shared with the casinos.

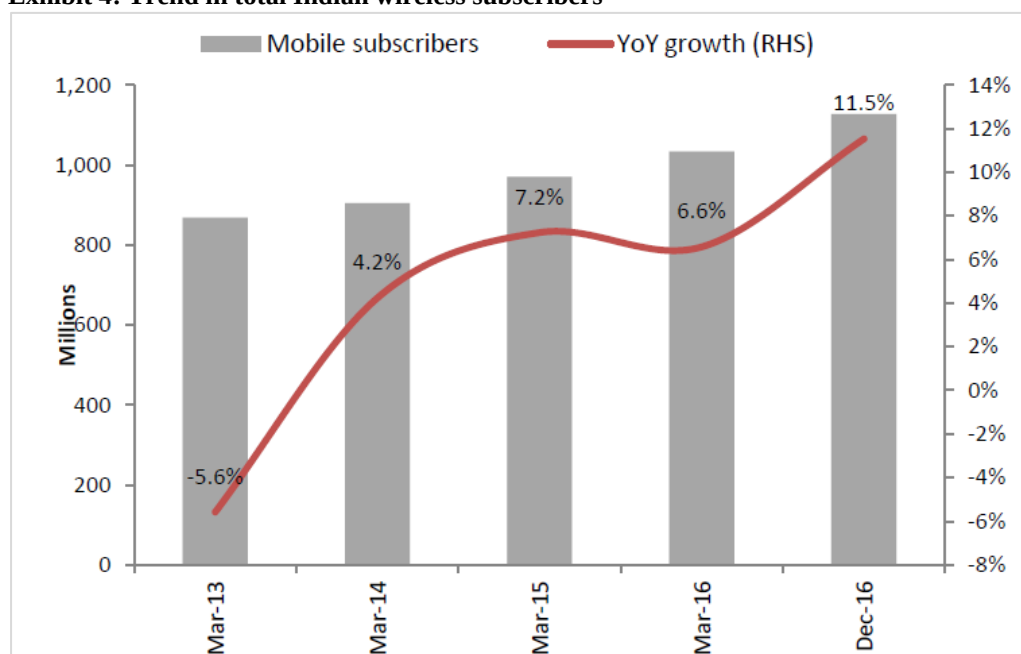
High disposable income

As discussed earlier, gambling is heavily dependent on the disposable incomes of the consumers. The growth in online gaming mirrors the growth of India's middle class, which itself is expected to grow significantly over the coming years. (Source: ICRA Report)

Rising mobile and internet penetration

Different mobile handset manufacturers have focused on introducing low priced handsets and tablets compatible to access the internet. More and more companies are getting into this segment, resulting in competitive prices. This has been influencing the increase in the number of mobile subscribers, which have grown from 868 million as on March 2013 to 1,127 million as on December 2016. This growth is being fuelled by the rural subscribers, which have grown by 36% during this period as against 26% growth in the urban subscribers. (Source: ICRA Report)

Exhibit 4: Trend in total Indian wireless subscribers

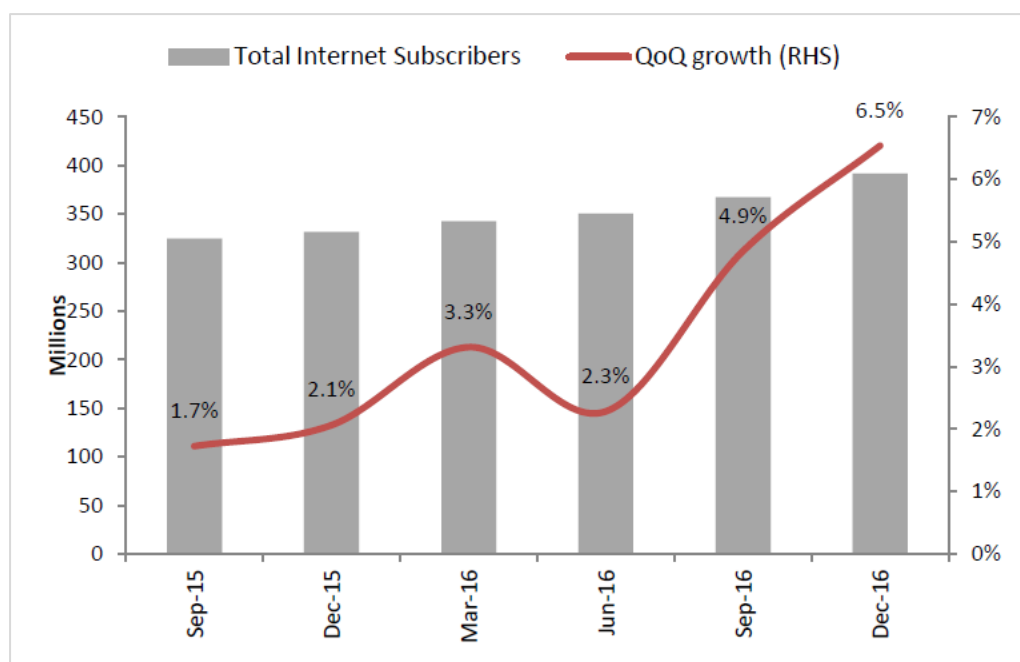


(Source: ICRA Report)

Availability of affordable smartphones, lower rates and increasing penetration in the rural market will fuel the growth of the mobile subscribers. However, with the wireless teledensity at 88% as on December 2016, the growth potential is limited. Nonetheless, the Government's focus on digital inclusion is expected to further push telecom growth in rural areas, which would be the key growth driver in the coming years. (Source: ICRA Report)

Being the second largest country in the world by internet population (391.5 million subscribers as on December 2016), the Indian online gaming industry is expanding rapidly. The internet penetration in India, currently at ~31-32%, is increasing largely driven by availability and affordability of smart phones coupled with fall in rates for internet access due to intense competition among mobile service providers. However, while the urban penetration has been improving, the rural penetration still remains low. (Source: ICRA Report)

Exhibit 5: Quarterly trend in total Indian internet subscribers



(Source: ICRA Report)

Potential of the Online Gaming Industry

With reducing voice revenue, the telecom operators are backing on data to drive the growth in ARPU. The increasing coverage, technology advancement (3G and 4G) and low data tariffs are expected to increase the internet penetration further. Internet and Mobile Association of India (IAMAI) estimates the internet users to grow to 503 million by December 2017. This augurs well for the growth of the online gaming industry in India. Moreover, the rising consumer confidence on online payment mechanisms is also expected to drive the growth of the industry. (Source: ICRA Report)

Though brick-and-mortar casinos will continue to dominate the global gaming industry, the online gaming market is expected to expand at a healthy pace over the long-term. ICRA expects the Indian online gaming industry to reach US\$ 300-390 million by FY2022. (Source: ICRA Report)

INDIAN HOTEL MARKET

Overview of the Indian premium hotel industry

According to the © World Travel & Tourism Council (WTTC) March 2017 report, India's Travel & Tourism sector ranks 7th in the world in terms of its total contribution to the country's GDP. Travel & Tourism generated ₹ 14.1 trillion (US\$ 208.9 billion) and 9.6% of India's GDP during CY2016. The sector is estimated to account for 9.3% of the total employment opportunities generated in the country during CY2016, providing employment to around 40.3 million people in 2016 (38.4 million in 2015). Travel & Tourism investment in CY2016 stood at ₹ 2,284.9 billion, 5.7% of total investment (US\$ 34.0 billion) and is expected to increase by 4.5% in 2017. India's Travel & Tourism sector was one of the fastest growing amongst the G20 countries, growing by 8.5% in 2016; a 6.7% growth in forecast for 2017. Travel & Tourism in India is predominantly generated by domestic travel, accounting for 88% of the sector's contribution to GDP in 2016. Total leisure travel spending (inbound and domestic) generated 94.6% of direct Travel & Tourism GDP in CY2016, as against 5.4% for business travel spending. (Source: ICRA Report)

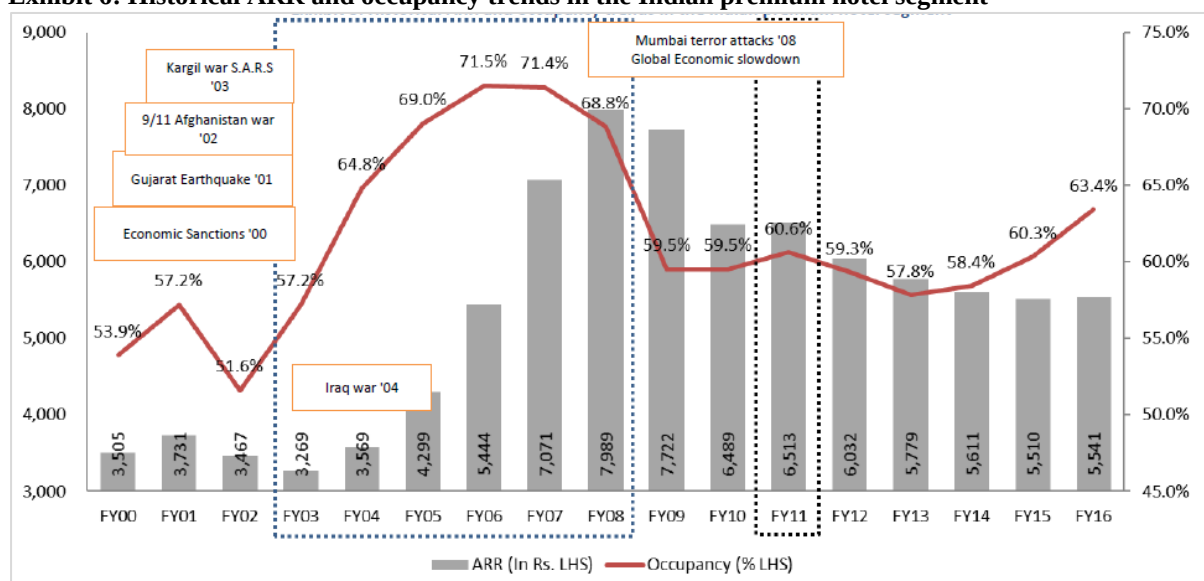
Historical trends in operational metrics

Over the past 17 years (Exhibit 6), the Indian Hotel industry has witnessed three down cycles, markedly different for their tenure and cause. The first down cycle lasted for around 24 months from 2001-2003, with a modest increase in supply coinciding with sharp fall in demand (global economic slowdown) post the 9/11 (2001) attacks. With subdued supply buffering fortunes, the industry soon picked up, hitting a sweet spot in 2004, and continuing to grow well into 2008 for over 55 months, till the 26/11 (2008, Mumbai) attacks which coincided with the global financial crisis. (Source: ICRA Report)

The industry temporarily pulled out of this decline in 2010 with demand growth of over 20% surpassing supply growth of 15%-18%. However, with the weak global economic scenario, demand in 2011 fell to around 5% and subsequently briefly turned negative until it started picking up again slowly during 2015. This period of weak demand was overlaid by a high five-year supply CAGR of around 17%, leading to significant decline in average room rates (ARR). The optimism about the Indian growth story and potential demand led to spate of new property announcements by Indian and international hospitality majors – keen to increase their presence in the Indian market. However, with the economic slowdown, supply outpaced demand, suppressing pricing power and reducing occupancies. The Indian hotel markets, over the past 17 years, has witnessed demand growth upwards of 20% in several years, while supply has grown by over 30% in a few years, leading to RevPAR growth of 30%-40% during few periods. (Source: ICRA Report)

Exogenous shocks are often triggers for the start of a downcycle-hitting demand hard. In the absence of disruptive shocks, the cycle goes through a natural oversupply triggered downcycle. On the other hand, triggers for an upcycle are often not so momentous, lurking around for 4-8 quarters in the form of rising occupancies. Stretched by overbuilding, leading to demand getting spread thinly across the growing supply, the FY2009-16 downcycle continued for much longer than the previous cycles and compared to past hotel industry cycles globally of one to two years of lows, preceded by five to six years of highs. For several years (until 2008), the huge hotel deficit in India had led to unprecedented room tariffs, quite often comparable with cities in developed countries. However, starting from the high of H1 FY2009, ARR in the Indian markets corrected sharply in H2 FY2009 (post 26/11 and the Lehman crisis) and has since trended significantly lower (FY2010 to FY2016). ARR continues to be around 15-30% lower than the pre 26/11 high, despite the revival starting in FY2017. (Source: ICRA Report)

Exhibit 6: Historical ARR and occupancy trends in the Indian premium hotel segment

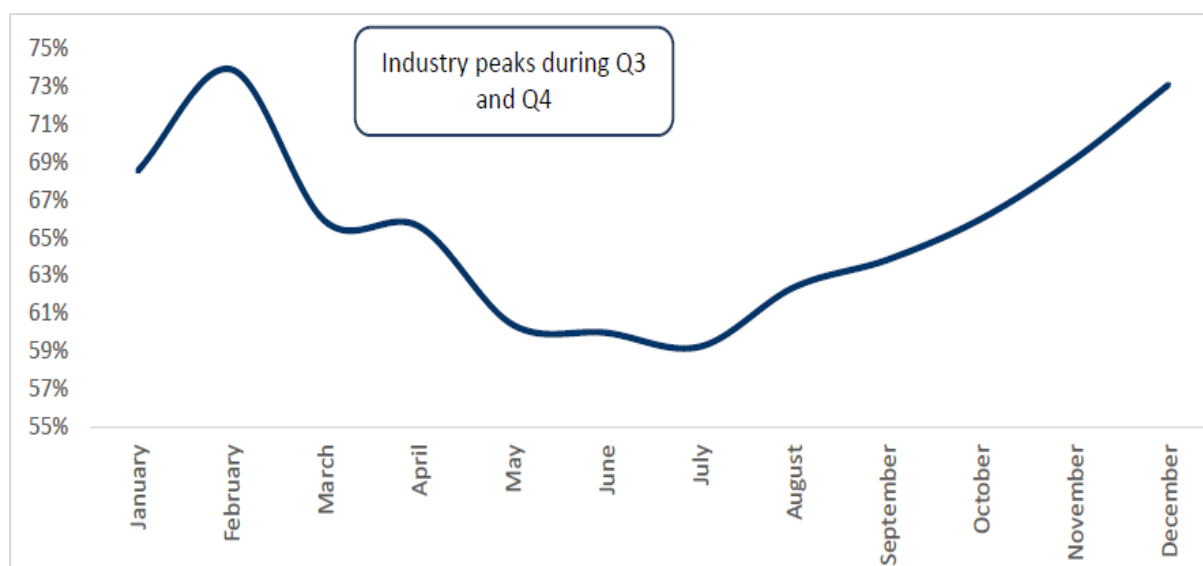


(Source: ICRA Report)

Cyclicality and Seasonality lead to significant year round performance variability

Markets, on the leisure circuit, with leisure travel driving demand, are exposed to significant volatility in ARR and occupancies. While occupancies peak during the seasonal highs (Q3-Q4), driving up ARR, destinations facing extreme weather conditions (in Rajasthan (Q1) and Kashmir) shut down for few months a year, leading to significant cash flow volatility for the hotel. Hotels located in predominantly business destinations, enjoy more stable demand, peaking during Tuesday to Thursday each week, subsequent to which occupancies peter off during the weekends. Ability to stabilise occupancies and consequently ARR by attracting alternative traffic (weddings) plays a key role in managing cash flow volatility. Demand from the Meetings, Incentives, Conferences and Conventions (MICE) segment also plays a role in managing occupancies and ARR. MICE traffic has picked up significantly during the past two years from 7.4% of demand in FY2014 to 15% of demand in FY2016. (Source: ICRA Report)

Exhibit 7: Annual seasonality in demand (occupancy trend) in Indian premium hotels

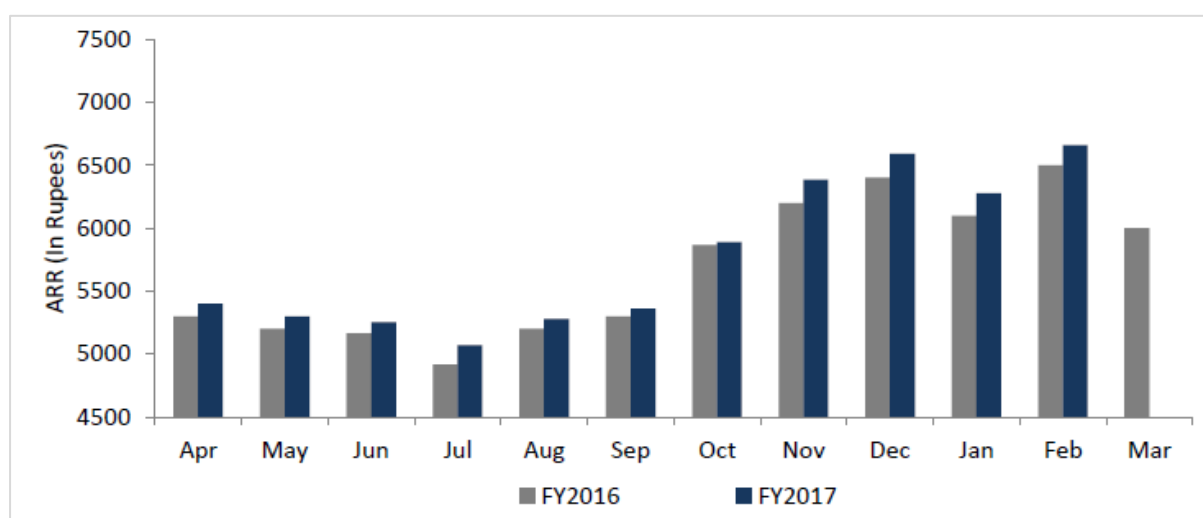


(Source: ICRA Report)

Traction in occupancies since late 2015 has started pushing ARR's up

Pan-India average occupancy grew by ~2% to 63% during 9M FY2017 compared to 62% during 9M FY2016, ARR's stood at ~₹ 5,600 during 9M FY2017, as against ₹ 5,500 during 9M FY2016. The traction in ARR - witnessed since December 2015 - has continued during the new corporate rate contract season beginning September-October 2016; currently, there is an average ₹ 150-200 premium on y-o-y basis (pan-India basis). This minimal increase in corporate rates is however inadequate to support strong margin expansions. Most of the markets, barring the NCR and Kolkata – which have sizeable unabsorbed supply, have witnessed traction in ARR's. Strong demand and modest new supply across most markets has aided rate traction. FIT and last minute booking rates have however improved by over 5%+ during FY2017, indicating dynamic ARR management. (Source: ICRA Report)

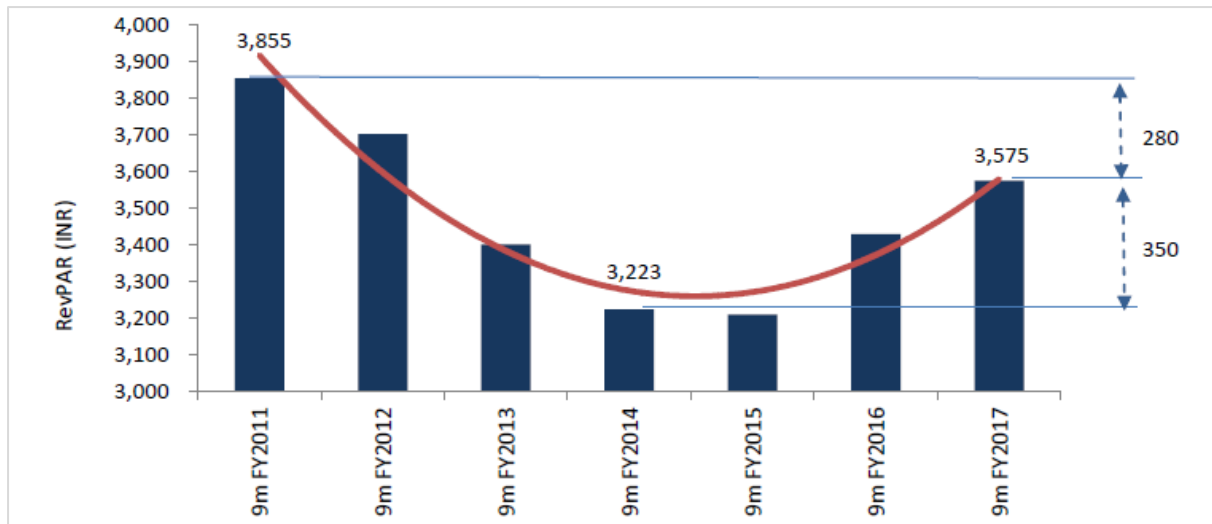
Exhibit 8 Monthly ARR trends in Indian premium hotels (FY2016-2017)



(Source: ICRA Report)

RevPARs during 9M FY2017 grew by ~4%, contributed equally by growth in occupancies and ARR's. RevPARs have continued to grow on a YoY basis for the past 10 quarters indicating revival in the industry.

Exhibit 8 Monthly ARR trends in Indian premium hotels (FY2016-2017)



(Source: ICRA Report)

BUSINESS

OVERVIEW

Delta Corp Limited is the only listed company engaged in the casino (electronic and live) gaming industry in India and is a leader in the offshore casino gaming space (based on gaming positions and number of vessels). We, along with our Subsidiaries, currently own and operate casinos in India in the states of Goa and Sikkim, offering a total of approximately 1,500 gaming positions. In addition, we are also proposing to venture into the fast-growing online gaming space through our proposed acquisition of Gauss Networks Private Limited, which operates the online poker site 'Adda52.com'. We believe that our early-mover advantage has helped us secure a leadership position, with our Company holding three of the six offshore gaming licenses issued in Goa and also operating one land based casino in Goa and one in Sikkim.

Our Company currently operates three offshore casinos in Goa, with a total of approximately 1,500 gaming positions. We operate Deltin Royale and Deltin JAQK, amongst the country's two largest offshore casinos, and Deltin Caravela, the only floating hotel with a casino in India. Our Company also owns and operates the Deltin Suites, a 106 room, all-suite hotel with a casino as well as operates the Deltin Palms, a 27-room boutique hotel, both located in Goa. We also operate the Casino Deltin Denzong located at the Denzong Regency hotel in Gangtok, Sikkim. We also own and operate The Deltin, a 176 room five-star hotel in Daman, which is an integrated resort with a proposed casino. Details of the gaming area and gaming positions available at each of the aforesaid casinos are set out below:

Casino	Gaming Area (approx. sq. ft.)	No. of Gaming Positions (approx.)
Deltin Royale	24,100	815
Deltin JAQK	11,161	379
Deltin Caravela	2,905	107
Deltin Suites	2,528	67
Casino Deltin Denzong	5,300	173
TOTAL	45,994	1,541

Our Company's audited financial performance during the last three Fiscals and unaudited financial results as of and for the nine months period ended December 31, 2016 are as below:

(in ₹ lakhs)

Particulars**	Nine months ended December 31, 2016	Fiscal 2016	Fiscal 2015	Fiscal 2014
Total income (including other income)	34,956.86	38,365.80	30,739.61	58,979.56
EBITDA	13,258.57	12,871.63	7,395.47	18,129.01
EBITDA Margin	37.93%	33.55%	24.06%	30.74%
PAT	6,238.90	4,258.29	(2,277.14)	3,531.22
PAT Margin	17.85%	11.10%	-7.41%	5.99%

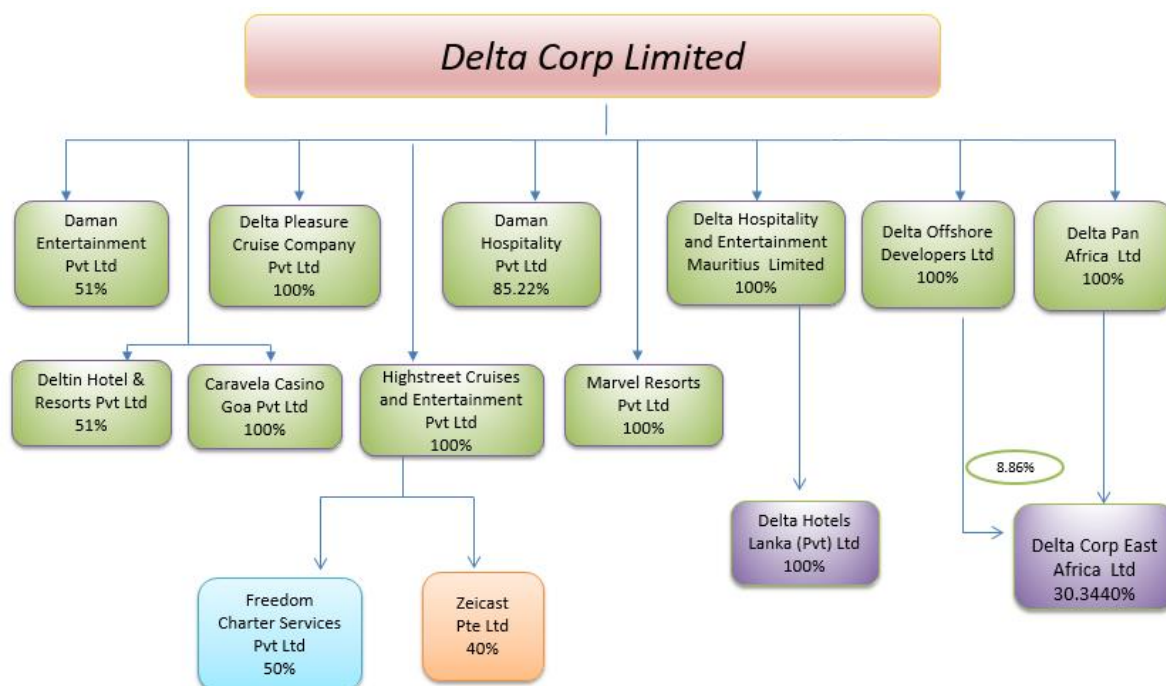
** On a consolidated basis

COMPANY HISTORY AND GROUP STRUCTURE

Our Company was originally incorporated on November 5, 1990 under the Companies Act as a private limited company under the name of Creole Holdings Company Private Limited. Pursuant to a Composite Scheme of Arrangement and Amalgamation, vide order of High Court of Judicature of Bombay dated December 17, 2006, Arrow Webtex Limited was merged into our Company and the name of the Company was changed to "Arrow Webtex Limited" ("Amalgamation").

While prior to the aforesaid Amalgamation, our Company was engaged only in the business of real estate consultancy, our Company expanded its business to renting real estate properties and manufacturing narrow woven fabrics thereafter. Subsequently, the aforesaid businesses were discontinued / demerged and we entered into the business of gaming and hospitality. Pursuant to the order of the High Court of Judicature at Bombay dated August 22, 2008, the business of manufacturing the narrow-woven fabrics was demerged into Arrow Textiles Limited on September 16, 2008. On October 31, 2008, the name of our Company was changed from Arrow Webtex Limited to "Delta Corp Limited".

The following diagram sets forth an overview of our current group structure:



OUR STRENGTHS

We believe that a number of factors have contributed to and will continue to drive our growth, including the following:

One of the industry's largest operators

We believe we are one of the largest players in the gaming industry in India. We hold three of the six offshore gaming licenses issued till date in Goa and also operate one land based casino in Goa and one in Sikkim. We believe that we will continue to hold this position (particularly in the offshore gaming segment), due to a competitive advantage which is derived as a result of various factors including (a) a relatively lengthy process for obtaining licenses for the gaming business in India; and (b) the considerable time and costs involved in setting up the requisite infrastructure (which includes acquiring appropriate vessels and jetties as well as hiring personnel and adequately training them). We use our scale and market leadership position, in combination with our marketing and customer loyalty programs, to foster revenue growth and encourage repeat business.

We own and operate two five star hotels, 'Deltin Suites' and 'The Deltin' in Goa and Daman respectively. We also operate a hotel in Goa namely, 'Deltin Palms' – a boutique hotel with 27 rooms as well as 'Villa Marina' – a riverside luxury country house ideal for large gatherings. We believe that this provides us with a significant competitive advantage that enables us to efficiently market our products to a large and recurring customer base, and generate profitable revenue growth.

Expanded imprint in onshore gaming and geographical expansion with live gaming in Sikkim

We commenced operations of our first land based casino at Deltin Suites, our five-star property in Goa in December 2015. This marked our entry into the onshore gaming space helping us expand our imprint beyond the offshore space.

In March 2014, we launched The Deltin, Daman, a five-star hotel with 176 rooms and banqueting facilities, ideally located to attract guests from Maharashtra and Gujarat. We are currently awaiting the gaming license for the same, pursuant to which we believe we will be in a position to provide a complete gaming and family entertainment experience at this hotel. The casino, when operational, is proposed to be spread over approximately 60,000 sq. ft. and is expected to have in excess of 1200 gaming positions. We believe that upon

commencement of casino operations, The Deltin will be the only integrated casino resort of its size in India.

On July 26, 2016, we entered into a leave and license agreement for license of premises located in the hotel Denzong Regency in Gangtok, Sikkim. We have since commenced casino operations pursuant to a license issued to us by the Government of Sikkim.

Strength of the 'DELTIN' brand

We believe that the 'DELTIN' brand is the first integrated gaming and hospitality brand in India. In the past four years we believe that we have established the 'DELTIN' brand as a well-recognised brand synonymous with the gaming and hospitality business in India, with significant brand equity. We believe our brand provides us with a competitive advantage, particularly in attracting customers as well as talent, exploring potential business opportunities and accessing capital.

Experienced management and project execution skills

We are managed by a team of qualified and experienced professionals. Our management team has a successful track record of project management and execution. We believe that the experience of our key management personnel, in the conduct of various operations and businesses, and implementation of our strategies in relation thereto, provides a competitive advantage in our businesses where substantial expansion is expected in the foreseeable future. For additional details see section titled "*Board of Directors and Senior Management*" on page 104 of this Placement Document. Most of the Senior Management team has been with the Company for nearly eight to ten years. We also believe that our management is supported by well-trained and qualified staff. We offer our employees career growth opportunities along with attractive compensation and suitable training programs.

OUR STRATEGY

We continuously evaluate our growth strategy in order to continue to maintain a dominant position in the Indian gaming industry.

Continue to evolve our integrated marketing programs to maintain our competitive advantage

We have a separate marketing team that specialises in marketing and ensures that information about our Company reaches a larger audience base. We use a variety of media to convey our advertising, including television, internet, radio, print, direct marketing and other unconventional media, such as short message services and social networking sites, to optimise our media plan and coverage of target demographic profiles. We intend to continue building on our marketing strategy to enhance our presence, including through the use of loyalty programs, outreach for new customers, increasing awareness about the gaming industry to capture mindspace of gaming participants, etc.

Expanding our onshore imprint by getting into arrangement with luxury properties

As a part of our growth strategy, we intend to enter into arrangements, at appropriate stages, with luxury hotels to operate land based casinos in their premises. We believe that this will help us to unfold the attractiveness of casinos to a larger target audience and consequently generate an interest in our offshore casinos as well. Since the launch of our casino business in 2008 in Goa we have gained entry into the gaming business in Sikkim. We also operate the Casino Deltin Denzong located in the Denzong Regency Hotel in Gangtok, Sikkim. We intend to enter into similar arrangements with other hotels operating a casino on their premises thereby giving us the advantage of accessing a pre-established setup and the ability to focus on the gaming business. Further, we have also applied for a gaming license for The Deltin, Daman. The casino, when operational, is expected to be India's largest integrated casino resort. We have steadily expanded our geographical footprint to set up operations in all states where the gaming business has been legalized and we plan to continue with such expansion and exploring opportunities coming our way.

Establish and grow a robust online gaming business model

We believe that the online gaming industry is currently at a nascent stage in India and our foray into this business will provide us access to a diverse base of clients across new demographic segments. We intend to take advantage of the relatively low costs associated with setting up and operating in an online gaming business

model with the ability to access a larger client base. Through our proposed acquisition of Gauss Networks Private Limited, which through its wholly owned subsidiary operates the online poker site 'Adda52.com', we intend to establish our presence in the online gaming business in India and reach out to a larger customer base across India thereby supplementing our offline gaming business. We also believe that our presence in the online gaming sector will result in our Company being a leading player with a presence across multiple formats in the gaming and hospitality industry.

'Adda52.com' currently offers online games such as poker and rummy. Upon completion of our acquisition of Adda52.com, we intend to ramp up its offerings related to rummy and also to introduce online skilled games related to fantasy sports, thereby offering a bouquet of options to customers in the online gaming space. We will also continue to evaluate opportunities for organic and inorganic growth in the online gaming space.

Establishing "DELTIN" as a brand synonymous with the gaming and hospitality industry in India

We believe that our expansion to Sikkim and Daman will also enhance the brand equity attached to the 'DELTIN' brand and further contribute to our brand being synonymous with the gaming and hospitality industry in India. We intend continuing to build our brand equity by providing the same quality of services that we have been providing across all our properties and platforms and help us grow. We also intend to leverage the Adda52.com online gaming platform to increase visibility of the "DELTIN" brand and further supplement the association between our brand and the gaming business in India.

DESCRIPTION OF OUR BUSINESSES

A brief description of each of our lines of business is set forth below.

GAMING AND ENTERTAINMENT

Liberal and progressive regulatory and policy developments in connection with the gaming sector in Goa has provided a significant impetus to the growth prospects of the gaming and entertainment business coupled with the tourist and leisure industry in Goa. We have forayed into the gaming and entertainment business through our flagship as well as wholly owned subsidiary companies HCEPL and DPCCPL. We operate three live offshore casinos in Goa namely "Deltin Royale", "Deltin JAQK" and "Deltin Caravela". We also operate an electronic (onshore casino) in our hotel "Deltin Suites" in Goa and a live onshore casino in Sikkim namely "Casino Deltin Denzong". All five aforementioned casinos have commenced operations pursuant to the respective casino licenses granted by the appropriate regulatory authority and are currently operational.

We have also received an in principle no objection to grant of license for operating games of electronic amusement/slot machines from the Directorate of Tourism, U.T. Administration of Daman & Diu for the casino proposed to be located at our hotel, The Deltin, Daman and are in the process of obtaining the final approval for the same. We believe that we are the only gaming and entertainment company in Daman that has received the aforesaid in principle no objection to grant of license.

We offer a wide variety of games in our casinos including slot machines, Roulette, Baccarat, Blackjack, Caribbean Stud Poker, Texas Hold'em Poker, Flush and such other games. Our properties also offer multi-cuisine dining experiences with different restaurants and bars.

Infrastructure

Vessels

Our offshore casinos are being operated on-board the following three vessels:

- 1) **M.V. Horseshoe Casino:** The vessel 'M.V. Horseshoe Casino', houses the offshore casino "Deltin Royale". Deltin Royale offers five levels, three dining & entertainment venues as well as private gaming suites. It operates on the Mandovi River in Goa. Certain specifications of M.V. Horseshoe Casino are as follows:

Type	Passenger Ship
Length	85.34 metres
Width	22.56 metres
Depth	5.33 metres

Sailing Speed	5 knots per hour
Capacity	399 passengers including crew

- 2) **M.V. Casino Royale:** The vessel 'M.V. Casino Royale' houses the offshore casino "Deltin JAQK". Deltin JAQK offers three levels as well as a dining venue with a live kitchen. It operates on the Mandovi River in Goa. Certain specifications of M.V. Casino Royale are as follows:

Type	Passenger Ship
Length	70 metres
Width	13.4 metres
Depth	3.75 metres
Sailing Speed	8 knots per hour
Capacity	228 passengers including crew

- 3) **M. V. Royale Flotel:** The vessel 'M.V. Royale Flotel' houses the offshore casino Deltin Caravela. Deltin Caravela offers three levels, private gaming suites as well as a dining venue. It operates on the Mandovi River in Goa. Certain specifications of M.V. Royale Flotel are as follows:

Type	Passenger Ship
Length	60.2 meters
Breadth	13 meters
Depth	2 meters
Sailing Speed	8 knots per hour
Capacity	70 passengers including crew

Jetties and Feeder Boats

We operate four jetties in Goa, three at Panjim and one at Reis Magos, as well as thirteen feeder boats in order to ferry our customers / staff / supplies from the main land to the offshore casinos.

Personnel

As of March 31, 2017, we employed approximately 2,200 persons across all properties. Our personnel can be classified into (a) gaming staff consisting of approximately 800 persons, divided into gaming shift managers, pit bosses, inspectors and dealers, (b) surveillance staff consisting of approximately 100 persons (c) support staff consisting of approximately 300 persons (d) marine crew, consisting of approximately 200 persons (e) hospitality staff consisting of approximately 600 persons and (f) management and administration staff consisting of approximately 200 persons.

ONLINE GAMING

We are in the process of making an entry into the online gaming business in India by acquiring Gauss Networks Private Limited through a share purchase agreement dated August 30, 2016 and a subsequent scheme of arrangement filed on March 29, 2017 with the NCLT. The final order from the NCLT in relation to the amalgamation is awaited. Gauss Networks Private Limited, through its wholly owned subsidiary, owns and operates the online gaming portal "Adda52.com".

HOSPITALITY

To support and complement our gaming business and augment future growth, we have integrated and embedded our hospitality business with our gaming business.

We currently own and operate three properties in Goa namely "Deltin Suites", "Deltin Palms" and "Villa Marina". We also own and operate a hotel in Daman namely "The Deltin". We also own a 35.19% stake in Advani Hotels and Resorts (India) Ltd., the holding company of Ramada Caravela Beach Resort with no operational interest or management control.

The four properties mentioned above have following room facilities:

- Deltin Suites, Goa has 106 rooms
- Deltin Palms, Goa has 27 rooms.
- Villa Marina, Goa has 6 duplex rooms
- The Deltin, Daman has 176 rooms

INSURANCE POLICIES

We have obtained various insurance policies including with regard to its movable properties, marine hull insurance policies for vessels, and a group personal accident insurance policy for passengers and staff on-board the vessels. Our Company has also obtained a fire, terrorism and earthquake policy for various assets owned by our subsidiary companies.

Our insurance policies are subject to exclusions which are customary for insurance policies of the type held by us, including those exclusions which relate to war and terrorism-related events.

We believe that our insurance policies as described above are appropriate for our business.

INTELLECTUAL PROPERTY

We have registered the trademarks for our corporate logo, as well as the logos for Deltin Royale, Deltin JAQK, Deltin Caravela, Deltin Palms, Deltin Suites, Deltin Group and The Deltin.

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Board of Directors

The composition of our Board is governed by the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. The Articles of Association of our Company provide that the number of directors shall not be less than three and not more than 12. At present, our Company has eight Directors on its Board, comprising one Executive Director and seven Non-Executive Directors, including four Independent Directors.

Pursuant to the provisions of the Companies Act, at least two-third of the total number of Directors, excluding Independent Directors, are liable to retire by rotation, with one-third of such number retiring at each AGM. Additionally, in accordance with the Articles of Association of our Company, if the number of Directors retiring is not three or a multiple of three, then the nearest number to one-third are liable to retire by rotation. A retiring Director is eligible for reappointment. Further, as per the provisions of Companies Act, an Independent Director may be appointed for a maximum of two consecutive terms of up to five consecutive years each. However, the reappointment of an Independent Directors for a second consecutive term shall, amongst other things, be on the basis of the performance evaluation report and approved by the shareholders by way of a special resolution.

The following table sets forth details regarding the Board of Directors as of the date of this Placement Document:

S.No.	Name, Address, Occupation, DIN, Term and Nationality	Age	Designation
1.	Jaydev Mody Address: Flat no. 2, first floor, West Hill 27, Nepean Sea Road, Mumbai – 400 036 Maharashtra, India. Occupation: Business DIN: 00234797 Term: Not liable to retire by rotation Nationality: Indian	61	Non-Executive Chairman
2.	Ashish Kapadia Address: Flat no. 1, Pentacle Building, Sophia College Lane, Mumbai – 400 026 Maharashtra, India Occupation: Service DIN: 02011632 Term: Five years commencing from April 27, 2014. Liable to retire by rotation with such term. Nationality: Indian	47	Managing Director

S.No.	Name, Address, Occupation, DIN, Term and Nationality	Age	Designation
3.	Chetan Desai Address: 901, Matoshree Kunj, Tanaji Malusare Marg, Vile Parle West, Mumbai – 400 056 Maharashtra, India Occupation: Chartered Accountant DIN: 03595319 Term: Liable to retire by rotation Nationality: Indian	67	Non-executive Director
4.	Rakesh Jhunjunwala Address: 16 C / 17 C, IL Palazzo CHS, Little Gibbs Road, Malabar Hill, Mumbai – 400 006 Maharashtra, India. Occupation: Investor in shares and securities DIN: 00777064 Term: Liable to retire by rotation Nationality: Indian	56	Non-executive Director
5.	Alpana Samir Chinai Address: Flat No B-31, Mayfair Gardens, Little Gibbs Road, Malabar Hill, Mumbai – 400 006 Maharashtra, India Occupation: Business DIN: 00136144 Term: Five years commencing from September 26, 2014 Nationality: Indian	56	Independent Director

S.No.	Name, Address, Occupation, DIN, Term and Nationality	Age	Designation
6.	Rajesh Jaggi Address: 26 Blue Haven, 2 nd Floor, Mount Pleasant Road, Malabar Hill, Mumbai – 400 006. Maharashtra, India Occupation: Professional DIN: 00046853 Term: Five years commencing from September 26, 2014 Nationality: Indian	48	Independent Director
7.	Ravinder Kumar Jain Address: 303B, Bakhtavar Building, Sahid Bhagat Singh Road, Opp. Coloba Post Office, Colaba, Mumbai – 400 005. Maharashtra, India. Occupation: Business DIN: 00652148 Term: Five years commencing from September 26, 2014 Nationality: Indian	70	Independent Director
8.	Dr. Vrajesh Udani Address: 17, Al Jabreya Court, 69, Marine Drive, Mumbai – 400 020 Maharashtra, India. Occupation: Medical Practitioner DIN: 00021311 Term: Five years commencing from September 25, 2015 Nationality: Indian	61	Independent Director

Biographies of the Directors

Jaydev Mody is the Non-Executive Chairman of our Company. He has a bachelor's degree in Humanities from Mumbai University. Jaydev was the managing director of Peninsula Land Limited, a real estate vertical of the Piramal Group till October 2005.

Ashish Kapadia is the Managing Director of our Company. He holds a bachelor's degree in Commerce. He has been a director of HCEPL, one of our subsidiaries since January 29, 2009

Chetan Desai is a non-Executive Director of our Company. He is a qualified chartered accountant. He is the

joint managing partner of M/s. Haribhakti & Co. LLP Chartered Accountants. Earlier for over 30 years he was heading the audit & assurance services of M/s. Haribhakti & Co. LLP Chartered Accountants.

Rakesh Jhunjhunwala is a non-Executive Director of our Company. He has completed his bachelor's degree in Commerce (Honors) from Sydneham College of Commerce and Economics, Mumbai. He is a qualified chartered accountant and an investor and trader. He manages his business interests through his firm RARE Enterprises, of which he is a founding partner.

Alpana Samir Chinai is an Independent Director of our Company. She holds a bachelors degree in arts from the Mumbai University. In the past, she was the joint managing Director of Piramal Mills. She is also a director at Piramal Sons Private Limited. She is also a managing trustee of her own charitable institutes in Rajasthan, Piramal Group of Institutes, which specialises extensively in educating the girl child.

Rajesh Jaggi is an Independent Director of our Company. He holds a bachelor degree in commerce from University of Mumbai and master's degree in business management and finance from F.W. Olin Graduate School of Business, Babson (USA). Prior to this, Rajesh was the managing director of Peninsula Land Limited which is an Indian real estate Company.

Ravinder Kumar Jain is an Independent Director of our Company. He holds a bachelor's degree in chemical engineering from Indian Institute of Technology, Delhi and has completed a post graduation diploma in business administration from Indian Institute of Management, Ahmedabad. In the past he has worked with Warner Hindustan Limited, United Breweries Group, Herbertsons Limited, Shaw Wallace Limited, McDowell & Company and Millennium Alcobev Private Limited (a joint venture of Scottish & New Castle, a British company). Currently, he is a promoter of Grover Zampa Vineyards Limited which owns brands like Grover La Reserve and Zampa etc.

Dr. Vrajesh Udani is an Independent of our Company. He is also 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.

Relationship with other Directors

None of the Directors of our Company are related to each other.

Borrowing powers of the Board

The Board of Directors is authorised to borrow money upon such terms and conditions as the Board may think fit and may exceed the aggregate of our paid up capital and free reserves, provided that the aggregate amount of its borrowings shall not exceed ₹ 500 crore, at any time apart from the temporary loans obtained by our Company in the ordinary course of business, as per the resolution passed by the Shareholders' by way of a postal ballot notice dated July 28, 2014, the results of which were declared on September 9, 2014, and a resolution passed by our Board on July 28, 2014.

Interest of the Directors

All of the Directors may be deemed to be interested to the extent of fees and commission, if any payable to them for attending meetings of the Board and committees. Our Managing Director is interested to the extent of remuneration paid to him for services rendered as an officer of our Company.

The Directors may also be regarded as interested in our Company to the extent of the Equity Shares held by them and also to the extent of any dividend payable to them and other distributions in respect of such Equity Shares held by them. The Managing Director may also be interested in the options that have been granted to him under the Deltacorp ESOS 2009 Scheme.

Other than as disclosed in this Placement Document, there are no outstanding transactions other than in the ordinary course of business undertaken by our Company in which the Directors are interested parties.

Certain of our Directors may also be regarded as interested in the Equity Shares held by, or subscribed by and allotted to, the companies, firms and trusts, in which they are interested as directors, members, partners or

trustees.

Shareholding of Directors

The following table sets forth details regarding the shareholding of the Directors as of May 12, 2017:

Name of the Director	Number of Equity Shares	Percentage of shareholding in our Company (%)
Jaydev Mody	200	0.00*
Ashish Kapadia	5,00,000	0.21
Chetan Desai	Nil	0.00
Rakesh Jhunjhunwala	1,27,50,000**	5.50
Alpana Samir Chinai	1,500***	0.00*
Rajesh Jaggi	21,000#	0.00*
Ravinder Kumar Jain	7,620	0.00*
Dr. Vrajesh Udani	60,000##	0.02

*Less than 0.01%

**Out of the 1, 27,50,000 Equity Shares held by Rakesh Jhunjhunwala, 12, 50,000 Equity Shares are being held by him in his capacity of being a partner of M/s Rare Enterprises.

***Out of the 1,500 Equity Shares held by Alpana Samir Chinai, 1,000 Equity Shares are held jointly with Samir Mahesh Chinai and 500 Equity Shares are held by Sameer Mahesh Chinai jointly with Alpana Samir Chinai.

#Held jointly with Satindrapal Ramalal Jaggi.

##Held jointly with Sonu Vrijesh Udani.

Remuneration of the Directors

Non - Executive Directors

The following table sets forth the remuneration (including sitting fees, commission and perquisites) paid by our Company to the Non-Executive Directors as of and for the nine month period ended December 31, 2016, and for the years ended March 31, 2016, March 31, 2015 and March 31, 2014:

(In ₹ lakhs)

Name	For the nine month period ended December 31, 2016	Fiscal 2016	Fiscal 2015	Fiscal 2014
Jaydev Mody	0.30	0.40	0.30	0.40
Chetan Desai	Nil	Nil	Nil	Nil
Rakesh Jhunjhunwala	0.30	0.20	0.30	0.40
Alpana Samir Chinai	0.20	0.20	0.20	Nil
Rajesh Jaggi	0.60	0.70	0.53	0.70
Ravinder Kumar Jain	0.70	0.53	0.45	Nil
Dr. Vrajesh Udani	0.70	0.48	Nil	Nil

Our Company pays a sitting fee of ₹ 10,000 per meeting of the Board and a sitting fee of ₹ 7,500 per meeting of the Audit Committee to our Non-Executive and Independent Directors.

Executive Directors:

Ashish Kapadia, Managing Director

Ashish Kapadia was reappointed as a Managing Director of our Company pursuant to a postal ballot notice dated January 31, 2014, the results of which were declared on March 12, 2014, with effect from April 27, 2014 for a period of five years. Accordingly, an employment agreement dated January 31, 2014 was entered into between our Company and Ashish Kapadia. Set out hereunder are the details of the remuneration paid to Ashish Kapadia:

Terms and Conditions of Appointment	
Particulars	Date/Remuneration/Details
Period	April 27, 2014 for a period of five years i.e., up to April 26, 2019
Basic salary	₹ 5,10,766 per month (It will also include suitable increment based on the performance in the scale of ₹ 5,10,766 to ₹ 9,00,000 per month)
House Rent Allowance	50% of basic salary
Special allowance	₹ 50,000 per month
Provident fund at 12% of basic salary	As per the particular month's salary
<i>Perquisites</i> • Leave travel expenses • Mediclaim and personal accident insurance cover as per the Company's rule. • Use of two cars, telephone and mobile phone for official use as per the Company's policy in this regard as per the Company's rule. • Leave and encashment of leave at the end of the tenure in accordance with the rules of the Company. • Gratuity on the basis of 15 days salary for each year of completed service, as per the policy of the Company, Payment of Gratuity Act, 1972 and subject to tax as per the Income Tax Act, 1961.	₹ 5,00,000 per annum
Employee stock option scheme	At the sole discretion of the Board
Commission	Eligible up to an amount of 0.25% of the net profit after tax of the Company, after completion of each financial year subject to ceiling stipulated in Section 197 of the Companies Act.

Senior Management

In addition to our Managing Director, our Senior Management, as on the date of this Placement Document, are as follows:

Anil Malani is the president of our operations. He holds a bachelor's degree in commerce from the University of Mumbai. In the past, he has been associated with Esquire International Limited, AIMS International Limited, Amazon Food and Beverages Private Limited and Colver Solar Private Limited.

Hardik Dhebar is our group chief financial officer. He has a degree in post graduation in finance from the Welingkar Institute of Management and has over 20 years' of experience in finance and treasury operations having handled initial public offerings, debt syndication, loan restructuring, private placement of equity and merger & acquisition. He oversees the overall finance function of our Company. In the past, Hardik has worked with the Piramal group of companies, holding positions of responsibility in Nicholas Piramal Limited, Peninsula Land Limited and Morarjee Textiles Limited.

Dilip Vaidya is the company secretary and general manager of our Company and has over 20 years of experience in the secretarial and legal field, having worked with companies such as Reliance Infrastructure Limited, India Infoline Finance Limited and Hathway Cable & Datacom Limited.

Shareholding of Senior Management

The following table sets forth details regarding the shareholding of the Senior Management in our Company as at May 12, 2017:

Name	Number of Equity Shares	Percentage of shareholding in our Company (%)
Anil Malani	3,00,000	0.13
Hardik Dhebar	1,17,500	0.05
Dilip Vaidya	1	0.00*

*Less than 0.01%

Corporate governance

The Board of Directors presently consists of eight Directors. In compliance with the requirements of the SEBI Listing Regulations, the Board of Directors has four Independent Directors. Our Company is in compliance with the corporate governance requirements prescribed under the SEBI Listing Regulations.

Committees of the Board of Directors

The Board of Directors have constituted committees, in accordance with the relevant provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The following table sets forth the members of the aforesaid committees as of the date of this Placement Document:

Committee	Members
Audit Committee	Ravinder Kumar Jain – (Chairman), Ashish Kapadia, Mr. Rajesh Jaggi, and Dr. Vrajesh Udani
Nomination, Remuneration and Compensation Committee	Alpana Chinai – (Chairperson), Jaydev Mody, Rajesh Jaggi
Stakeholders' Relationship Committee	Jaydev Mody – (Chairman), Alpana Samir Chinai, Ashish Kapadia
CSR Committee	Jaydev Mody – (Chairman), Alpana Samir Chinai, Ashish Kapadia
Risk Management Committee	Ashish Kapadia – (Chairman), Rajesh Jaggi, Dr. Vrajesh Udani

Policy on disclosures and internal procedure for prevention of insider trading

The Insider Trading Regulations applies to our Company and its employees and requires our Company to implement a code of internal procedures and conduct for the prevention of insider trading. Our Company has implemented a code of conduct for prevention of insider trading in accordance with the Insider Trading Regulations. As per the code of internal procedures and conduct for the prevention of insider trading adopted by our Company, the company secretary of our Company, is the compliance officer of our Company.

Other confirmations

None of the Directors, Promoters or key managerial personnel of our Company have any financial or other material interest in the Issue.

Other than Anil Malani, who is a permanent employee of HCEPL (a wholly owned subsidiary of our Company), all the Senior Management are the permanent employees of our Company.

Related Party Transactions

For details in relation to the related party transactions entered by our Company during the last three Fiscal Years immediately preceding the date of this Placement Document, as per the requirements under Accounting Standard 18 issued by the Institute of Chartered Accountants in India, please see section "Financial Information" on page 150.

Employee Stock Option Schemes

For details with respect the employee stock option scheme of our Company, please see section "*Capital Structure - Employee stock option scheme*" on page 61.

PRINCIPAL SHAREHOLDERS AND OTHER INFORMATION

- 1 The summary statement showing the holding of specified securities of our Company as of March 31, 2017 is herein below:

Category of Shareholders	Nos. of Shareholders	No. of fully paid-up equity shares held	No. of partly paid-up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Locked in shares		Number of shares pledged or otherwise encumbered		Number of Equity shares held In dematerialized form
						No.(a)	As a % of total shares held(b)	No.(a)	As a % of Total shares held(b)	
(A) Promoter & Promoter Group	9	9,42,57,471	0	9,42,57,471	40.69	0	0	1,63,00,000	17.29	9,42,57,471
(B) Public	66,560	13,73,66,633	0	13,73,66,633	59.31	0	0	0	0.00	13,34,15,103
(C) Non Promoter – Non Public	0	0	0	0	0.00	0	0	0	0.00	0
(C1) Shares underlying DRs	0	0	0	0	0.00	0	0	0	0.00	0
(C2) Shares held by Employee Trust	0	0	0	0	0.00	0	0	0	0.00	0
Grand Total = (A) + (B) + (C)	66,569	23,16,24,104	0	23,16,24,104	100.00	0	0	1,63,00,000	7.04	22,76,72,574

Note: C=C1+C2

Grand Total=A+B+C

- 2 The summary statement showing holding of specified securities of the Promoter and Promoter Group in our Company as of March 31, 2017, is herein below:

Category of Shareholders	Nos. of Shareholders	No. of fully paid-up equity shares held	No. of partly paid-up equity shares held	Total nos. Shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Locked in shares		Number of shares pledged or otherwise encumbered		Number of Equity shares held in dematerialised form
						No. (a)	As a % of total shares held (b)	No.(a)	As a % of total Shares held (b)	
A1) Indian										
(a) Individuals/Hindu undivided Family	5	3,85,330	0	3,85,330	0.17	0	0	0	0.00	3,85,330
Kalpana Singhania	1	1,32,044	0	1,32,044	0.06	0	0	0	0.00	1,32,044
Urvi Piramal	1	25,000	0	25,000	0.01	0	0	0	0.00	25,000
Gopika Singhania	1	1,09,663	0	1,09,663	0.05	0	0	0	0.00	1,09,663
Ambika Singhania	1	1,18,423	0	1,18,423	0.05	0	0	0	0.00	1,18,423
Jaydev Mody	1	200	0	200	0.00	0	0	0	0.00	200
(b) Central Government/State Government(s)	0	0	0	0	0.00	0	0	0	0.00	0
(c) Financial Institutions/Banks	0	0	0	0	0.00	0	0	0	0.00	0
(d) Any Other	4	9,38,72,141	0	9,38,72,141	40.53	0	0	1,63,00,000	17.63	9,38,72,141
Highland Resorts LLP	1	2,32,120	0	2,32,120	0.10	0	0	0	0.00	2,32,120
Delta Real Estate*	1	3,12,13,341	0	3,12,13,341	13.48	0	0	49,00,000	15.70	3,12,13,341

Category of Shareholders	Nos. of Shareholders	No. of fully paid-up equity shares held	No. of partly paid-up equity shares held	Total nos. Shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Locked in shares		Number of shares pledged or otherwise encumbered		Number of Equity shares held in dematerialised form
						No. (a)	As a % of total shares held (b)	No.(a)	As a % of total Shares held (b)	
Consultancy Private Limited										
Bayside Property Developers Private Limited**	1	3,12,13,340	0	3,12,13,340	13.48	0	0	0	0.00	3,12,13,340
Aryanish Finance and Investments Private Limited***	1	3,12,13,340	0	3,12,13,340	13.48	0	0	1,14,00,000	36.52	3,12,13,340
Sub Total A1	9	9,42,57,471	0	9,42,57,471	40.69	0	0	1,63,00,000	17.29	9,42,57,471
A2) Foreign										
(a) Individuals (Non – Resident Individuals/Foreign Individuals)	0	0	0	0	0.00	0	0	0	0.00	0
(b) Government	0	0	0	0	0.00	0	0	0	0.00	0
(c) Institutions	0	0	0	0	0.00	0	0	0	0.00	0
(d) Foreign Portfolio Investor	0	0	0	0	0.00	0	0	0	0.00	0
(e) Any Other	0	0	0	0	0.00	0	0	0	0.00	0
Sub Total A2	0	0	0	0	0.00	0	0	0	0.00	0
A=A1+A2	9	9,42,57,471	0	9,42,57,471	40.69	0	0	1,63,00,000	17.29	9,42,57,471

* Delta Real Estate Consultancy Private Limited holds Equity Shares in the capacity of a trustee for Anjali J. ModyTrust.

** Bayside Property Developers Private Limited holds Equity Shares in the capacity of a trustee for Aditi J Mody Trust.

*** Aryanish Finance and Investments Private Limited holds Equity Shares in the capacity of a trustee for Aarti J Mody Trust.

3 The summary statement showing holding of specified securities of public shareholders as of March 31, 2017, is herein below:

Category & Name of the Shareholders	No. of Shareholders	No. of fully paid-up equity shares held	No. of partly paid-up equity shares held	Total no. of shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	No of Voting Rights	Total as a % of Total Voting right	Number of equity shares held in dematerialized form (Not Applicable)
B1) Institutions	0	0	0	0	0	0	0.00	0
Mutual Funds/	0	0	0	0	0	0	0.00	0
Alternate Investment Funds	0	0	0	0	0.00	0	0.00	0
Foreign Venture Capital Investors	0	0	0	0	0.00	0	0.00	0
Venture Capital Funds	0	0	0	0	0.00	0	0.00	0
Foreign Portfolio Investors	67	2,64,17,600	0	2,64,17,600	11.41	2,64,17,600	11.41	2,64,17,600

Category & Name of the Shareholders	No. of Shareholders	No. of fully paid-up equity shares held	No. of partly paid-up equity shares held	Total no. of shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	No of Voting Rights	Total as a % of Total Voting right	Number of equity shares held in dematerialized form (Not Applicable)
Swiss Finance Corporation (Mauritius) Limited	1	56,83,628	0	56,83,628	2.45	56,83,628	2.45	56,83,628
East Bridge Capital Master Fund Limited	1	60,00,000	0	60,00,000	2.59	60,00,000	2.59	60,00,000
Financial Institutions/ Banks	2	7,63,436	0	7,63,436	0.33	7,63,436	0.33	7,63,436
Insurance Companies	1	4,27,640	0	4,27,640	0.18	4,27,640	0.18	4,27,640
Provident Funds/Pension Funds	0	0	0	0	0.00	0	0.00	0
Any Other								
Sub Total B1	70	2,76,08,676	0	2,76,08,676	11.92	2,76,08,676	11.92	2,76,08,676
B2) Central Government/ State Government(s)/ President of India	0	0	0	0	0.00	0	0.00	0
B3) Non-Institutions	0	0	0	0	0.00	0	0.00	0
Individual share capital upto ₹ 2 Lacs	64,370	3,95,51,282	0	3,95,51,282	17.08	3,95,51,282	17.08	3,56,42,602
Individual share capital in excess of ₹ 2 Lacs	29	4,51,16,327	0	4,51,16,327	19.48	4,51,16,327	19.48	4,51,16,327
Viral Amal Parikh	1	45,50,000	0	45,50,000	1.96	45,50,000	1.96	45,50,000
Jhunjhunwala Rekha Rakesh	1	1,10,00,000	0	1,10,00,000	4.75	1,10,00,000	4.75	1,10,00,000
Jhunjhunwala Rakesh Radheshyam	1	1,15,00,000	0	1,15,00,000	4.96	1,15,00,000	4.96	1,15,00,000
NBFCs registered with RBI	0	0	0	0	0.00	0	0.00	0
Employee Trusts	0	0	0	0	0.00	0	0.00	0
Overseas Depositories (Holding DRs) (Balancing figure)	0	0	0	0	0.00	0	0.00	0
Any Other	2091	2,50,90,348	0	2,50,90,348	10.83	2,50,90,348	10.83	2,50,47,498
Non Resident Indian Non-Repatriable	96	5,37,215	0	5,37,215	0.23	5,37,215	0.23	5,37,215
Non Resident Indian Repatriable	676	13,43,374	0	13,43,374	0.58	13,43,374	0.58	13,28,514
Trusts	0	0	0	0	0.00	0	0.00	0
Key Management Personnel	0	0	0	0	0.00	0	0.00	0
Non Resident Indians	0	0	0	0	0.00	0	0.00	0
Clearing Members	312	11,93,822	0	11,93,822	0.52	11,93,822	0.52	11,93,822

Category & Name of the Shareholders	No. of Shareholders	No. of fully paid-up equity shares held	No. of partly paid-up equity shares held	Total no. of shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	No of Voting Rights	Total as a % of Total Voting right	Number of equity shares held in dematerialized form (Not Applicable)
Quest Portfolio Services Private Limited	1	40,00,000	0	40,00,000	1.73	40,00,000	1.73	40,00,000
Bodies Corporates	1007	2,20,15,937	0	2,20,15,937	9.51	2,20,15,937	9.51	2,19,87,947
Sub Total B3	66,490	10,97,57,957	0	10,97,57,957	47.39	10,97,57,957	47.39	10,58,06,427
B= B1+B2 + B3	66,560	13,73,66,633	0	13,73,66,633	59.31	13,73,66,633	59.31	13,34,15,103

ISSUE PROCEDURE

The following is a summary intended to present a general outline of the procedure relating to the application, payment, Allocation and Allotment of the Equity Shares to be issued pursuant to the Issue. The procedure followed in the Issue may differ from the one mentioned below, and investors are presumed to have apprised themselves of the same from our Company or the Book Running Lead Managers. Our Company and the BRLM are not liable for any amendment, modification or change to applicable law or regulations, which may occur after the date of this Placement Document. Bidders are advised to inform themselves of any restrictions or limitations that may be applicable to them. Bidders will be required to confirm and will be deemed to have represented to our Company, the Book Running Lead Managers and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to subscribe to and acquire the Equity Shares. Please see the sections "Selling Restrictions" and "Transfer Restrictions" on pages 128 and 129, respectively.

Qualified Institutions Placement

The Issue is being made to Eligible QIBs in reliance upon Chapter VIII of the SEBI ICDR Regulations and Section 42 of the Companies Act, 2013, by way of a QIP and will not in any circumstances be offered to persons in any jurisdiction outside India. The Preliminary Placement Document and this Placement Document will not be registered as a prospectus with the RoC and the Equity Shares offered by way of the Issue will not be offered overseas or to the public in India or any other class of investors, other than to Eligible QIBs.

Under Chapter VIII of the SEBI ICDR Regulations and Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company may issue equity shares to Eligible QIBs provided that certain conditions are met by the company. Certain of these conditions are set out below:

- a) the shareholders of our Company have passed a special resolution approving such QIP. Such special resolution must specify that the allotment of securities is proposed to be made pursuant to the QIP and the Relevant Date;
- b) equity shares of the same class of our Company, which are proposed to be allotted through the QIP, are listed on a recognised stock exchange in India having nation-wide trading terminals for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the above-mentioned special resolution;
- c) the aggregate of the Issue and all previous qualified institutions placements made by our Company in the same financial year does not exceed five times the net worth (as defined in the SEBI ICDR Regulations) of our Company as per the audited balance sheet of the previous financial year; and
- d) our Company shall be in compliance with the minimum public shareholding requirements set out in the SCRR.

At least 10.00% of the Equity Shares issued to Eligible QIBs must be allotted to Mutual Funds, provided that, if this portion, or any part thereof to be allotted to Mutual Funds remains unsubscribed, it may be allotted to other Eligible QIBs.

Bidders are not allowed to withdraw their Bids after the Issue Closing Date

Additionally, there is a minimum pricing requirement under the SEBI ICDR Regulations. The Issue Price of the Equity Shares issued under the QIP shall not be less than the average of the weekly high and low of the closing prices of Equity Shares quoted on the stock exchange during the two weeks preceding the Relevant Date. However, a discount of up to 5.00% on such floor price is permitted in accordance with the provisions of the SEBI ICDR Regulations.

The "Relevant Date" referred to above means the date of the meeting in which the board of directors or the committee of directors duly authorised by the board of the Company decides to open the proposed issue and "stock exchange" means any of the recognised stock exchanges in India on which the equity shares of our Company are listed and on which the highest trading volume in such shares has been recorded during the two weeks immediately preceding the Relevant Date.

Securities must be allotted within 12 months from the date of the Shareholders' resolution approving the QIP and also within 60 days from the date of receipt of subscription money from the Bidders. Our Company shall have completed allotments with respect to any offer or invitation made earlier by our Company or has written or abandoned any such invitation or offer made by it.

The securities issued pursuant to a QIP must be issued on the basis of a preliminary placement document and a placement document, each of which shall contain all material information, including the information specified in Schedule XVIII of the SEBI ICDR Regulations and the requirements prescribed under Form PAS-4 as prescribed under the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014. The Preliminary Placement Document and this Placement Document are private documents provided to only select investors through serially numbered copies and are required to be placed on the websites of the concerned Stock Exchanges and of our Company, with a disclaimer to the effect that it is in connection with an issue to Eligible QIBs and no offer is being made to the public or to any other category of investors.

The minimum number of allottees for a QIP shall not be less than:

- a) two, where the issue size is less than or equal to ₹ 250 crore; and
- b) five, where the issue size is greater than ₹ 250 crore.

No single Allottee shall be allotted more than 50.00% of the Issue size or a number of equity shares which would aggregate to less than ₹ 20,000 calculated on the basis of the face value of the equity shares. Eligible QIBs that belong to the same group or that are under common control shall be deemed to be a single Allottee. For details of what constitutes "same group" or "common control", please see the section "*Issue Procedure—Application Process—Application Form*" on page 120.

The Equity Shares offered hereby have not been and will not be registered under the Securities Act and will not be offered or sold within the United States or any other jurisdiction, other than India. For a description of certain restrictions on transfer of the Equity Shares, please see the sections "*Selling Restrictions*" and "*Transfer Restrictions*" on pages 128 and 129, respectively.

Our Company has applied for and received the in-principle approvals of the Stock Exchanges under Regulation 28(1)(a) of the SEBI Listing Regulations for listing of the Equity Shares on the Stock Exchanges. Our Company has furnished a copy of the Preliminary Placement Document and has filed a copy of this Placement Document with the Stock Exchanges.

Our Company shall also make the requisite filings with the RoC and SEBI within the stipulated period as required under the Companies Act, 2013.

The Issue has been authorised and approved by the Board of Directors on March 22, 2017 and by the Shareholders on April 18, 2017.

Securities allotted to an Eligible QIB pursuant to the Issue shall not be sold for a period of one year from the date of Allotment except on the floor of a recognised stock exchange in India.

The Issue is being made only to Eligible QIBs and the Equity Shares in this Issue will not, in any circumstance, be offered to Eligible QIBs in any jurisdiction outside India.

Issue Procedure

Our Company and the Book Running Lead Managers shall circulate serially numbered copies of this Preliminary Placement Document and the serially numbered Application Form, either in electronic or physical form to Eligible QIBs and each Application Form will be specifically addressed to the relevant Eligible QIB. In terms of Section 42 of the Companies Act, 2013, our Company shall maintain complete records of the Eligible QIBs to whom the Preliminary Placement Document and the serially numbered Application Form have been dispatched.

The list of QIBs to whom the Preliminary Placement Document and Application Form is to delivered, shall be determined by our Company, in consultation with the Book Running Lead Managers. Unless a serially numbered Preliminary Placement Document along with the serially numbered Application Form

is addressed to a particular Eligible QIB, no invitation to subscribe shall be deemed to have been made to such Eligible QIB. Even if such documentation were to come into the possession of any person other than the intended recipient, no offer or invitation to offer shall be deemed to have been made to such person and any application that does not comply with this requirement shall be treated as invalid.

Bidders shall submit Bids for, and our Company shall issue and Allot to each Allottee, at least such number of Equity Shares in the Issue which would aggregate to ₹ 20,000, calculated at the face value of the Equity Shares.

Eligible QIBs may submit an Application Form, including any revisions thereof, during the Bidding Period to the Book Running Lead Managers.

Eligible QIBs will be, *inter alia*, required to indicate the following in the Application Form:

- a) full official name of the Eligible QIB to whom Equity Shares are to be Allotted;
- b) number of Equity Shares Bid for;
- c) price at which they are agreeable to subscribe for the Equity Shares, provided that Eligible QIBs may also indicate that they are agreeable to submit a Bid at "Cut-off Price", which shall be any price as may be determined by our Company in consultation with the Book Running Lead Managers at or above the Floor Price or the Floor Price net of such discount, as approved in accordance with SEBI ICDR Regulations;
- d) details of the depository account to which the Equity Shares should be credited;
- e) a representation that such Eligible QIB is a person resident in India and are not either FPIs or FVCIs or person 'owned' or 'controlled' by Non-Residents / persons resident outside India, as defined under FEMA;
- f) it has agreed to the representations set forth in the Preliminary Placement Document and the Application Form; and
- g) SEBI registration number, if applicable.

Once a duly completed Application Form is submitted by an Eligible QIB, such Application Form constitutes an irrevocable offer and cannot be withdrawn after the Issue Closing Date. The Issue Closing Date shall be notified to the Stock Exchanges and Eligible QIBs shall be deemed to have been given notice of such date after receipt of the Application Form.

The Bids made by asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Bids are made. In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids by more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme for which the Bid has been made. Application by various schemes or funds of a Mutual Fund will be treated as one application from the Mutual Fund. Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable laws.

Upon receipt of the Application Form, after the Issue Closing Date, our Company has determined the final terms, including the Issue Price of the Equity Shares to be issued pursuant to the Issue in consultation with the Book Running Lead Managers. Upon determination of the final terms of the Equity Shares, the Book Running Lead Managers will send the serially numbered CAN along with this Placement Document to Eligible QIBs who have been Allocated the Equity Shares. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Eligible QIB to pay the entire Issue Price for all the Equity Shares Allocated to such Eligible QIB. The CAN shall contain details such as the number of Equity Shares Allocated to the Eligible QIB and payment instructions including the details of the amounts payable by the Eligible QIB for Allotment of the Equity Shares in its name and the Pay-In Date as applicable to the respective Eligible QIB. **Please note that the Allocation will be at the absolute discretion of our Company in consultation with the Book Running Lead Managers.**

Pursuant to receiving a CAN, each Eligible QIB shall be required to pay of the entire application monies for the Equity Shares indicated in the CAN at the Issue Price, only through electronic transfer to our Escrow Account by the Pay-In Date as specified in the CAN sent to the respective Eligible QIBs. No payment shall be made by Eligible QIBs in cash. Please note that any payment of application money for the Equity Shares shall be made from the bank accounts of the relevant Eligible QIBs applying for the Equity Shares and our Company shall keep a record of the bank account from where such payment for subscriptions have been received. Monies payable on Equity Shares to be held by joint holders shall be paid from the bank account of the person whose name appears first in the application. Pending Allotment, all monies received for subscription of the Equity Shares shall be kept by our Company in a separate bank account with a scheduled bank and shall be utilised only for the purposes permitted under the Companies Act, 2013. Please see the section "*Issue Procedure - Bank Account for Payment of Application Money*" on page 123.

Upon receipt of the application monies from the Eligible QIBs, our Company shall Allot Equity Shares as per the details in the CAN sent to the Eligible QIBs.

After passing the resolution for Allotment and prior to crediting the Equity Shares into the depository participant accounts of the successful Bidders, our Company shall apply to the Stock Exchanges for listing approvals. Our Company will intimate to the Stock Exchanges the details of the Allotment and apply for approvals for listing of the Equity Shares on the Stock Exchanges prior to crediting the Equity Shares into the beneficiary account maintained with the Depository Participant by the Eligible QIBs.

After receipt of the listing approvals of the Stock Exchanges, our Company shall credit the Equity Shares Allotted pursuant to this Issue into the Depository Participant accounts of the respective Allottees.

Our Company will then apply for the final listing and trading permissions from the Stock Exchanges.

The Equity Shares that would have been credited to the beneficiary account with the Depository Participant of the Eligible QIBs shall be eligible for trading on the Stock Exchanges only upon the receipt of final trading and listing approvals from the Stock Exchanges.

Upon receipt of intimation of final trading and listing approval from each of the Stock Exchanges, our Company shall inform the Allottees of the receipt of such approval. Our Company and the Book Running Lead Managers shall not be responsible for any delay or non-receipt of the communication of the final trading and listing permissions from the Stock Exchanges or any loss arising from such delay or non-receipt. Final listing and trading approvals granted by the Stock Exchanges are also placed on their respective websites. Eligible QIBs are advised to apprise themselves of the status of the receipt of the permissions from the Stock Exchanges or our Company.

Eligible QIBs

Only Eligible QIBs who have not been prohibited by the SEBI from buying, selling or dealing in securities can participate in this Issue. Accordingly, Eligible QIBs for the purposes of this Issue shall include:

1. alternative investment funds, as defined under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 and registered with SEBI ("**AIFs**"); which are not owned or controlled by Non resident investors;
2. venture capital funds, as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, which are not owned or controlled by Non resident investors;
3. insurance companies registered with the Insurance Regulatory and Development Authority of India;
4. insurance funds set up and managed by army, navy or air force of the Union of India;
5. insurance funds set up and managed by the Department of Posts, India;
6. Mutual Funds;
7. pension funds with minimum corpus of ₹ 25 crore;
8. provident funds with minimum corpus of ₹ 25 crore;
9. public financial institutions as defined in Section 4A of the Companies Act, 1956 (Section 2(72) of the Companies Act, 2013);
10. scheduled commercial banks;
11. state industrial development corporations; and
12. the National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government published in the Gazette of India.

The Issue is being made only to Eligible QIBs and the Equity Shares in this Issue will not, in any circumstance, be offered to Eligible QIBs in any jurisdiction outside India.

Restriction on Allotment

Pursuant to Regulation 86(1)(b) of the SEBI ICDR Regulations, no Allotment shall be made pursuant to the Issue, either directly or indirectly, to any Eligible QIB being, or any person related to, the Promoters. Eligible QIBs which have all or any of the following rights shall be deemed to be persons related to the Promoters:

- a) rights under a shareholders' agreement or voting agreement entered into with the Promoter or persons related to the Promoters;
- b) veto rights; or
- c) a right to appoint any nominee director on the Board.

Provided, however, that an Eligible QIB which does not hold any Equity Shares in our Company and which has acquired the aforesaid rights in the capacity of a lender shall not be deemed to be related to the Promoters.

Our Company and the Book Running Lead Managers are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not directly or indirectly result in triggering an open offer under the Takeover Regulations.

***Note:** Affiliates or associates of the Book Running Lead Managers who are Eligible QIBs may participate in the Issue in compliance with applicable laws.*

Application Process

Application Form

Eligible QIBs shall only use the serially numbered Application Forms (which are addressed to them) supplied by the Book Running Lead Managers in either electronic form or by physical delivery for the purpose of making a Bid (including revision of a Bid) in terms of the Preliminary Placement Document.

By making a Bid (including the revision thereof) for Equity Shares through the Application Forms and pursuant to the terms of the Preliminary Placement Document, the Eligible QIB will be deemed to have made the following representations and warranties and the representations, warranties and agreements made under the sections "Notice to Investors", "Representations by Investors", "Selling Restrictions" and "Transfer Restrictions" on pages 2, 4, 128 and 129, respectively:

1. it is a Eligible QIB in terms of Regulation 2(1)(zd) of the SEBI ICDR Regulations and is not excluded under Regulation 86 of the SEBI ICDR Regulations, has a valid and existing registration under the applicable laws in India (as applicable) and is eligible to participate in this Issue;
2. it is not a promoter (as defined under SEBI ICDR Regulations) and is not a person related to the promoter, either directly or indirectly and its Application Form does not directly or indirectly represent the promoter or promoter group or persons related to the promoter;
3. it has no rights under a Shareholders' agreement or voting agreement with the promoter or persons related to the promoter, no veto rights or right to appoint any nominee director on the Board other than those acquired in the capacity of a lender which shall not be deemed to be a person related to the promoter;
4. it acknowledges that it has no right to withdraw its Bid after the Issue Closing Date;
5. if Equity Shares are Allotted through this Issue, it shall not, for a period of one year from Allotment,

sell such Equity Shares otherwise than on the Stock Exchanges;

6. it is eligible to Bid and hold Equity Shares so Allotted and its holding, does not and shall not, exceed the level permissible as per any applicable regulations applicable to the Eligible QIB;
7. its Bid(s) would not directly or indirectly result in triggering an open offer under the Takeover Regulations;
8. to the best of its knowledge and belief together with other Eligible QIBs in the Issue that belongs to the same group or are under same control, the Allotment to it shall not exceed 50.00% of the Issue. For the purposes of this statement:
 - (a) The expression "belongs to the same group" shall derive meaning from the concept of "companies under the same group" as provided in sub-section (11) of Section 372 of the Companies Act, 1956;
 - (b) "Control" shall have the same meaning as is assigned to it by Regulation 2(1)(e) of the Takeover Regulations.
9. it shall not undertake any trade in the Equity Shares credited to its beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges.
10. the QIB acknowledges, represents and agrees that in the event its total interest in the paid-up share capital of our Company or voting rights in our Company, whether direct or indirect, beneficial or otherwise (any such interest, your "Holding"), when aggregated together with any existing Holding and/or Holding of any of the persons acting in concert, results in Holding of 5.00% or more of the total paid-up share capital of, or voting rights in, our Company a disclosure of the aggregate shareholding and voting rights will have to be made under the Takeover Regulations. In case such QIB is a Shareholder who, together with persons acting in concert, holds 5.00% or more of the underlying paid up share capital of, or voting rights in our Company a disclosure will have to be made under the Takeover Regulations in the event of a change of 2% or more in the existing Holding of the QIB and persons acting in concert.
11. it has read and understood, and by making a Bid for the Equity Shares through the Application Forms and pursuant to the terms of the Placement Document, will be deemed to have made, the representations, warranties and agreements made under "*Notice to Investors*", "*Representations by Investors*", "*Selling Restrictions*" and "*Transfer Restrictions*" on pages 2, 4, 128 and 129.

ELIGIBLE QIBS MUST PROVIDE THEIR DEPOSITORY ACCOUNT DETAILS, PAN, THEIR DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER, AND BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM. ELIGIBLE QIBS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. FOR THIS PURPOSE ELIGIBLE SUB ACCOUNTS OF AN FII WOULD BE CONSIDERED AS AN INDEPENDENT ELIGIBLE QIB.

IF SO REQUIRED BY THE BOOK RUNNING LEAD MANAGERS, THE ELIGIBLE QIB SUBMITTING A BID, ALONG WITH THE BID CUM APPLICATION FORM, WILL ALSO HAVE TO SUBMIT REQUISITE DOCUMENT(S) TO THE BOOK RUNNING LEAD MANAGERS TO EVIDENCE THEIR STATUS AS AN "ELIGIBLE QIB" AS DEFINED HEREINABOVE.

IF SO REQUIRED BY THE BOOK RUNNING LEAD MANAGERS, ESCROW BANK(S) OR ANY STATUTORY OR REGULATORY AUTHORITY IN THIS REGARD, INCLUDING AFTER CLOSURE OF THE ISSUE, THE ELIGIBLE QIB SUBMITTING A BID AND/OR BEING ALLOTTED EQUITY SHARES IN THE PLACEMENT, WILL HAVE TO SUBMIT REQUISITE DOCUMENT(S) TO FULFILL THE APPLICABLE KNOW YOUR CUSTOMER (KYC) NORMS.

Demographic details such as address and bank account will be obtained from the Depositories as per the Depository Participant account details given above.

The submission of an Application Form by an Eligible QIB shall be deemed to be a valid, binding and irrevocable offer for the Eligible QIB to pay the entire Issue Price for the Equity Shares (as indicated by the CAN) and becomes a binding contract on the Eligible QIB upon issuance of the CAN by our Company in favour of the Eligible QIB.

Submission of Application Form

All Application Forms must be duly completed with information including the name of the Eligible QIB and the number of Equity Shares applied for. The Application Form shall be submitted to the Book Running Lead Managers either through electronic form or through physical delivery at the following address:

Name of the Book Running Lead Manager	Address	Contact Person	E-mail	Phone (Telephone and Fax)
Motilal Oswal Investment Advisors Limited	Motilal Oswal Tower, Behind Parel S.T. Depot, Prabhadevi, Junction of Gokhale & Sayani Road, Mumbai – 400 025, Maharashtra, India	Kristina Dias	ascend@motilaloswal.com	Tel: +91 22 3010 2512 Fax: +91 22 3980 4315
Emkay Global Financial Services Limited	7th Floor, The Ruby, Senapati Bapat Marg, Dadar - West, Mumbai - 400 028	Rajesh Ranjan/ Deepak Yadav	qip.dcl@emkayglobal.com	Tel: +91 22 6612 1212 Fax: +91 22 6612 1299

The Book Running Lead Managers shall not be required to provide any written acknowledgement of the same.

Permanent Account Number or PAN

Each Eligible QIB should mention its PAN allotted under the IT Act in the Application Form. Applications without this information will be considered incomplete and are liable to be rejected. Eligible QIBs should not submit the GIR number instead of the PAN as the Application Form is liable to be rejected on this ground.

Pricing and Allocation

Build up of the Book

Eligible QIBs shall submit their Bids (including the revision of bids) within the Bidding Period to one of the Book Running Lead Managers and such Bids cannot be withdrawn after the Issue Closing Date. The book shall be maintained by the Book Running Lead Managers.

Price Discovery and Allocation

Our Company, in consultation with the Book Running Lead Managers, has determined the Issue Price. Our Company has offered a discount of 4.78% to the Floor Price in terms of Regulation 85(1) of the SEBI ICDR Regulations.

After finalisation of the Issue Price, our Company shall update the Preliminary Placement Document with the Issue details and file the same with the Stock Exchanges as this Placement Document.

Method of Allocation

Our Company shall determine the Allocation in consultation with the Book Running Lead Managers on a discretionary basis and in compliance with Chapter VIII of the SEBI ICDR Regulations.

Application Forms received from the Eligible QIBs at or above the Issue Price shall be grouped together to determine the total demand. The Allocation to all such Eligible QIBs will be made at the Issue Price. Allocation to Mutual Funds for up to a minimum of 10.00% of the Issue Size shall be undertaken subject to valid Bids

being received at or above the Issue Price.

THE DECISION OF OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS IN RESPECT OF ALLOCATION SHALL BE FINAL AND BINDING ON ALL ELIGIBLE QIBS. ELIGIBLE QIBS MAY NOTE THAT ALLOCATION OF EQUITY SHARES IS AT THE SOLE AND ABSOLUTE DISCRETION OF OUR COMPANY AND ELIGIBLE QIBS MAY NOT RECEIVE ANY ALLOCATION EVEN IF THEY HAVE SUBMITTED VALID APPLICATION FORMS AT OR ABOVE THE ISSUE PRICE. NEITHER OUR COMPANY NOR THE BOOK RUNNING LEAD MANAGERS ARE OBLIGED TO ASSIGN ANY REASON FOR ANY NON-ALLOCATION.

All Application Forms duly completed along with payment and a copy of the PAN card or PAN allotment letter shall be submitted to the Book Running Lead Managers as per the details provided in the respective CAN.

CAN

Based on the Application Forms received, our Company, in consultation with the Book Running Lead Managers, in their sole and absolute discretion, shall decide the Eligible QIBs to whom the serially numbered CAN shall be sent, pursuant to which the details of the Equity Shares Allocated to them and the details of the amounts payable for Allotment of such Equity Shares in their respective names shall be notified to such Eligible QIBs. Additionally, a CAN will include details of the relevant Escrow Account into which such payments would need to be made, address where the application money needs to be sent, Pay-In Date as well as the probable Designated Date, being the date of credit of the Equity Shares to the respective Eligible QIB's account.

Eligible QIBs would also be sent a serially numbered Placement Document either in electronic form or by physical delivery along with the serially numbered CAN.

The dispatch of the serially numbered Placement Document and the serially numbered CAN to Eligible QIBs shall be deemed a valid, binding and irrevocable contract for the Eligible QIB to furnish all details that may be required by the Book Running Lead Managers and to pay the entire Issue Price for all the Equity Shares Allocated to such Eligible QIB.

Eligible QIBs are advised to instruct their Depository Participant to accept the Equity Shares that may be Allotted to them pursuant to the Issue.

Bank Account for Payment of Application Money

Our Company has opened the Escrow Account with the Escrow Bank in terms of the Escrow Agreement. Eligible QIB will be required to deposit the entire amount payable for the Equity Shares Allocated to it by the Pay-In Date as mentioned in the respective CAN.

If the payment is not made favouring the Escrow Account within the time stipulated in the CAN, the Application Form and the CAN of the Eligible QIB are liable to be cancelled.

Our Company undertakes to utilise the amount deposited in the Escrow Account only for the purposes of (i) adjustment against Allotment of Equity Shares in the Issue; or (ii) repayment of application money if, our Company has not been able to Allot Equity Shares in the Issue.

In case of cancellations or default by the Eligible QIBs, our Company and the Book Running Lead Managers have the right to reallocate the Equity Shares at the Issue Price among existing or new Eligible QIBs at its sole and absolute discretion subject to such Eligible QIBs having received the Application Forms.

Payment Instructions

The payment of application money shall be made by the Eligible QIBs in the name of the Escrow Account as per the payment instructions provided in the CAN.

Payments are to be made only through electronic fund transfer.

Note: *Payments other than through electronic transfer funds including through cheque are liable to be rejected*

at the sole discretion of the Book Running Lead Managers.

Closing Date and Allotment of Equity Shares

Our Company will endeavour to complete the allotment of Equity Shares by the Closing Date for those Eligible QIBs who have paid the subscription money as stipulated in their respective CANs. The Equity Shares will not be Allotted unless the Eligible QIBs pay the Issue Price to the Escrow Account as stated above.

In accordance with the SEBI ICDR Regulations, Equity Shares will be issued and Allotted only in dematerialised form to the Allottees. Allottees will have the option to-rematerialise the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Our Company, at its sole discretion, reserves the right to cancel / withdraw the Issue at any time up to Allotment without assigning any reason whatsoever.

Following the Allotment and credit of Equity Shares into the Eligible QIBs' Depository Participant accounts, our Company will apply for final trading and listing approvals from the Stock Exchanges. In the event of any delay in the Allotment or credit of Equity Shares, or receipt of trading or listing approvals or cancellation of the Issue, no interest or penalty would be payable by us.

In relation to Eligible QIBs who have been Allotted more than 5.00% of the Equity Shares in the Issue, our Company shall disclose the name and the number of the Equity Shares Allotted to such Eligible QIB to the Stock Exchanges and the Stock Exchanges will make the same available on their website.

The Escrow Bank shall release the monies lying to the credit of the Escrow Account to our Company after Allotment of Equity Shares to Eligible QIBs and receipt of the required the listing and trading approvals from the Stock Exchanges. Our Company shall make the requisite filings with the RoC and the SEBI within the stipulated period as required under the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014. If an Eligible QIB is Allotted any Equity Shares, our Company is required to disclose details such as your name, address and the number of Equity Shares Allotted to the RoC and the SEBI

In the event that our Company is unable to issue and Allot the Equity Shares offered in the Issue or on cancellation of the Issue, within 60 days from the date of receipt of application money, our Company shall repay the application money within 15 days from expiry of 60 days, failing which our Company shall repay that money with interest at the rate of 12% per annum from expiry of the sixtieth day. The application money to be refunded by our Company shall be refunded to the same bank account from which application money was remitted by the Eligible QIBs.

Other Instructions

Right to Reject Applications

Our Company, in consultation with the Book Running Lead Managers, may reject Bids, in part or in full, without assigning any reason whatsoever. The decision of our Company and the Book Running Lead Managers in relation to the rejection of Bids shall be final and binding.

Equity Shares in Dematerialised form with NSDL or CDSL

The Allotment of the Equity Shares in this Issue shall be only in dematerialised form (i.e., not in physical certificates but be fungible and be represented by the statement issued through the electronic mode).

An Eligible QIB applying for Equity Shares to be issued pursuant to the Issue must have at least one beneficiary account with a Depository Participant of either NSDL or CDSL prior to making the Bid. Allotment to a successful Eligible QIB will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Eligible QIB.

Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchanges have electronic connectivity with NSDL and CDSL.

The trading of the Equity Shares to be issued pursuant to the Issue would be in dematerialised form only for all

Eligible QIBs in the demat segment of the respective Stock Exchanges.

Our Company will not be responsible or liable for the delay in the credit of Equity Shares to be issued pursuant to the Issue due to errors in the Application Form or otherwise on part of the Eligible QIBs.

PLACEMENT

Placement Agreement

The Book Running Lead Managers have entered into an agreement with our Company ("**Placement Agreement**") dated May 11, 2017 pursuant to which the Book Running Lead Managers have agreed to manage the Issue and act as a placement agents in connection with the proposed Issue and procure subscriptions for the Equity Shares to be issued pursuant to the Issue on a reasonable efforts basis, to Eligible QIBs, pursuant to Chapter VIII of the SEBI ICDR Regulations and the Companies Act, 2013.

The Placement Agreement contains customary representations, warranties and indemnities from our Company and the Book Running Lead Managers, and is subject to termination in accordance with the terms contained therein.

This Placement Document has not been, and will not be, registered as a prospectus with the RoC and, no Equity Shares will be offered in India or overseas to the public or any members of the public or any other class of investors, other than to Eligible QIBs. Our Company shall make the requisite filings with the RoC and SEBI within the stipulated period as required under the Companies Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014.

Applications shall be made to list the Equity Shares issued pursuant to the Issue and admit them to trading on the Stock Exchange. No assurance can be given as to the liquidity or sustainability of the trading market for such Equity Shares, the ability of holders of the Equity Shares to sell their Equity Shares or the price at which holders of the Equity Shares will be able to sell their Equity Shares.

Relationship with the Book Running Lead Managers

In connection with the Issue, the Book Running Lead Managers or their affiliates may, for their own accounts, subscribe to the Equity Shares or enter into asset swaps, credit derivatives or other derivative transactions relating to the Equity Shares to be issued pursuant to the Issue at the same time as the offer and subscription or sale of the Equity Shares, or in secondary market transactions. As a result of such transactions, the Book Running Lead Managers may hold long or short positions in such Equity Shares. These transactions may comprise a substantial portion of the Issue and no specific disclosure will be made of such positions. From time to time, the Book Running Lead Managers, and their affiliates and associates have engaged in or may in the future engage in transactions with and perform services including but not limited to investment banking, advisory, banking, trading services for our Company, its Subsidiaries, Associates, Joint Venture, group companies, affiliates and the Shareholders, as well as to their respective associates and affiliates, pursuant to which fees and commissions have been paid or will be paid to the Book Running Lead Managers and their respective affiliates and associates.

Lock-up

Our Company has undertaken that it will not for a period commencing on the date hereof and ending 90 days from the date of Allotment (both days inclusive), without the prior written consent of the Book Running Lead Managers, directly or indirectly: (a) purchase, offer, issue, lend, sell, grant any option or contract to purchase, purchase any option or contract to offer, issue, lend, sell, grant any option, right or warrant to purchase, any Equity Shares or any securities convertible into or exercisable for Equity Shares (including, without limitation, securities convertible into or exercisable or exchangeable for Equity Shares), with respect to any of the foregoing; (b) enter into any swap or other agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequences associated with the ownership of any of the Equity Shares or any securities convertible into or exercisable or exchangeable for Equity Shares (regardless of whether any of the transactions described in clause (a) or (b) is to be settled by the delivery of Equity Shares or such other securities, in cash or otherwise); or (c) deposit Equity Shares with any other depository in connection with a depository receipt facility; or (d) enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of a issue, offer, sale or deposit of the Equity Shares in any depository receipt facility; or (e) publicly announce any intention to enter into any transaction falling within (a) to (d) above or enter into any transaction falling within (a) to (d) above. Provided, however, that the foregoing restrictions shall not apply to (i) the issuance of any Equity Share pursuant to the Issue; and (ii) issuance of Equity Shares pursuant to the Deltacorp ESOS 2009.

Further, Jaydev Mody, one of the Promoters of our Company has undertaken that he will not, and will procure that no member of the Promoters and Promoter Group will, during the period commencing on the date hereof and ending 90 days from the date of Allotment (both days inclusive):(a) purchase, offer, lend, sell, grant any option or contract to purchase, purchase any option or contract to offer, lend, sell, grant any option, right or warrant to purchase, any Equity Shares or any securities convertible into or exercisable for Equity Shares (including, without limitation, securities convertible into or exercisable or exchangeable for Equity Shares); (b) enter into any swap or other agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequences associated with the ownership of any of the Equity Shares or any securities convertible into or exercisable or exchangeable for Equity Shares (regardless of whether any of the transactions described in clause (a) or (b) is to be settled by the delivery of Equity Shares or such other securities, in cash or otherwise), (c) deposit Shares with any other depository in connection with a depository receipt facility, (d) enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of an issue, offer, sale or deposit of the Equity Shares in any depository receipt facility, or (e) publicly announce any intention to enter into transactions referred to in (a) to (d) above. The foregoing restrictions shall not apply to pledge of any Equity Shares, issuance of any Equity Shares pursuant to the Issue; issuance of Equity Shares pursuant to the Deltacorp ESOS 2009; and any inter group transfer made to any entities promoted by the Promoters or to the Promoter Group or amongst the Promoters and Promoter Group, subject to compliance with applicable law and subject to observance by the transferee entity / Promoter / Promoter Group of the foregoing restrictions on such transfer until the expiry of the above mentioned 90 day period.

SELLING RESTRICTIONS

This Issue is being made only to Eligible QIBs and the Equity Shares in this Issue will not in any circumstances be offered to persons in any jurisdiction outside India. The distribution of this Placement Document or any offering material and the offering, sale or delivery of the Equity Shares is restricted by law to India. Therefore, persons who may come into possession of this Placement Document or any offering material are advised to consult with their own legal advisors as to what restrictions may be applicable to them and to observe such restrictions. This Placement Document may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised or permitted.

General

This Issue is being made only to Eligible QIBs and the Equity Shares in this Issue will not, in any circumstances, be offered to persons in any jurisdiction outside India. Consequently, no action has been taken or will be taken in any jurisdiction by our Company or the Book Running Lead Managers that would permit an offering of the Equity Shares to occur in any jurisdiction, or the possession, circulation or distribution of this Placement Document or any other material relating to our Company or the Equity Shares in any other jurisdiction except India. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and neither this Placement Document nor any offering materials or advertisements in connection with the Equity Shares may be distributed or published in or from any country or jurisdiction except India. The Issue will be made in compliance with the applicable laws, including the SEBI ICDR Regulations and the Companies Act, 2013.

The Preliminary Placement Document and/or this Placement Document has not been and will not be registered as a prospectus with any registrar of companies in India and the Equity Shares will not be offered or sold directly or indirectly, to the public or any members of the public in India or any other class of investors other than Eligible QIBs.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States and will not be offered or sold within the United States or any other jurisdiction, other than India.

Each subscriber of the Equity Shares offered by this Placement Document will be deemed to have made the representations, agreements and acknowledgements as described in this section, and under the sections "Notice to Investors", "Representations by Investors" and "Transfer Restrictions" on pages 2, 4 and 129, respectively.

TRANSFER RESTRICTIONS

Due to the following restrictions, Bidders are advised to consult legal counsel prior to Bidding for the Equity Shares or making any offer, resale, pledge or transfer of the Equity Shares.

Successful Bidders are not permitted to sell the Equity Shares Allotted pursuant to the Issue for a period of one year from the date of Allotment, except on the Stock Exchanges.

Subject to the foregoing, by accepting this Placement Document and Bidding for the Equity Shares under this Issue, you are deemed to have represented, warranted, acknowledged and agreed with our Company and the Book Running Lead Managers as follows:

1. you have received a copy of this Placement Document and such other information as you deem necessary to make an informed decision and that you are not relying on any other information or the representation concerning our Company or the securities and neither our Company nor any other person responsible for this document or any part of it or the Book Running Lead Managers will have any liability for any such other information or representation;
2. you are authorised to consummate the purchase of the Equity Shares in compliance with all applicable laws and regulations;
3. you acknowledge (or if you are a broker-dealer acting on behalf of a customer, your customer has confirmed to you that such customer acknowledges) that such Equity Shares have not been and will not be registered under the Securities Act;
4. you certify that either (a) you are, or at the time the Equity Shares are purchased, will be, the beneficial owner of the Equity Shares and are a person resident in India or (b) you are a broker-dealer acting on behalf of your customer and your customer has confirmed to you that (i) such customer is, or at the time the Equity Shares are purchased, will be, the beneficial owner of the Equity Shares, and (ii) such customer is a person resident in India; and
5. our Company and Book Running Lead Managers, their respective affiliates and others will rely upon the truth and accuracy of your representations, warranties, acknowledgements and undertakings set out in this document, each of which is given to (a) the Book Running Lead Managers on your own behalf and on behalf of our Company, and (b) to our Company, and each of which is irrevocable and, if any of such representations, warranties, acknowledgements or undertakings deemed to have been made by virtue of your purchase of the Equity Shares are no longer accurate, you will promptly notify our Company.

Any resale or other transfer or attempted resale or other transfer, made other than in compliance with the above stated restrictions will not be recognised by our Company.

THE SECURITIES MARKET OF INDIA

The information in this section has been extracted from documents available on the website of SEBI and the Stock Exchanges and has not been prepared or independently verified by our Company or the Book Running Lead Managers or any of their respective affiliates or advisors.

The Indian Securities Market

India has a long history of organised securities trading. In 1875, the first stock exchange was established in Mumbai.

Indian Stock Exchanges Regulation

Indian stock exchanges are regulated primarily by SEBI, as well as by the Government acting through the Ministry of Finance, Capital Markets Division, under the SCRA and the SCRR. SEBI, in exercise of its powers under the SCRA and the SEBI Act, notified the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 ("**SCR (SECC) Rules**"), which regulates *inter alia* the recognition, ownership and internal governance of stock exchanges and clearing corporations in India together with providing for minimum capitalisation requirements for stock exchanges. The SCRA, the SCRR and the SCR (SECC) Rules along with various rules, bye-laws and regulations of the respective stock exchanges, regulate the recognition of stock exchanges, the qualifications for membership thereof and the manner, in which contracts are entered into, settled and enforced between members of the stock exchanges.

The SEBI Act empowers SEBI to regulate the Indian securities markets, including stock exchanges and intermediaries in the capital markets, promote and monitor self-regulatory organisations and prohibit fraudulent and unfair trade practices. Regulations concerning minimum disclosure requirements by public companies, rules and regulations concerning investor protection, insider trading, substantial acquisitions of shares and takeover of companies, buy-backs of securities, delisting of securities, employee stock option schemes, stockbrokers, merchant bankers, underwriters, mutual funds, foreign institutional investors, foreign portfolio investors, credit rating agencies and other capital market participants have been notified by the relevant regulatory authority.

Listing and Delisting of Securities

Listing

The listing of securities on a recognised Indian stock exchange is regulated by the applicable Indian laws including the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act and various guidelines and regulations issued by SEBI and the SEBI Listing Regulations. The SCRA empowers the governing body of each recognised stock exchange to, amongst other things, suspend trading of, or withdraw admission to dealings in, a listed security for breach of or non-compliance with any conditions or breach of a company's obligations under the SEBI Listing Regulations or for any reason, subject to our company receiving prior written notice of the intent of the exchange and upon granting of a hearing in the matter. SEBI also has the power to amend the SEBI Listing Regulations and bye-laws of the stock exchanges in India, to overrule decisions by the governing body of the stock exchanges and withdraw recognition of a recognised stock exchange.

Minimum level of public shareholding

All listed companies are required to ensure a minimum public shareholding of 25%. Further, where the public shareholding in a listed company falls below 25% at any time, such company is required to bring the public shareholding to 25% within a maximum period of 12 months from the date of such fall. Consequently, a listed company may be delisted from the stock exchanges for not complying with the above-mentioned requirement. Our Company is in compliance with this minimum public shareholding requirement.

Delisting

SEBI has notified the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 in relation to the voluntary and compulsory delisting of equity shares from the stock exchanges which were significantly modified in 2015. In addition, certain amendments to the SCRR have also been notified in relation to delisting.

Index-Based Market-Wide Circuit Breaker System

In order to restrict abnormal price volatility in any particular stock, the SEBI has instructed stock exchanges to apply daily circuit breakers which do not allow transactions beyond a certain level of price volatility. The index-based market-wide circuit breaker system (equity and equity derivatives) applies at three stages of the index movement, at 10.00%, 15.00% and 20.00%. These circuit breakers, when triggered, bring about a co-ordinated trading halt in all equity and equity derivative markets nationwide. The market-wide circuit breakers are triggered by movement of either the SENSEX of the BSE or the CNX NIFTY of the NSE, whichever is breached earlier.

In addition to the market-wide index-based circuit breakers, there are currently in place individual scrip-wise bands of up to 20% movements either up or down. However, no price bands are applicable on scrips on which derivative products are available or scrips included in indices on which derivative products are available.

The stock exchanges in India can also exercise the power to suspend trading during periods of market volatility. Margin requirements are imposed by stock exchanges that are required to be paid by the stockbrokers.

BSE

Established in 1875, it is the oldest stock exchange in India. In 1956, it became the first stock exchange in India to obtain permanent recognition from the Government under the SCRA. It has evolved over the years into its present status as one of the premier stock exchanges of India

NSE

The NSE was established by financial institutions and banks to provide nationwide online, satellite-linked, screen-based trading facilities with market-makers and electronic clearing and settlement for securities including government securities, debentures, public sector bonds and units. It has evolved over the years into its present status as one of the premier stock exchanges of India. The NSE was recognised as a stock exchange under the SCRA in April 1993 and commenced operations in the wholesale debt market segment in June 1994. The capital market (equities) segment commenced operations in November 1994 and operations in the derivatives segment commenced in June 2000.

Internet-based Securities Trading and Services

Internet trading takes place through order routing systems, which route client orders to exchange trading systems for execution. Stockbrokers interested in providing this service are required to apply for permission to the relevant stock exchange and also have to comply with certain minimum conditions stipulated by SEBI and other applicable laws. The NSE became the first exchange to grant approval to its members for providing internet-based trading services. Internet trading is possible on both the "equities" as well as the "derivatives" segments of the NSE.

Trading Hours

Trading on both the NSE and the BSE occurs from Monday to Friday, between 9:15 a.m. and 3:30 p.m. IST (excluding the 15 minutes pre-open session from 9:00 a.m. to 9:15 a.m). The BSE and the NSE are closed on public holidays. The recognised stock exchanges have been permitted to set their own trading hours (in the cash and derivatives segments) subject to the condition that (i) the trading hours are between 9.00 a.m. and 5.00 p.m.; and (ii) the stock exchange has in place a risk management system and infrastructure commensurate to the trading hours.

Trading Procedure

In order to facilitate smooth transactions, the BSE replaced its open outcry system with BSE On-line Trading facility in 1995. This totally automated screen based trading in securities was put into practice nation-wide. This has enhanced transparency in dealings and has assisted considerably in smoothening settlement cycles and improving efficiency in back-office work.

NSE has introduced a fully automated trading system called National Exchange for Automated Trading ("NEAT"), which operates on strict time/price priority besides enabling efficient trade. NEAT has provided

depth in the market by enabling large number of members all over India to trade simultaneously, narrowing the spreads.

Takeover Regulations

Disclosure and mandatory open offer obligations for listed Indian companies are governed by the Takeover Regulations which provide specific regulations in relation to substantial acquisitions of shares and control. Since our Company is an Indian listed company, the provisions of the Takeover Regulations apply to our Company.

Insider Trading Regulations

The SEBI Insider Trading Regulations, 2015 have been notified to prohibit and penalise insider trading in India. An insider is, among other things, prohibited from dealing in the securities of a listed company when in possession of unpublished price sensitive information.

The SEBI Insider Trading Regulations, 2015 also provide disclosure obligations for promoters, employees and directors, with respect to their shareholding in a company, and the changes therein. The definition of "insider" includes any person who is a connected person or in possession of, or having access to, unpublished price sensitive information.

Depositories

The Depositories Act provides a legal framework for the establishment of depositories to record ownership details and effect transfer in book-entry form. Further, SEBI framed regulations in relation to the registration of such depositories, the registration of participants as well as the rights and obligations of the depositories, participants, companies and beneficial owners. The depository system has significantly improved the operation of the Indian securities markets.

Derivatives (Futures and Options)

Trading in derivatives is governed by the SCRA, the SCRR and the SEBI Act. The SCRA was amended in February 2000 and derivatives contracts were included within the term "securities", as defined by the SCRA. Trading in derivatives in India takes place either on separate and independent derivatives exchanges or on a separate segment of an existing stock exchange. The derivatives exchange or derivatives segment of a stock exchange functions as a self-regulatory organisation under the supervision of the SEBI.

DESCRIPTION OF THE EQUITY SHARES

The following is information relating to the Equity Shares including a brief summary of the Memorandum and Articles of Association and the Companies Act. Bidders are urged to read the Memorandum and Articles of Association carefully, and consult with their advisers, as the Memorandum and Articles of Association and applicable Indian law, and not this summary, govern the rights attached to the Equity Shares.

Share capital

The authorized share capital of our Company is ₹ 56,05,00,000 divided into 42,05,00,000 Equity Shares of ₹ 1 each and 1,40,00,000 preference shares of ₹ 10 each. For further details please see the section "Capital Structure" on page 59.

Dividends

Under Indian law, a company pays dividends upon a recommendation by its board of directors and approval by a majority of the shareholders at the AGM held each Fiscal. Subject to certain conditions laid down by Section 123 of the Companies Act, 2013, no dividend can be declared or paid by a company for any Fiscal except out of the profits of the company for that year, calculated in accordance with the provisions of the Companies Act or out of the profits of the company for any previous Fiscal(s) arrived at as laid down by the Companies Act.

Further, as per the Companies (Declaration and Payment of Dividend) Rules, 2014, in the absence of profits in any year, a company may declare dividend out of surplus, provided: (a) the rate of dividend declared shall not exceed the average of the rates at which dividend was declared by it in the three years immediately preceding that year; provided, this rule shall not apply to a company, which has not declared any dividend in each of the three preceding financial years (b) the total amount to be drawn from such accumulated profits shall not exceed one-tenth of the sum of the paid up share capital of the Company and free reserves as per the most recent audited financial statement; (c) the amount so drawn shall be first utilised to set off the losses incurred by the Company in the financial year in which the dividend is declared before any dividend in respect of equity shares is declared; and (d) the balance of reserves of the Company after such withdrawal shall not fall below 15% of the Company's paid up share capital as per the most recent audited financial statement of the company.

According to the Articles of Association, the amount of dividends shall not exceed the amount recommended by our Board of Directors. However, our Company may declare a smaller dividend in the general meeting. In addition, as is permitted by the Articles of Association, our Board of the Directors may pay interim dividends as in the judgement of our Board of Directors, the position of our Company justifies, subject to the requirements of the Companies Act.

Unclaimed and unpaid dividend shall not be forfeited by our Company unless the claim thereof becomes barred by law. In terms of Section 124 of the Companies Act 2013, our Company shall credit such unclaimed dividends to the unpaid dividend account of our Company, and any money transferred to the unclaimed dividend account of our Company which remains unpaid and unclaimed for a period of seven years from the date they became due for payment, shall be transferred by our Company to the 'Investor Education and Protection Fund', established by the GoI, in accordance with Section 125 of the Companies Act 2013.

Capitalisation of Profits

In addition to permitting dividends to be paid out of current or retained earnings as described above, the Companies Act 2013 permits the board of directors of a company to issue fully paid up bonus shares to its members out of (a) the free reserves of the company, (b) the securities premium account, or (c) the capital redemption reserve account. However, a company may capitalise its profits or reserves for issue of fully paid up bonus shares, provided: (a) its authorised by articles, (b) it has been, on the recommendation of the board of directors, been authorised the shareholders in a general meeting, (c) it has not defaulted in payment of interest or principal in respect of fixed deposits or debt securities issued by it, (d) it has not defaulted on payment of statutory dues such as contribution to provident fund, gratuity and bonus(e) there are no partly paid-up shares. The issue of bonus shares once declared cannot be withdrawn.

These bonus shares must be distributed to shareholders in proportion to the number of ordinary shares owned by them as recommended by the board of directors. No issue of bonus shares may be made by capitalising reserves

created by revaluation of assets, and no bonus shares shall be issued in lieu of dividend. Further, any issue of bonus shares would be subject to the SEBI ICDR Regulations.

Pre-Emptive Rights and Alteration of Share Capital

Subject to the provisions of the Companies Act, our Company may increase its share capital by issuing new shares on such terms and with such rights as it, by action of its shareholders in a general meeting may determine. According to Section 62(1)(a) of the Companies Act 2013 such new shares shall be offered to existing Shareholders in proportion to the amount paid up on those shares at that date. The offer shall be made by notice specifying the number of shares offered and the date (being not less than 15 days and not exceeding 30 days from the date of the offer) within which the offer, if not accepted, will be deemed to have been declined. After such date the board may dispose of the shares offered in respect of which no acceptance has been received which shall not be disadvantageous to the Shareholders. The offer is deemed to include a right exercisable by the person concerned to renounce the shares offered to him in favour of any other person.

Under the provisions of Section 62(1)(c) of the Companies Act 2013, new shares may be offered to any persons whether or not those persons include existing shareholders, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed, if a special resolution to that effect is passed by our shareholders in a general meeting.

The Articles of Association authorise us to increase our authorised capital by issuing new shares consisting of equity and/or preference shares, as our Company may determine in a general meeting.

The Articles of Association provide that our Company, subject to compliance with requirements under the Companies Act and the rules thereto, or any other applicable law in force in the general meeting, from time to time, may consolidate, divide or sub-divide its share capital.

Our Articles of Association permit our Company, pursuant to an ordinary resolution in a general meeting, to sub - divide or consolidate its shares, or any of them, and the resolution whereby any share is sub - divided, may determine that, as between the holders of the shares resulting from such sub - division one or more of such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the other or others. Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of shares so cancelled. The cancellation of shares in pursuance of this Article shall not be deemed to be a reduction of the share capital.

General Meetings of Shareholders

There are two types of general meetings of the shareholders, namely, AGM and EGM. Our Company is required to hold its AGM within six months after the expiry of each Fiscal provided that not more than 15 months shall elapse between two AGMs, unless extended by the RoC at its request for any special reason for a period not exceeding three months. Our Board of Directors may convene an EGM when necessary or at the request of a shareholder or shareholders holding in the aggregate not less than one tenth of our Company's issued paid up capital.

Notices, along with statement containing material facts concerning each special item, either in writing or through electronic mode, convening a meeting setting out the date, day, hour, place and agenda of the meeting must be given to every member or the legal representative of a deceased member, auditors of the company and every director of the company, at least 21 clear days prior to the date of the proposed meeting. A general meeting may be called after giving shorter notice if consent is received, in writing or electronic mode, from not less than 95% of the shareholders entitled to vote. Unless, the Articles of Association provide for a larger number, (i) five shareholders present in person, if the number of shareholders as on the date of meeting is not more than 1,000; (ii) 15 shareholders present in person, if the number of shareholders as on the date of the meeting is more than 1,000 but up to 5,000; and (iii) 30 shareholders present in person, if the number of shareholders as on the date of meeting exceeds 5,000, shall constitute a quorum for a general meeting of our Company, whether AGM or EGM. The quorum requirements applicable to shareholder meetings under the Companies Act have to be physically complied with.

A company intending to pass a resolution relating to matters such as, but not limited to, amendments to the objects clause of the Memorandum, a variation of the rights attached to a class of shares or debentures or other

securities, buy-backs of shares, giving loans or extending guarantees in excess of limits prescribed, is required to obtain the resolution passed by means of a postal ballot instead of transacting the business in our Company's general meeting. A notice to all the shareholders shall be sent along with a draft resolution explaining the reasons thereof and requesting them to send their assent or dissent in writing on a postal ballot within a period of 30 days from the date of posting the letter. Postal ballot includes voting by electronic mode.

Voting Rights

At a general meeting, every member holding shares is entitled to vote through e-voting process. Upon a poll, the voting rights of each shareholder entitled to vote and present in person or by proxy is in the same proportion as the capital paid up on each share held by such holder bears to our Company's total paid up capital. Voting is by e-voting process. The Chairman of the meeting has a casting vote or second vote.

Ordinary resolutions may be passed by simple majority of those present and voting. Special resolutions require that the votes cast in favour of the resolution must be at least three times the votes cast against the resolution. A shareholder may exercise his voting rights by proxy to be given in the form required by the Articles of Association. The instrument appointing a proxy is required to be lodged with our Company at least 48 hours before the time of the meeting. A proxy may not vote except on a poll and does not have a right to speak at meetings.

Registration of Transfers and Register of Members

Our Company is required to maintain a register of members wherein the particulars of the members of our Company are entered. For the purpose of determining the shareholders, entitled to corporate benefits declared by our Company, the register may be closed for such period not exceeding 45 days in any one year or 30 days at any one time at such times, as the Board of Directors may deem expedient in accordance with the provisions of the Companies Act. Under the Listing Regulations of the stock exchanges on which our Company's outstanding Equity Shares are listed, our Company may, upon at least seven working days' (excluding the date of intimation and the record date) advance notice to such stock exchanges, set a record date and/or close the register of shareholders in order to ascertain the identity of shareholders. The trading of Equity Shares and the delivery of certificates in respect thereof may continue while the register of shareholders is closed.

Liquidation Rights

The Articles of Association of our Company provide that if our Company shall be wound up, the liquidator may with the sanction of a special resolution, but subject to the rights attached to any preference share capital, divide among the contributions in specie any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributors, as the liquidator, with the like sanction shall think fit.

TAXATION

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO DELTA CORP LIMITED AND ITS SHAREHOLDERS

April 27, 2017

To
The Board of Directors,
Delta Corp Limited,
10, Kumar Place,
2408, General Thimayya Road
Pune – 411 001
Maharashtra, India.

Dear Sirs,

We hereby confirm that the enclosed Annexure, prepared by Delta Corp Limited ('the Company'), states the possible Special Tax Benefits available to the Company/it's subsidiaries and the shareholders of the Company under the Income Tax Act, 1961 ('Act') presently in force in India. These tax benefits are dependent on the Company/it's subsidiaries or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company/it's subsidiaries or its shareholders may or may not choose to fulfill.

We are informed that the shares of the Company are listed on a recognized stock exchanges in India and the Company will be issuing shares to Qualified Institutional Buyers (QIBs). The Annexure has been prepared on that basis.

The tax benefits discussed in the enclosed Annexure are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his, her or it's own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

Our confirmation is based on the information, explanations and representations obtained from the Company. We do not express and opine or provide any assurance as to whether:

- the Company/it's subsidiaries or its shareholders will continue to obtain these benefits in future;
- the conditions prescribed for availing the benefits, where applicable have been/would be met;
- the revenue authorities/courts will concur with the view expressed herein.

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

(AMIT N. DESAI)
Partner
Membership No. 032926

Place: Mumbai.

ANNEXURE

Outlined below are the possible Special tax benefits available to the Company/it's subsidiaries and its shareholders under the current direct tax laws in India for the Financial Year 2017-18.

GENERAL TAX BENEFITS AVAILABLE TO THE COMPANY

The following benefits are available to the Company after fulfilling conditions as per the respective provisions of the relevant tax laws.

Dividends

Exemption u/s 10(34) of the IT Act

As per section 10(34) of the IT Act, any income by way of dividends referred to in section 115-O from a domestic company is exempt from tax in the hands of the company. Such income is also exempt from tax while computing book profit for the purpose of determination of MAT liability.

However, in view of the provisions of Section 14A of the IT Act, no deduction is allowed in respect of any expenditure incurred in relation to earning such dividend income. The quantum of such expenditure liable for disallowance is to be computed in accordance with the provisions contained therein.

Also, Section 94(7) of the IT Act provides that losses arising from the sale/transfer of shares or units purchased within a period of three months prior to the record date and sold/transferred within three months or nine months respectively after such date, will be disallowed to the extent dividend income on such shares or units is claimed as tax exempt.

Exemption u/s 10(35) of the IT Act

As per section 10(35) of the IT Act, the following incomes will be exempt in the hands of the company –

- a) Income received in respect of the units of a mutual fund specified under clause (23D) of Section 10 of the IT Act; or
- b) Income received in respect of units from the administrator of the specified undertaking; or
- c) Income received in respect of units from the specified company.

However, this exemption does not apply to any income arising from transfer of units of the administrator of the specified undertaking or of the specified company or of a mutual fund, as the case may be.

Such income is also exempt from tax while computing book profit for the purpose of determination of MAT liability.

However, in view of the provisions of Section 14A of the IT Act, no deduction is allowed in respect of any expenditure incurred in relation to earning such dividend income. The quantum of such expenditure liable for disallowance is to be computed in accordance with the provisions contained therein.

Also, Section 94(7) of the IT Act provides that losses arising from the sale/transfer of shares or units purchased within a period of three months prior to the record date and sold/transferred within three months or nine months respectively after such date, will be disallowed to the extent dividend income on such shares or units is claimed as tax exempt.

As per section 94(8) of the IT Act, if an investor purchases units within three months prior to the record date for entitlement of bonus, is allotted bonus units without any payment on the basis of holding original units on the record date and such person sells / redeems the original units within nine months of the record date, then the loss arising from sale/ redemption of the original units will be ignored for the purpose of computing income chargeable to tax and the amount of loss ignored shall be regarded as the cost of acquisition of the bonus units.

Profits and Gains of Business or Profession

Under Section 35(1)(i) and Section 35(1)(iv) of the IT Act, in respect of any revenue or capital expenditure incurred respectively, other than expenditure on the acquisition of any land, on scientific research related to the business of the company are allowed as deduction against the income of Company.

Under Section 35(1)(ii) of the IT Act, any sum paid to a research association which has as its object, the undertaking of scientific research or to a university, college or other institution to be used for scientific research is eligible for weighted deduction to the extent of one and three-fourth times (175%) of the sum so paid. This weighted deduction is available to amounts paid to approved research association, university, college or institution.

Under Section 35(1)(iia) of the IT Act any sum paid to a company registered in India which has as its main object the conduct of scientific research and development and is approved by the prescribed authority and fulfills such conditions as may be prescribed shall be liable to deduction of the amount so paid.

Where the Company pays any sum to a National Laboratory or a University or an Indian Institute of Technology or specified person referred to in section 35(2AA) of the IT Act with a specific direction that the said sum shall be used for scientific research undertaken under a programme approved in this behalf by prescribed authority, the deduction shall be allowed of a sum equal to two times (200%) of the sum so paid.

As per section 35AC of the IT Act, a deduction of the amount of expenditure incurred by way of payment of any sum to a public sector company or a local authority or to an association or institution approved by the National committee for carrying out any eligible project or scheme, is allowable while computing income from profits and gains of business or profession.

In case the Company is engaged in any of the specified businesses as prescribed in Section 35AD of the IT Act, there shall be allowed a deduction of 100% of the capital expenditure incurred except cost of land, goodwill or any financial instruments depending on the type and nature of the business and the date on which such business commenced as prescribed in Section 35AD.

As per section 35CCD of the IT Act, a weighted deduction to the extent of one and one-half times (150%) of the amount of expenditure incurred (other than cost of land and building) on any skill development project notified by the Board, is allowable while computing income from profits and gains of business or profession. However, this deduction is restricted to amount of expenditure with effect from assessment year beginning on or after the first day of April, 2021.

Subject to certain conditions, Section 35D of the IT Act provides for deduction of specified preliminary expenditure incurred before the commencement of the business or after the commencement of business in connection with the extension of the undertaking or in connection with the setting up a new unit. The deduction allowable is equal to one-fifth of such expenditure incurred for each of the five successive previous years beginning with the previous year in which the business commences.

Under Section 35DD of the IT Act, the Company will be entitled to a deduction equal to 1/5th of the expenditure incurred in connection with Amalgamation or Demerger of an undertaking by way of amortization over a period of 5 successive years, beginning with the previous year in which the amalgamation or demerger takes place.

Under Section 35DDA of the IT Act, the company is entitled to a deduction equal to 1/5th of the expenditure incurred in connection Voluntary Retirement Scheme by way of amortization over a period of 5 successive years.

Depreciation

The Company is entitled to claim depreciation on specified tangible and intangible assets owned and used by it for the purpose of its business as per provisions of section 32 of the IT Act.

Section 32AC of the Act provides for one-time additional deduction at the rate of 15% on new assets acquired and installed by the assessee subject to fulfillment of certain conditions

Section 80-IA of the Act provides for deduction of profit and gain derived by an undertaking or an enterprise from business referred to sub section (4) an amount equal to hundred per cent for ten consecutive assessment year out of 15 years beginning from the year in which undertaking starts operations.

Carry forward and Set Off of Business loss and unabsorbed depreciation

Business loss (other than speculative loss), if any, arising during a year can be set off against the income under any other head of income, other than income under the head 'salaries', in terms of the provisions of section 71 of the IT Act. Balance business loss, if any, can be carried forward and set off against business profits for eight subsequent years in terms of the provisions of section 72 of the IT Act.

Unabsorbed depreciation under section 32(2) of the IT Act can be carried forward and set off against any source of income in subsequent years subject to provisions of section 72(2) of the IT Act.

Capital gains

As per section 2(42A) of the IT Act, a security (other than a unit) listed in a recognized stock exchange in India or units of the Unit Trust of India or a unit of an equity oriented fund or zero coupon bonds will be considered as short term capital asset if the period of holding of such shares, units or security is twelve months or less. If the period of holding is more than twelve months, it will be considered as long term capital asset as per section 2(29A) of the IT Act. In respect of other assets, the determinative period of holding is thirty six/twenty-four months as against twelve months mentioned above. Further, gain/loss arising from the transfer of short term capital asset and long term capital asset is regarded as short term capital gains/loss and long term capital gains/loss respectively.

Section 48 of the IT Act, which prescribes the mode of computation of Capital Gains, provides for deduction of cost of acquisition/improvement and expenses incurred in connection with the transfer of a capital asset, from the sale consideration to arrive at the amount of Capital Gains. However, in respect of long term capital gains, it offers a benefit by permitting substitution of cost of acquisition/improvement with the indexed cost of acquisition/improvement, which adjusts the cost of acquisition/ improvement by a cost inflation index as prescribed from time to time. However, such indexation benefit would not be available on bonds and debentures.

As per section 10(38) of the IT Act, long term capital gains arising to the Company from transfer of long term capital asset being an equity share in a Company or a unit of an equity oriented fund listed in recognized stock exchange in India where such transaction is chargeable to Securities Transaction Tax (STT) will be exempt in the hands of the Company.

However, such income shall be taken into account in computing book profit under section 115JB of the IT Act.

As per section 54EC of the IT Act, capital gains up to INR 50 Lakhs per annum, arising from the transfer of a long term capital asset (in cases not covered under section 10(38) of the IT Act) are exempt from capital gains tax provided such capital gains are invested within a period of six months after the date of such transfer in specified bonds issued by National Highways Authority of India (NHAI) or Rural Electrification Corporation Ltd (RECL).

Gains arising on transfer of short term capital assets are currently chargeable to tax at the rate of 30 percent (plus applicable surcharge, education cess and secondary and higher education cess). However, as per section 111A of the IT Act, short term capital gains arising to the Company from the sale of equity share or a unit of an equity oriented fund transacted through a recognized stock exchange in India, where such transaction is chargeable to STT, will be taxable at the rate of 15% (plus applicable surcharge, education cess and secondary and higher education cess). In case of non-resident investors, the above rates would be subject to applicable treaty relief.

However, as per the proviso to section 112(1), if the tax on long term capital gains resulting on transfer of listed securities (other than a unit) or zero coupon bond (other than through a recognized stock exchange), calculated at the rate of 20 percent with indexation benefit exceeds the tax on long term capital gains computed at the rate of 10 percent without indexation benefit, then such gains are chargeable to tax at concessional rate of 10 percent (plus applicable surcharge, education cess and secondary and higher education cess). In case of non-resident investors, the above rates would be subject to applicable treaty relief.

As per section 70 read with section 74 of the IT Act, short term capital loss arising during a year is allowed to be set-off against short term capital gains as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years in terms of the provisions of section 74 of the IT Act.

Long term capital loss arising during a year is allowed to be set-off only against long term capital gains in terms of section 70 of the IT Act. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent eight assessment years in terms of the provisions of section 74 of the IT Act. Long term capital loss arising on sale of shares or units of equity oriented fund subject to STT may not be carried forward for set off.

Minimum Alternate tax and Credit of MAT

Section 115JB of the Act provides that a company is subject to provisions of Minimum Alternative Tax (MAT). Where the tax payable as per the regular provisions of the Act is less than 18.5 per cent of the book profits computed under the said provisions, tax shall be payable at the rate of 18.5 per cent (of the book profit) plus applicable surcharge, education cess and secondary and higher education cess.

As per section 115JAA(1A) of the IT Act, credit is allowed in respect of tax paid under section 115JB of the IT Act for any assessment year commencing on or after April 1, 2006.

MAT credit eligible to be carried forward will be the difference between MAT paid and the tax computed as per the normal provisions of the IT Act for that assessment year. Such MAT credit is allowed to be carried forward for set off purposes for upto fifteen assessment years immediately succeeding the assessment year in which the MAT credit becomes allowable under section 115JAA(1A) of the IT Act.

MAT credit can be set off in a year when tax is payable under the normal provisions of the IT Act. MAT credit to be allowed shall be the difference between MAT payable and the tax computed as per the normal provisions of the IT Act for that assessment year.

General Anti Avoidance Rules (GAAR)

The General Anti Avoidance Rule (GAAR) was introduced in the Income-tax Act by the Finance Act, 2012 and was proposed to be made effective 1 April 2013. The FA 2015 makes the provisions of GAAR applicable prospectively from 1 April 2017. Further, investments made up to 31 March 2017 would be protected from the applicability of GAAR.

Tax on distributed profits of domestic companies

As per section 115-O of the IT Act, tax on distributed profits of domestic companies is chargeable at 15% (plus applicable surcharge, education cess and secondary and higher education cess). As per sub-section (1A) to section 115-O, the domestic Company will be allowed to set-off the dividend received from its subsidiary company during the financial year against the dividend distributed by it, while computing the Dividend Distribution Tax (DDT) if:

- a) the dividend is received from its domestic subsidiary and the subsidiary has paid the DDT payable on such dividend; or
- b) the dividend is received from a foreign subsidiary, the Company has paid tax payable under section 115BBD.

However, the same amount of dividend shall not be taken into account for reduction more than once.

Other Deductions

A deduction amounting to 100% or 50%, as the case may be, of the sums paid as donations to various entities is allowable as per section 80G of the IT Act. A deduction amounting to 100% of any sum contributed to any political party or an electoral trust is allowable under section 80GGB of the IT Act while computing total income.

SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND/OR ITS SUBSIDIARIES:

Benefits available to the Company

1. MAT Credit: There is a MAT credit available as on 31st March, 2016 to the Company and same can be adjusted towards future payment of taxes.
2. Carried Forward losses under the head “Capital Gains”: There are carried forward long term capital losses available as on 31st March, 2016 for set off against the future long term capital gains. There are carried forward short term capital losses available as on 31st March, 2016 for set off against future short term capital gains.
3. Under Section 115O(1A), the Company will be eligible for the relief from Dividend Distribution Tax when it pays the dividend out of the dividend received from its subsidiaries to the extent of an amount of dividend received from the subsidiaries.

Benefits available to the Subsidiaries

For two of the subsidiaries, the rate of taxation rate will be lower at 25% for AY 2018-19 onwards as the total turnover or gross receipts for them is less than INR 50 crore for A Y 2015-16.

GENERAL TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS

RESIDENT SHAREHOLDERS

Under Section 10(34) of the IT Act, income earned by way of dividend from domestic company referred to in Section 115 -O of the IT Act is exempt from income-tax in the hands of the shareholders. Accordingly, dividend declared by the Company is exempt in the hands of shareholders.

Such income is also exempt from tax while computing book profit for the purpose of determination of MAT liability. However, in view of the provisions of Section 14A of the IT Act, no deduction is allowed in respect of any expenditure incurred in relation to earning such dividend income. The quantum of such expenditure liable for disallowance is to be computed in accordance with the provisions contained therein.

Also, Section 94(7) of the IT Act provides that losses arising from the sale/transfer of shares within a period of three months prior to the record date and sold/transferred within three months after such date, will be disallowed to the extent dividend income on such shares is claimed as tax exempt.

Under Section 10(38) of the IT Act, long term capital gain arising to the shareholder from transfer of a long term capital asset being an equity share in the Company (i.e. capital asset held for the period of more than twelve months) entered into in a recognized stock exchange in India and being such a transaction, which is chargeable to Securities Transaction Tax, shall be exempt from tax. However, such long term capital gains of a shareholder being company shall be taken into account in computing tax payable under section 115JB.

In terms of section 36(1)(xv) of the IT Act, STT paid in respect of the taxable securities transactions entered into in the course of the business by a shareholder is allowed as a deduction if the income arising from such taxable securities transactions is included in the income computed under the head ‘Profit and gains of business or profession’.

As per section 2(42A) of the IT Act, shares held in a company will be considered as short term capital asset if the period of holding of such shares is twelve months or less. If the period of holding is more than twelve months, it will be considered as long term capital asset as per section 2(29A) of the IT Act. Further, gain/loss arising from the transfer of short term capital asset and long term capital asset is regarded as short term capital gains/loss and long term capital gains/loss respectively.

Section 48 of the IT Act, which prescribes the mode of computation of Capital Gains, provides for deduction of cost of acquisition/improvement and expenses incurred in connection with the transfer of a capital asset, from

the sale consideration to arrive at the amount of Capital Gains. However, in respect of long term capital gains, it offers a benefit by permitting substitution of cost of acquisition/improvement with the indexed cost of acquisition/improvement, which adjusts the cost of acquisition/ improvement by a cost inflation index as prescribed from time to time.

Under Section 54EC of the IT Act, capital gain arising from transfer of shares of a company (other than those exempt u/s 10(38) of the IT Act) shall be exempt from tax, subject to the conditions and to the extent specified therein, if the capital gain are invested within a period of six months from the date of transfer in the bonds redeemable after three years and issued by National Highways Authority of India ('NHAI') and/or Rural Electrification Corporation Limited ('RECL');

If only part of the capital gain is so reinvested, the exemption shall be proportionately reduced. However, the amount so exempted shall be chargeable to tax subsequently, if the new bonds are transferred or converted into money within three years from the date of their acquisition.

Under Section 54F of the IT Act, where in the case of an individual or HUF long term capital gain arise from transfer of shares of the a company (other than exempt u/s 10(38) of the IT Act) then such capital gain, subject to the conditions and to the extent specified therein, will be exempt if the net sales consideration from such transfer is utilized for purchase of residential house property within a period of one year before or two year after the date on which the transfer took place or for construction of residential house property within a period of three years after the date of transfer. If only a part of the net consideration is so reinvested, the exemption shall be proportionately reduced.

Under section 80CCG of the IT Act, a resident individual being a new retail investor will be allowed deduction of 50% of amount invested in listed equity shares or listed units of equity oriented mutual fund in accordance with Rajiv Gandhi Equity Savings Scheme 2013 subject to maximum deduction of INR 25,000 and fulfillment of other conditions as prescribed.

Under Section 111A of the IT Act, capital gains arising from transfer of short term capital assets, being an equity share in a company which is subject to Securities Transaction Tax will be taxable under the IT Act at 15% (plus applicable surcharge, education cess and secondary and higher education cess). As per Section 70 read with Section 74 of the IT Act, short-term capital loss, if any arising during the year can be set-off against short-term capital gain as well as against the long-term capital gains and shall be allowed to be carried forward upto eight assessment years immediately succeeding the assessment year for which the loss was first computed.

Under Section 112 of the IT Act and other relevant provisions of the IT Act, long term capital gains (not covered under Section 10(38) of the IT Act) arising on transfer of shares of a listed company, if shares are held for a period exceeding 12 months, shall be taxed at a rate of 20% (plus applicable surcharge, education cess and secondary and higher education cess) after indexation as provided in the second proviso to Section 48 or at 10% (plus applicable surcharge, education cess and secondary and higher education cess) (without indexation), at the option of the Shareholders. As per section 70 read with section 74 of the IT Act, long-term capital loss, if any arising during the year can be set-off only against long-term capital gain and shall be allowed to be carried forward upto eight assessment years immediately succeeding the assessment year for which the loss was first computed for set off against future long term capital gain. However brought forward long term capital loss can be set off only against future long term capital gains.

As per section 115BBDA (as inserted by Finance Act, 2016), in the case of resident individual/HUF/firm, dividend shall be chargeable to tax at the rate of 10% if aggregate amount of dividend received from a domestic company during the year exceeds INR 10,00,000.

BENEFITS AVAILABLE TO MUTUAL FUNDS

As per the provisions of section 10(23D) of the IT Act, any income of Mutual Funds registered under the Securities and Exchange Board of India Act, 1992 or regulations made there under, Mutual Funds set up by public sector banks or public financial institutions or authorized by the Reserve Bank of India, would be exempt from income tax subject to the conditions as the Central Government may notify. However, the mutual funds shall be liable to pay tax on distributed income to unit holders under section 115R of the IT Act.

BENEFITS AVAILABLE TO VENTURE CAPITAL COMPANIES/ FUNDS

As per the provisions of section 10(23FB) of the IT Act, any income of Venture Capital Companies/ Funds from

investment in venture capital undertaking registered with the Securities and Exchange Board of India, would be exempt from income tax, subject to the conditions specified therein. However, the income distributed by the Venture Capital Companies/ Funds to its investors would be taxable in the hands of the recipients.

The foregoing does not purport to be a complete analysis of the potential tax considerations relating to the Placement, and is not tax advice. Prospective investors should consult their own tax advisors as to the particular tax considerations applicable to them relating to the purchase, ownership and disposition of the Equity Shares.

LEGAL PROCEEDINGS

Our Company, its Subsidiaries, Associates and Joint Venture are, from time to time, involved in various legal proceedings in the ordinary course of business, which involve matters pertaining to, amongst others, tax, regulatory and other disputes. As on the date of this Placement Document, except as disclosed hereunder, our Company and its Subsidiaries are not involved in any legal proceedings which could have a material adverse effect on our Company and its Subsidiaries.

Capitalised terms used herein shall, unless otherwise specified, have the meanings ascribed to such terms in this section.

I. Litigation involving our Company

Tax proceedings

1. The Directorate of Revenue Intelligence, Mangalore issued a show cause notice dated June 8, 2012 under Sections 28 and 124 of the Customs Act, 1962 ("**Notice**") against our Company, *erstwhile* Victor Hotels and Motels Limited, Anil Malani, director of *erstwhile* Victor Hotels and Motels Limited, Ashish Kapadia, Managing Director of our Company, M/s GVP Forwarders, Mumbai and M/s Hassan Hajee (collectively known as "**Respondents**") in relation to certain disputes arising out of valuation and classification of a vessel named M.V. Horseshoe Casino ("**Horseshoe**"), which was owned by *erstwhile* Victor Hotels and Motels Limited. Certain of the Respondents, by way of a reply dated September 20, 2012, refuted the allegations stated in the Notice before the Office of the Commissioner of Customs, Mangalore ("**Commissioner**"). Subsequently, the Commissioner passed an order dated December 19, 2012, imposing a liability of ₹ 1,844.75 lakhs, including penalty and interest, on the Respondents ("**Order**"), of which ₹ 1,355.80 lakhs was paid by our Company under protest along with a provisional duty bond of ₹ 3,580.75 lakhs. On March 22, 2013, the Respondents filed four appeals and stay applications, before the Customs, Excise and Service Tax, Appellate Tribunal, South Zonal Bench, Bangalore ("**CESTAT**"), challenging the Order. The four appeals in relation to this matter are being jointly heard and are currently pending before the CESTAT.

Other proceedings

1. The Goa Housing Board ("**Goa Board**") issued three show cause notices, two of which were dated February 23, 2015 and one of which was dated March 2, 2015 ("**Notices**"), against Sunita Lila and Pawan Lila (collectively "**Owners**") and *erstwhile* Argyll Hotels Private Limited ("**Argyll**") (Owners and Argyll collectively known as "**Respondents**") in relation to disputes regarding sale of certain plots of land ("**Land Parcels**") to three companies, namely Shree Mangesh Realty Private Limited, Aman Infrastructure Private Limited and Argyll, which were eventually merged with our Company, making our Company the allottee of the Land Parcels. The Respondents filed their replies to the Notices refuting the allegations stated in the Notice before the Goa Board. The matter is currently pending before the Goa Board.
2. An application dated August 23, 2013 was filed by Sudip Narayan Tamankar before the National Green Tribunal, Pune ("**NGT**"), challenging the operations of offshore casinos, including M.V. Horseshoe Casino, which is owned by our Company ("**Vessels**"), stating that the Vessels are operating without obtaining the necessary consent, to operate from the Goa State Pollution Control Board and are polluting the river Mandovi. An order dated May 6, 2014, was passed by the NGT stating that the Vessels cannot be held responsible for the pollution caused and the matter was subsequently transferred to the Court of the Judicial Magistrate First Class, Panjim ("**Magistrate**"). The matter is currently pending before the Magistrate.

II. Litigation involving our Subsidiaries

A) HCEPL

Tax proceedings

1. The Office of the Commissioner of Customs (Import), New Custom House, Ballard Estate ("**Commissioner**") issued a show cause notice dated June 12, 2014 under Sections 28 and 124 of the

Customs Act, 1962 ("**Notice**") against HCEPL, James Anderson, the vice president of HCEPL, Darius Khambata, director of HCEPL and Arun Kapoor, group chief executive officer of HCEPL (collectively known as the "**Respondents**") in relation to certain disputes arising out of valuation and classification of a dolphin shaped vessel named M.V. Royale Flotel. The Respondents, by way of their reply dated November 12, 2014, refuted the allegations stated in the Notice before the Commissioner. Subsequently, the Commissioner passed an order dated February 6, 2015, imposing a liability of ₹ 371.99 lakhs including penalty and excluding interests, on the Respondents ("**Order**"). The Respondents paid an amount of ₹ 123.37 lakhs along with a provisional duty bond of ₹ 721.03 lakhs. The Respondents filed four appeals and stay applications before the Customs, Excise and Service Tax, Appellate Tribunal, West Zonal Bench, Mumbai ("**CESTAT**") on April 13, 2015, challenging the Order. The four appeals in relation to this matter are being jointly heard and are currently pending before the CESTAT.

Other proceedings

2. An original application dated August 23, 2013 was filed by Sudip Narayan Tamankar against HCEPL ("**Respondent**") before the National Green Tribunal, Pune ("**NGT**"), challenging the operations of offshore casinos, including M.V. Casino Royale, which is owned by the Respondent ("**Vessels**"), stating that the Vessels are operating without obtaining the necessary consents to operate from the Goa State Pollution Control Board and are polluting the river Mandovi. An order dated May 6, 2014 was passed by the NGT stating that the Vessels cannot be held responsible for the pollution caused and the matter was subsequently transferred to the Court of the Judicial Magistrate First Class, Panjim ("**Magistrate**"). The matter is currently pending before the Magistrate.
3. A writ petition dated August 5, 2016 was filed by Dr. Acquaviva Fernandes ("**Petitioner**") before the High Court of Bombay at Goa as a public interest litigation challenging, amongst other things, the renewal of the casino license of HCEPL for the vessel named 'M.V. Royale Flotel' operating in the Mandovi river. The Petitioner has sought, amongst other things, an order to stop the operations of offshore casino vessels including M.V. Casino Royale in river Mandovi. The petition was later amended by an application dated November 15, 2016 to include additional facts. HCEPL replied to the petition and the amendment theretorefuting the allegations in the petition. The matter is currently pending before the High Court of Bombay at Goa.
4. An application was filed by Kashinath Shetye ("**Applicant**") on July 22, 2016 against HCEPL before the National Green Tribunal, Pune ("**NGT Pune**") challenging the stationing of the vessel M.V. Royale Flotel in river Mandovi and stating that the same has been done without obtaining the requisite approvals and is polluting river Mandovi, affecting the livelihood of local fishermen. The NGT passed an order on November 29, 2016, dismissing the application of the Applicant ("**Impugned Order**"). Subsequently, the Applicant filed a review application dated December 5, 2016 before the NGT Pune, seeking a review of the Impugned Order. The matter is currently pending before the NGT Pune.

B) DHPL

Criminal proceedings

1. A criminal complaint dated April 27, 2010 was filed by the Pollution Control Committee against DHPL and three of its *erstwhile* directors (collectively known as "**Respondents**") before the Chief Judicial Magistrate, Daman ("**Magistrate**") with respect to alleged violations of mandatory provisions of the Environmental Impact Assessment notification dated September 14, 2006 and violations of conditions of the environmental clearance dated February 25, 2010, by the Respondents, which stipulate that a building and construction project having more than 20,000 sq. mtr., and less than 1,50,000 square meters, of built-up area requires prior environment clearance from the Union Territory Level Environment Impact Assessment Authority. This matter is currently pending before the Magistrate.

Tax proceedings

1. An appeal was preferred by DHPL ("**Appellant**") before the Commissioner of Income-Tax ("**CIT**") (Appeals), Valasad, Gujarat with respect to an assessment order dated December 30, 2011, passed by the Income Tax Office, Vapi, Daman for the assessment year 2009-2010 of the Appellant. The

Appellant had filed the appeal on two grounds i.e., (i) the assessment officer ("**AO**") had erred in making an addition of ₹ 2,341.97 lakhs on account of unsecured loan by treating it as unexplained cash credit and (ii) the AO erred in making an addition of ₹26.39 lakhs on account of sundry creditors. The CIT in its order dated June 18, 2012 allowed the grounds of appeal. The income tax was accordingly assessed to be ₹1, 086.68 lakhs. The AO has preferred an appeal dated August 23, 2012 before the Income-Tax Appellate Tribunal, Ahmedabad where the matter is currently pending.

Civil proceedings

1. A civil suit dated February 18, 2016 was filed by DHPL against 24 foreign nationals/ entities (collectively known as "**Defendants**") before the Court of Civil Judge (Junior Division) at Daman ("**Daman Court**"). This suit was filed pursuant to the Defendants having invoked arbitration on December 30, 2015, under the rules of International Chamber of Commerce ("**ICC**"), with reference to separate fully convertible loan agreements ("**FCLA**" individually or "**FCLAs**" collectively) entered into between the Defendants and DHPL in or around February 9, 2009 involving a total amount of USD 8,922,892.81 that was allegedly due and payable by DHPL to the Defendants as on December 31, 2015 under the terms of the FCLAs. This suit was filed by DHPL seeking a declaration that the arbitration clause in the FCLA is inoperable and that the arbitral proceeding so initiated by the Defendants is illegal. The Daman Court passed an order dated February 18, 2016 ("**Order**"), in the nature of an *ad-interim ex-parte* injunction, restraining the Defendants from continuing with the arbitration proceedings initiated before the ICC. In view of the continued non-compliance of the Order by the Defendants, the Daman Court passed an order dated March 9, 2016 ("**Order 2**") striking out the defense of the Defendant in the present suit. Thereafter, the Defendants claimed to have complied with Order 2 on account of which the Daman Court restored their defense by an order dated October 24, 2016. DHPL has filed an appeal with respect to the order dated October 24, 2016 praying for setting it aside and for the restoration of their right to nominate an arbitrator in the arbitration proceedings. This matter is currently pending in appeal before the District Judge.
2. A Commercial Arbitration Application dated January 20, 2017 was filed by Innovations Hospitality Private Limited ("**IHPL**") against DHPL before the Bombay High Court, for appointment of a sole arbitrator in relation to certain disputes in respect of a fully convertible loan agreement dated January 30, 2009 executed between IHPL and DHPL, involving a total amount of ₹ 425.8 lakhs, along with interest at 19 % per annum and penalty at 1% till the realization of the total amount to be paid by DHPL to IHPL. IHPL has further claimed that DHPL is liable to pay outstanding interest aggregating to ₹ 705.6 lakhs as on October 31, 2016. The appeals are currently pending before the Bombay High Court.
3. Independent winding up petitions ("**Petitions**") were filed against DHPL by 21 foreign nationals/ entities ("**Petitioners**") under Sections 433, 434 and 439 of the Companies Act, 1956 before the Bombay High Court in December 2014. The allegation in the Petitions was that DHPL failed to pay amounts due to the Petitioners under fully convertible loan agreements entered on February 9, 2009 ("**FCLA**") between the Petitioners and DHPL, where the principal amount aggregates to approximately ₹ 2,086.60 lakhs. DHPL refuted the claim on the ground that compulsorily convertible debentures ("**CCDs**") which were the subject matter of the FCLAs, are equity instruments and cannot be treated as instruments of debt. The Bombay High Court passed a common order dated October 17, 2016 stating that DHPL did not have a *bona fide* defense in respect of the interest amount, which was computed at ₹ 1,448.31 lakhs ("**Claim Amount**") without adjudicating on the issue of whether the principal claim could have been treated as debt ("**Order**"). DHPL filed 21 appeals challenging the Order on October 17, 2016. The Appellate Bench of the Bombay High Court has, by way of an order dated December 6, 2016, stayed the advertisement of the Petitions, subject to DHPL depositing the Claim Amount in the Bombay High Court to show its *bona fides*. DHPL deposited the said amount on December 16, 2016. The matter is currently pending before Bombay High Court.

C) DPCCPL

1. A writ petition dated August 5, 2016 was filed by Dr. Acquaviva Fernandes ("**Petitioner**") against the State of Goa, Under Secretary (Home), Captain of Ports, DPCCPL, HCEPL and Goa Coastal Resorts & Recreation Private Limited (collectively known as "**Respondents**") before the Goa bench of the High Court of Bombay challenging, amongst other things, the renewal of the casino license of DPCCPL on the vessel named 'Royale Flotel'. The Petitioner has sought, amongst other things, an order to stop the

operations of offshore casino vessels including M.V. Casino Royale in river Mandovi, during the pendency of the matter. The petition was later amended by an application dated November 15, 2016 to include certain additional facts. DPCCPL replied to the petition and the amendment thereto on February 7, 2017 refuting the allegations in the petition. The matter is currently pending before the Goa bench of the High Court of Bombay.

III. Cases involving our Directors

Nil

IV. Litigation, inquiries, inspections or investigations initiated or conducted under the Companies Act against our Company and / or its Subsidiaries in the last three years

Nil

V. Prosecutions filed against, fines imposed on, or compounding of offences by our Company and / or its Subsidiaries under the Companies Act in the last three years

Nil

VI. Details of acts of material frauds committed against our Company in the last three years, if any, and if so, the action taken by our Company

Nil

VII. Defaults by our Company in respect of dues payable including therein the amount involved, duration of default and present status of repayment of statutory dues, debentures (including interest thereon), deposits (including interest thereon) and loans (including interest thereon)

Except as stated below, there are no defaults in respect of dues payable by our Company in the past three years:

Particulars*	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
			₹ In lakhs
Income tax liabilities	146.22	146.22	582.01
VAT liabilities	8.86	-	-
Tax deducted at source (as per traces website)	38.21	120.99	-
Custom duty	1,052.38	1,052.38	1,052.38

*Excluding further penalties and interest if any, arrived upon the final outcome.

VIII. Litigation or legal action pending or taken against the Promoter(s) by any Ministry, Department of the Government or any statutory authority in the last three years

Nil

STATUTORY AUDITORS

Our Company's current statutory auditors, M/s. Walker Chandiok & Co. LLP., Chartered Accountants, are independent auditors with respect to our Company, as required by the Companies Act and in accordance with the guidelines issued by the ICAI.

The Audited Consolidated Financial Statements and the Audited Standalone Financial Statements included in this Placement Document have been audited or reviewed, as applicable, by M/s Haribhakti & Co. LLP, Chartered Accountants, and M/s Amit Desai & Co., Chartered Accountants, our Company's statutory auditors for the financial periods that such financial statements relate to.

The Interim Unaudited Consolidated Financial Results and the Interim Unaudited Standalone Financial Results included in this Placement Document reviewed by M/s. Walker Chandiok & Co. LLP, Chartered Accountants, the current statutory auditors of our Company.

GENERAL INFORMATION

- Our Company was incorporated as a private limited company with the name 'Creole Holdings Company Private Limited' on November 5, 1990 under the Companies Act, 1956. With effect from June 2, 1992, our Company was converted into a deemed public limited company and our name was changed to Creole Holdings Company Limited. Subsequently, on October 22, 2003 our Company was converted into a private limited company and, on December 14, 2006, our Company was converted into a public limited company. On May 18, 2007, pursuant to a fresh certificate of incorporation and in terms of the scheme of arrangement and amalgamation of the *erstwhile* Arrow Webtex Limited with our Company, our name was changed from Creole Holdings Company Limited to 'Arrow Webtex Limited'. Further, pursuant to a fresh certificate of incorporation dated October 31, 2008 issued by the RoC and in terms of the scheme of arrangement between our Company and *erstwhile* Arrow Textiles Limited, the name of our Company was changed from 'Arrow Webtex Limited' to 'Delta Corp Limited'.
- Our registered office is located at 10, Kumar Place, 2408, General Thimayya Road, Pune 411 001, Maharashtra, India. Our CIN is L65493PN1990PLC058817.
- Our Equity Shares are listed on BSE and NSE since May 28, 2007 and November 2, 2007, respectively.
- The Issue was authorised and approved by our Board of Directors on March 22, 2017, and approved by the Shareholders of our Company on April 18, 2017.
- Our Company has received in-principle approvals to list the Equity Shares to be issued pursuant to the Issue, on BSE and NSE both dated May 11, 2017.
- Copies of our Memorandum and Articles of Association will be available for inspection between 10:00 am to 5:00 pm on any weekday (except Saturdays and public holidays) during the Issue Period at our Registered Office.
- There has been no material change in our financial or trading position since December 31, 2016, the date of the latest financial results prepared in accordance with Ind AS included in this Placement Document, except as disclosed herein.
- Our Company confirms that it is in compliance with the minimum public shareholding requirements as specified in the SCRR.
- The Floor Price is ₹ 162.78 per Equity Share, calculated in accordance with the provisions of Chapter VIII of the SEBI ICDR Regulations, as certified by Statutory Auditors. Our Company has offered a discount of 4.78% on the Floor Price in terms of Regulation 85 of the SEBI ICDR Regulations.
- Details of the Compliance Officer:

Name: Mr. Dilip Vaidya

Designation: Company Secretary and General Manager (Secretarial)

Address: Delta Corp Limited

2nd Floor, Bayside Mall

Tardeo Road, Haji Ali

Mumbai 400 034

Maharashtra, India.

Telephone: +91 22 4079 4700

Facsimile: +91 22 4079 4777

E-mail: secretarial@deltin.com

FINANCIAL INFORMATION

S.No.	Financial Information	Page No.
1.	Interim unaudited consolidated and standalone financial results of our Company as of and for the nine month period ended December 31, 2016	F-1
2.	Interim unaudited consolidated and standalone financial results of our Company as of and for the six months period ended September 30, 2016	F-10
3.	Audited standalone financial statements of our Company as of and for the year ended March 31, 2016	F-21
4.	Audited consolidated financial statements of our Company as of and for the year ended March 31, 2016	F-70
5.	Audited standalone financial statements of our Company as of and for the year ended March 31, 2015	F-119
6.	Audited consolidated financial statements of our Company as of and for the year ended March 31, 2015	F-166
7.	Audited standalone financial statements of our Company as of and for the year ended March 31, 2014	F-215
8.	Audited consolidated financial statements of our Company as of and for the year ended March 31, 2014	F-265

Walker Chandiook & Co LLP

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Review Report on Quarterly and Year to Date Consolidated Financial Results of Delta Corp Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Board of Directors of Delta Corp Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results ("Statement") of **Delta Corp Limited** ("the Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), its associates and joint venture for the quarter ended 31 December 2016 and the year to date results for the period 1 April 2016 to 31 December 2016. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above and upon consideration of the review reports of other auditors, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable accounting standards, as notified under the Companies (Indian Accounting Standards) Rules, 2015 as specified in Section 133 of the Companies Act, 2013 read with SEBI Circular CIR/CFD/CMD/15/2015 dated 30 November 2015 and SEBI Circular CIR/CFD/FAC/62/2016 dated 5 July 2016 and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.



4. We did not review the interim financial results of 7 subsidiaries, included in the Statement, whose interim financial results reflect total revenues (after eliminating intra-group transactions) of Rs. 4,453 lakhs and Rs. 11,250 lakhs for the quarter and period ended 31 December 2016, respectively, net profit after tax and prior period items (after eliminating intra-group transactions) of Rs. 1,130 lakhs and Rs. 2,062 lakhs for the quarter and period ended 31 December 2016 respectively. The Statement also includes the Group's share of net loss of Rs. 103 lakhs and Rs. 237 lakhs for the quarter and period ended 31 December 2016 as considered in the Statement, in respect of 1 joint venture, whose interim financial results have not been reviewed by us. These interim financial results have been reviewed by other auditors whose review reports have been furnished to us and our report in respect thereof is based solely on the review reports of such other auditors. Our review report is not qualified in respect of this matter.
5. The Statement also includes the Group's share of net loss of Rs 7 lakhs and Rs. 36 lakhs for the quarter and period ended 31 December 2016 as considered in the Statement, in respect of 3 subsidiaries, whose interim financial results have not been reviewed by us. The Statement also includes the Group's share of net loss of Rs Nil and Rs Nil for the quarter and period ended 31 December 2016 respectively as considered in the statement, in respect of 1 associates, whose interim financial results have not been reviewed by us. These interim financial results have not been reviewed and have been furnished to us by the management and our report in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates is based solely on such unreviewed interim financial results. Our review report is not qualified in respect of this matter.
6. The review of unaudited consolidated financial results for the three months period ended 30 June 2016, included in the year to date results for the period 1 April 2016 to 31 December 2016 in the Statement was carried out and reported by Haribhakti & Co. LLP and Amit Desai & Co, vide their unqualified review report dated 01 August 2016, whose review report has been furnished to us and which have been relied upon by us for the purpose of our review of the Statement. Our review report is not qualified in respect of this matter.
7. The corresponding unaudited consolidated financial results for the three months and nine months period ended 31 December 2015 included in the Statement, are based on previously issued financial results prepared in accordance with Companies (Accounting Standards) Rules, 2006 read with Rule 7 of the Companies (Accounts) Rules, 2014 in respect of Section 133 of the Companies Act, 2013 reviewed by the predecessor auditors who issued an unmodified review report dated 18 January 2016 on those consolidated financial results, as adjusted for the differences in the accounting principles adopted by the Company on transition to Ind AS which have been reviewed by us. Our review report is not modified in respect of this matter.

Walker Chandiok & Co LLP

For Walker Chandiok & Co LLP

(formerly Walker, Chandiok & Co)

Chartered Accountants

Firm Registration No: 001076N/N500013



per **Adi P. Sethna**

Partner

Membership No. 108840

Place: Mumbai

Date: 17 January 2017

Sr No.	Particulars	Consolidated				
		Quarter Ended		Nine Months Ended		
		31-Dec-16	30-Sep-16	31-Dec-15	31-Dec-16	31-Dec-15
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
1	Income from Operations					
	- Gaming Operations	9,035.93	12,366.45	8,665.24	31,030.59	24,199.96
	- Other Operations	1,819.79	1,570.23	1,742.10	5,078.31	4,000.24
	Gross Income from Operations	10,855.72	13,936.68	10,407.34	36,108.90	28,200.20
	Less : Intragroup Transactions	498.87	507.24	492.90	1,456.75	874.42
	a) Net Sales / Income from Operations	10,356.85	13,429.44	9,914.44	34,652.15	27,325.78
	b) Other Operating Income	-	-	-	-	-
	Total Income from Operations (net) (a + b)	10,356.85	13,429.44	9,914.44	34,652.15	27,325.78
2	Expenses:					
	a) Cost of Material Consumed	788.17	871.19	823.37	2,435.55	2,371.10
	b) Changes in Inventories	(40.11)	2.68	(69.54)	(29.51)	(188.49)
	c) Employee Benefit Expenses	1,631.67	1,607.93	1,534.64	4,819.22	4,386.62
	d) Depreciation and Amortization Expenses	894.97	929.47	882.93	2,737.05	2,644.53
	e) License Fees & Registration Charges	830.63	823.96	450.41	2,461.28	1,439.06
	f) Gaming & Entertainment Tax	997.58	1,354.90	1,046.37	3,397.60	2,925.10
	g) Other Expenditure	3,018.54	3,100.18	2,886.92	8,614.15	7,797.64
	h) Total Expenses (a+b+c+d+e+f+g)	8,121.45	8,690.31	7,555.10	24,435.34	21,375.56
3	Profit from Operations Before Other Income, Finance Costs and Exceptional Items (1 - 2)	2,235.40	4,739.13	2,359.34	10,216.81	5,950.22
4	Other Income	107.08	112.26	55.09	304.71	219.17
5	Profit from Ordinary Activities Before Finance Costs and Exceptional Items (3 + 4)	2,342.48	4,851.39	2,414.43	10,521.52	6,169.39
6	Finance Costs					
	a) Interest on Term Loan	719.56	666.01	811.32	2,117.83	2,589.58
	b) Interest/Other Finance Charges	102.70	199.65	148.77	438.17	701.69
	c) Total Finance Costs	822.26	865.66	960.09	2,556.00	3,291.27
7	Profit from Ordinary Activities after Finance Costs but Before Exceptional Items (5-6)	1,520.22	3,985.73	1,454.34	7,965.52	2,878.12
8	Exceptional Items	(54.42)	19.99	(500.16)	424.44	(518.10)
9	Profit from Ordinary Activities Before Tax (7 + 8)	1,465.80	4,005.72	954.18	8,389.96	2,360.02
10	Tax Expenses	399.10	909.29	178.83	2,161.59	1,183.20
11	Net Profit for the Period (9 - 10)	1,066.70	3,096.43	775.35	6,228.37	1,176.82
12	Share of Profit/(Loss) from Associate and Joint Venture	(102.82)	(33.94)	(116.08)	(237.26)	(407.42)
13	Net Profit After Taxes, and Share of Profit/(Loss) of Associate and Joint Venture (11+ 12)	963.88	3,062.49	659.27	5,991.11	769.40
14	Minority Interest	(42.55)	(162.12)	(74.15)	(247.79)	(277.70)
15	Net Profit After Taxes, Minority Interest (13-14)	1,006.43	3,224.61	733.42	6,238.90	1,047.10
16	Other Comprehensive Income (Net of Taxes)	141.52	(924.22)	1,843.64	781.64	2,144.57
17	Total Comprehensive Income After Taxes (15+16)	1,147.95	2,300.39	2,577.06	7,020.54	3,191.67
18	Paid up Equity Share Capital (Face Value of Equity Shares : Re.1/- each)	2,311.44	2,311.44	2,306.64	2,311.44	2,306.64
19	Basic and Diluted EPS (Rs.) (Not Annualised)					
	Basic EPS	0.44	1.40	0.32	2.70	0.45
	Diluted EPS	0.44	1.40	0.32	2.70	0.45

Reporting of Segment-wise Revenue, Results and Capital Employed (Consolidated)						(₹ in Lacs)
Sr No.	Particulars	Quarter Ended			Nine Months Ended	
		31-Dec-16 Unaudited	30-Sep-16 Unaudited	31-Dec-15 Unaudited	31-Dec-16 Unaudited	31-Dec-15 Unaudited
1	Segment Revenue					
	Casino Gaming Division	9,035.93	12,366.45	8,665.24	31,030.59	24,199.96
	Hospitality Division	1,819.79	1,570.23	1,689.59	5,078.31	3,817.24
	Total	10,855.72	13,936.68	10,354.83	36,108.90	28,017.20
	Less : Inter Segment Revenue	(498.87)	(507.24)	(492.90)	(1,456.75)	(874.42)
	Net Sales / Income from Operations	10,356.85	13,429.44	9,861.93	34,652.15	27,142.78
2	Segment Results					
	Casino Gaming Division	2,911.11	5,588.83	2,901.80	12,351.78	8,298.44
	Hospitality Division	(628.30)	(628.58)	(518.03)	(1,814.06)	(2,134.48)
	Total	2,282.81	4,960.25	2,383.77	10,537.72	6,163.96
	Unallocable Expenses (Net)	47.41	221.12	24.44	320.91	213.74
	Other Income (Net)	107.08	112.26	55.09	304.71	219.17
	Finance Costs	822.26	865.66	960.08	2,556.00	3,291.27
	Profit Before Tax	1,520.22	3,985.73	1,454.34	7,965.52	2,878.12
3	Capital Employed					
	Segment Assets					
	Casino Gaming Division	46,675.25	45,476.73	44,609.05	46,675.25	44,609.05
	Hospitality Division	51,804.29	50,350.89	49,079.87	51,804.29	49,079.87
		98,479.54	95,827.62	93,688.92	98,479.54	93,688.92
	Unallocable Assets	26,533.55	26,468.84	23,663.48	26,533.55	23,663.48
	Total Assets	1,25,013.09	1,22,296.46	1,17,352.40	1,25,013.09	1,17,352.40
	Segment Liabilities					
	Casino Gaming Division	15,885.50	14,248.17	18,115.36	15,885.50	18,115.36
	Hospitality Division	16,296.38	16,776.89	16,656.06	16,296.38	16,656.06
		32,181.88	31,025.06	34,771.42	32,181.88	34,771.42
	Unallocable Liabilities	2,460.34	2,355.77	3,774.09	2,460.34	3,774.09
	Total Liabilities	34,642.22	33,380.83	38,545.51	34,642.22	38,545.51
Notes on Segment Information: Business Segments Based on the “management approach” as defined in Ind AS 108 – Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Company’s performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along with Business Segments. The Accounting principles used in the preparation of the financial results are consistently applied to record revenue and expenditure in individual segments.						

Notes to the unaudited consolidated financial results :

- 1 The above results for the quarter and nine month ended 31st December, 2016 which have been subjected to review by Statutory Auditors of the Company were reviewed and recommended by the Audit Committee and subsequently approved by the Board of Directors at its meeting held on 17th January, 2017, in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have been reviewed by statutory auditors of the company.
- 2 The Company has transitioned to Indian Accounting Standard ("Ind AS") w.e.f. from April 1, 2016 with comparative being restated. Accordingly the impact of transition has been provided in the opening reserves as at 1st April, 2015 and figures for the quarter and nine months ended 31st December, 2016 have been restated accordingly.
- 3 The Allotment Committee of the Board of Directors of the Company at its meeting held on 10th January, 2017 have allotted 4,80,000 Equity Shares of Rs. 1/- each, respectively to the option grantees, pursuant to exercise of option, under DELTA CORP ESOS 2009.
- 4 During the quarter companies flagship casino namely "Deltin Royale" underwent its maintenance in dry-dock, hence was not operational for a period 22 days in the month of October. This has resulted in a drop in gaming revenue
- 5 Reconciliation between Consolidated financial results as previously reported (referred to as 'Previous GAAP') and Ind AS for nine months ended December 31, 2015 are as under:

Particulars	Rs. In Lacs	
	Quarter Ended 31-Dec-15	Nine Months Ended 31-Dec-15
Net Profit as per Previous GAAP	770.06	1,425.74
Share based payment costs recognised based on fair value method	(78.46)	(292.31)
Effect of change in depreciation due to change in estimation and other fair value adjustments	29.69	85.65
Borrowings at amortised cost based on effective interest rate	(4.75)	(88.94)
Dilution in share of subsidiary accounted through retained earnings	(9.32)	(64.86)
Others (Net)	11.35	18.74
Impact of Deferred Taxes (net) on above adjustments	14.84	(36.92)
Net Profit/(Loss) for the period under Ind AS	733.42	1,047.10
Other Comprehensive Income	1,843.64	2,144.57
Total Comprehensive Income Under Ind AS	2,577.06	3,191.67

- 6 The consolidated interim financial results of the company and its subsidiaries, joint venture and associates (the 'Group') have been prepared as per Ind AS 110 consolidated financial statements, Ind AS 111 on Joint arrangements and Ind AS 28 on investments in Associates and Joint Venture.
- 7 The Company has been following the practice of publishing Consolidated Financial Results. The Standalone and Consolidated Financial Results are available on Company's website i.e. www.deltacorp.in and also on the website of the Stock Exchanges, where shares of the Company are listed i.e. www.bseindia.com and www.nseindia.com.
- 8 The unaudited financial results of two subsidiaries, one step down subsidiary and one associate company have been consolidated on the basis of un-reviewed financial statement prepared by the management of respective entities.
- 9 During the current period exceptional item includes profit on sale of subsidiary and one associate company and provision for diminution in value of invemnt in foreign subsidiary and joint venture.
- 10 Tax Expenses includes income Tax, Deferred Tax and reversal of earlier year Income Tax.
- 11 During the quarter under review the Company has formed a subsidiary company and subscribed 51 % of share capital of M/s. Deltin Hotel and Resorts Private Limited.

Place : Mumbai
Date : January 17, 2017

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Review Report on Quarterly and Year to Date Standalone Financial Results of the Delta Corp Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Board of Directors of Delta Corp Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results ('the Statement') of Delta Corp Limited (the 'Company') for the quarter ended 31 December 2016 and the year to date results for the period 1 April 2016 to 31 December 2016. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable accounting standards, as notified under the Companies (Indian Accounting Standards) Rules, 2015 as specified in Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated 5 July 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.
4. The review of unaudited financial results for the three months period ended 30 June 2016, included in the year to date results for the period 1 April 2016 to 31 December 2016 in the Statement was carried out and reported by Haribhakti & Co. LLP and Amit Desai & Co, vide their unqualified review report dated 01 August 2016, whose review report has been furnished to us and which have been relied upon by us for the purpose of our review of the Statement. Our review report is not qualified in respect of this matter.



Walker Chandiok & Co LLP

5. The corresponding financial results for the three months and nine months period ended 31 December 2015 included in the statement, are based on previously issued financial results prepared in accordance with Companies (Accounting Standards) Rules, 2006 read with Rule 7 of the Companies (Accounts) Rules, 2014 in respect of Section 133 of the Companies Act, 2013 reviewed by the predecessor auditors who issued an unmodified review report dated 18 January 2016 on those financial results, as adjusted for the differences in the accounting principles adopted by the Company on transition to Ind AS which have been reviewed by us. Our review report is not modified in respect of this matter.

Walker Chandiok & Co LLP

For Walker Chandiok & Co LLP

(formerly Walker, Chandiok & Co)

Chartered Accountants

Firm Registration No: 001076N/N500013

Adi P. Sethna

per **Adi P. Sethna**

Partner

Membership No. 108840

Place: Mumbai

Date : 17 January 2017

Sr No.	Particulars	Standalone				
		Quarter Ended		Nine Months Ended		
		31-Dec-16	30-Sep-16	31-Dec-15	31-Dec-16	31-Dec-15
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
1	Income from Operations					
	- Gaming Operations	4,660.38	8,402.16	6,024.14	19,966.59	16,796.95
	- Other Operations	310.00	302.47	345.76	880.62	917.50
	Gross Income from Operations	4,970.38	8,704.63	6,369.90	20,847.21	17,714.45
	Less : Intragroup Transactions	-	-	-	-	-
	a) Net Sales / Income from Operations	4,970.38	8,704.63	6,369.90	20,847.21	17,714.45
	b) Other Operating Income	-	-	-	-	-
	Total Income from Operations (net) (a + b)	4,970.38	8,704.63	6,369.90	20,847.21	17,714.45
2	Expenses:					
	a) Cost of Material Consumed	349.13	478.63	458.47	1,246.75	1,279.52
	b) Changes in Inventories	(12.02)	14.91	(34.71)	4.75	(86.29)
	c) Employee Benefit Expenses	1,001.86	983.13	928.53	2,973.83	2,673.65
	d) Depreciation and Amortization Expenses	308.38	301.79	278.64	903.09	826.57
	e) License Fees & Registration Charges	361.50	363.91	236.63	1,084.81	649.65
	f) Gaming & Entertainment Tax	525.22	939.72	736.98	2,222.79	2,079.60
	g) Other Expenditure	2,007.24	2,032.36	1,996.29	5,724.29	4,867.53
	h) Total Expenses (a+b+c+d+e+f+g)	4,541.31	5,114.45	4,600.83	14,160.31	12,290.23
3	Profit from Operations Before Other Income, Finance Costs and Exceptional Items (1 - 2)	429.07	3,590.18	1,769.07	6,686.90	5,424.22
4	Other Income	108.48	126.46	70.16	323.88	239.12
5	Profit from Ordinary Activities Before Finance Costs and Exceptional Items (3 + 4)	537.55	3,716.64	1,839.23	7,010.78	5,663.34
6	Finance Costs					
	a) Interest on Term Loan	234.71	226.38	278.58	695.25	925.97
	b) Interest/Other Finance Charges	39.74	85.08	99.70	215.92	239.19
	c) Total Finance Costs	274.45	311.46	378.28	911.17	1,165.16
7	Profit from Ordinary Activities after Finance Costs but Before Exceptional Items (5-6)	263.10	3,405.18	1,460.95	6,099.61	4,498.18
8	Exceptional Items	-	-	(500.00)	2.10	(500.00)
9	Profit from Ordinary Activities Before Tax (7 + 8)	263.10	3,405.18	960.95	6,101.71	3,998.18
10	Tax Expenses	86.25	758.10	158.42	1,593.97	1,369.81
11	Net Profit for the Period (9 - 10)	176.85	2,647.08	802.53	4,507.74	2,628.37
12	Share of Profit/(Loss) from Associate and Joint Venture	-	-	-	-	-
13	Net Profit After Taxes, and Share of Profit/(Loss) of Associate and Joint Venture (11+ 12)	176.85	2,647.08	802.53	4,507.74	2,628.37
14	Minority Interest	-	-	-	-	-
15	Net Profit After Taxes, Minority Interest (13-14)	176.85	2,647.08	802.53	4,507.74	2,628.37
16	Other Comprehensive Income (Net of Taxes)	32.78	(850.98)	1,625.74	727.13	2,125.19
17	Total Comprehensive Income After Taxes (15+16)	209.63	1,796.10	2,428.27	5,234.87	4,753.56
18	Paid up Equity Share Capital (Face Value of Equity Shares : Re.1/- each	2,311.44	2,311.44	2,306.64	2,311.44	2,306.64
19	Basic and Diluted EPS (Rs.) (Not Annualised)					
	Basic EPS	0.08	1.15	0.35	1.95	1.14
	Diluted EPS	0.08	1.15	0.35	1.95	1.14

Notes to the unaudited standalone financial results :

- 1 The above results for the quarter and nine month ended 31st December, 2016 which have been subjected to review by Statutory Auditors of the Company were reviewed and recommended by the Audit Committee and subsequently approved by the Board of Directors at its meeting held on 17th January, 2017, in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have been reviewed by statutory auditors of the company.
- 2 During the quarter companies flagship casino namely "Deltin Royale" underwent its maintenance in dry-dock, hence was not operational for a period 22 days in the month of October. This has resulted in a drop in gaming revenue
- 3 The Company has transitioned to Indian Accounting Standard ("Ind AS") w.e.f. from April 1, 2016 with comparative being restated. Accordingly the impact of transition has been provided in the opening reserves as at 1st April, 2015 and figures for the quarter and nine months ended 31st December, 2015 have been restated accordingly.
- 4 The Allotment Committee of the Board of Directors of the Company at its meeting held on 10th January, 2017 have allotted 4,80,000 Equity Shares of Rs. 1/- each, respectively to the option grantees, pursuant to exercise of option, under DELTA CORP ESOS 2009.
- 5 Reconciliation between Standalone financial results as previously reported (referred to as 'Previous GAAP') and Ind AS for Nine Months months ended December 31, 2015 are as under:

Particulars	Rs. In Lakhs	
	Quarter Ended 31-Dec-15	Nine Months Ended 31-Dec-15
Net Profit as per Previous GAAP	862.75	2,836.47
Share based payment costs recognised based on fair value method	(78.46)	(292.31)
Effect of change in depreciation due to change in estimation and other fair value adjustments	31.21	93.49
Guarantee Income for financial guarantee contracts	29.27	87.41
Borrowings at amortised cost based on effective interest rate	(0.46)	(36.90)
Others (Net)	4.12	(2.40)
Impact of Deferred Taxes (net) on above adjustments	(45.90)	(57.39)
Net Profit/(Loss) for the period under Ind AS	802.54	2,628.37
Other Comprehensive Income	1,625.74	2,125.19
Total Comprehensive Income Under Ind AS	2,428.27	4,753.56

- 6 During the current period Exceptional items include profit on sale of subsidiary companies.
- 7 Tax expenses includes Income Tax, Deferred Tax and Reversal of earlier year Income Tax.

For Delta Corp Limited

Jaydev Mody
Chairman

Place : Mumbai
Date : January 17, 2017

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Review Report on Quarterly and Year to Date Consolidated Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Board of Directors of Delta Corp Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results ("Statement") of Delta Corp Limited ("the Company"), its subsidiaries, its associates and joint venture (the Company and its subsidiaries, associates and joint venture together referred to as "the Group"), for the quarter ended 30 September 2016 and the year to date results for the period 1 April 2016 to 30 September 2016 attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Attention is drawn to the fact that the figures for the corresponding quarter ended 30 September 2015 and the corresponding year to date from 01 April 2015 to 30 September 2015, including the reconciliation of net profit under Ind AS of the aforementioned periods with net profit reported under previous GAAP, as included in the statement have been approved by the Company's Board of Directors but have not been subject to limited review or audit. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above and upon consideration of the review reports of other auditors, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable accounting standards, as notified under the Companies (Indian Accounting Standards) Rules, 2015 as specified in Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated 5 July 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.



4. We did not review the interim financial results of 7 subsidiaries, included in the Statement, whose interim financial results reflect total revenues (after eliminating intra-group transactions) of ₹ 4,004 lacs and ₹ 6,794 lacs for the quarter and the 6 months ended 30 September 2016, respectively, net profit after tax (after eliminating intra-group transactions) of ₹ 773 lacs and ₹ 1,375 lacs for the quarter and 6 months ended 30 September 2016 respectively and total assets of ₹ 22, 837 as at 30 September 2016. The statement also includes the Group's share of net loss of ₹ 34 lacs and ₹ 134 lacs for the quarter and the six months ended 30 September 2016 respectively as considered in the statement, in respect of 1 joint venture, whose interim financial results have not been reviewed by us. These interim financial results have been reviewed by other auditors whose review reports have been furnished to us and our report in respect thereof is based solely on the review reports of such other auditors. Our review report is not qualified in respect of this matter.
5. We did not review the interim financial results of 2 subsidiaries, included in the Statement, whose financial results reflect total revenues (after eliminating intra-group transactions) of ₹ NIL and ₹ NIL for the quarter and the 6 months period ended 30 September 2016, respectively, net loss after tax (after eliminating intra-group transactions) of ₹ 22 lacs and ₹ 29 lacs for the quarter and 6 months period ended 30 September 2016, respectively, and total assets of ₹ 2,665 lacs as at 30 September 2016. The statement also includes the Group's share of net loss of ₹ Nil and ₹ Nil for the quarter and the six months ended 30 September 2016 respectively as considered in the statement, in respect of 1 associate. These interim financial results are unreviewed and have been furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on such unreviewed financial results. In our opinion and according to the information and explanations given to us by the Management, these interim financial results are not material to the Group. Our review report is not modified in respect of this matter.
6. The review of unaudited financial results for the three months period ended 30 June 2016, included in the Statement was carried out and reported by Haribhakti & Co. LLP and Amit Desai & Co, vide their unqualified review report dated 01 August 2016, whose review report has been furnished to us and which have been relied upon by us for the purpose of our review of the Statement. Our review report is not qualified in respect of this matter.

Walker Chandio & Co LLP

For Walker Chandio & Co LLP

(formerly Walker, Chandio & Co)

Chartered Accountants

Firm Registration No: 001076N/N500013



per **Adi P. Sethna**

Partner

Membership No. 108840

Place : Mumbai

Date : 25 October 2016

Sr No.	Particulars	Consolidated				
		Quarter Ended		Six Months Ended		
		30-Sep-16	30-Jun-16	30-Sep-15	30-Sep-16	30-Sep-15
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
1	Income from Operations					
	- Gaming Operations	12,366.45	9,628.21	8,481.29	21,994.66	15,534.73
	- Other Operations	1,570.22	1,688.30	1,199.27	3,258.52	2,258.13
	Gross Income from Operations	13,936.68	11,316.51	9,680.56	25,253.19	17,792.86
	Less : Intragroup Transactions	507.24	450.65	342.12	957.89	381.52
	a) Net Sales / Income from Operations	13,429.44	10,865.86	9,338.44	24,295.30	17,411.34
	b) Other Operating Income	-	-	-	-	-
	Total Income from Operations (net) (a + b)	13,429.44	10,865.86	9,338.44	24,295.30	17,411.34
2	Expenses:					
	a) Cost of Material Consumed	871.19	776.19	798.68	1,647.38	1,547.73
	b) Changes in Inventories	2.68	7.92	(57.93)	10.60	(118.95)
	c) Employee Benefit Expenses	1,607.93	1,579.62	1,470.10	3,187.55	2,851.98
	d) Depreciation and Amortization Expenses	929.47	912.61	891.77	1,842.08	1,761.61
	e) License Fees & Registration Charges	823.96	806.69	422.02	1,630.65	988.65
	f) Gaming & Entertainment Tax	1,354.89	1,045.12	1,019.55	2,400.01	1,878.73
	g) Other Expenditure	3,100.19	2,495.42	2,570.48	5,595.61	4,910.71
	h) Total Expenses (a+b+c+d+e+f+g)	8,690.32	7,623.58	7,114.67	16,313.89	13,820.46
3	Profit from Operations Before Other Income, Finance Costs and Exceptional Items (1 - 2)	4,739.12	3,242.28	2,223.77	7,981.40	3,590.88
4	Other Income	112.26	85.37	43.87	197.63	164.08
5	Profit from Ordinary Activities Before Finance Costs and Exceptional Items (3 + 4)	4,851.38	3,327.65	2,267.64	8,179.04	3,754.96
6	Finance Costs					
	a) Interest on Term Loan	666.01	732.26	862.24	1,398.27	1,778.27
	b) Interest/Other Finance Charges	199.65	135.82	277.16	335.47	552.91
	c) Total Finance Costs	865.66	868.08	1,139.40	1,733.74	2,331.18
7	Profit from Ordinary Activities after Finance Costs but Before Exceptional Items (5-6)	3,985.72	2,459.57	1,128.24	6,445.30	1,423.78
8	Exceptional Items	19.99	458.87	(17.94)	478.86	(17.94)
9	Profit from Ordinary Activities Before Tax (7 + 8)	4,005.70	2,918.44	1,110.30	6,924.15	1,405.84
10	Tax Expense					
	a) Income Tax	1,023.05	825.03	743.02	1,848.08	1,177.61
	b) Deferred Tax	(113.76)	28.18	(75.13)	(85.58)	(173.24)
	Total Provision for Tax (a+b)	909.28	853.21	667.89	1,762.49	1,004.37
11	Net Profit for the Period (9 - 10)	3,096.42	2,065.22	442.41	5,161.66	401.46
12	Share of Profit/(Loss) from Associate and Joint Venture	(33.94)	(100.51)	(124.73)	(134.45)	(291.34)
13	Net Profit After Taxes, and Share of Profit/(Loss) of Associate and Joint Venture (11+ 12)	3,062.48	1,964.71	317.69	5,027.21	110.12
14	Minority Interest	(162.12)	(43.13)	(95.71)	(205.25)	(203.56)
15	Net Profit After Taxes, Minority Interest (13-14)	3,224.60	2,007.84	413.40	5,232.46	313.67
16	Other Comprehensive Income (Net of Taxes)	(924.22)	1,564.34	(2,013.89)	640.12	300.94
17	Total Comprehensive Income After Taxes (15+16)	2,300.38	3,572.18	(1,600.49)	5,872.58	614.61
18	Paid up Equity Share Capital (Face Value of Equity Shares : Re.1/- each)	2,311.44	2,306.64	2,306.64	2,311.44	2,306.64
19	Basic and Diluted EPS (Rs.) (Not Annualised)					
	Basic EPS	1.40	0.87	0.18	2.27	0.14
	Diluted EPS	1.40	0.87	0.18	2.26	0.14

Reporting of Segment-wise Revenue, Results and Capital Employed (Consolidated)							
Sr No.	Particulars	Quarter Ended			Six Months Ended		
		30-Sep-16 Unaudited	30-Jun-16 Unaudited	30-Sep-15 Unaudited	30-Sep-16 Unaudited	30-Sep-15 Unaudited	31-Mar-16 Audited
1	Segment Revenue						
	Casino Gaming Division	12,366.45	9,628.21	8,481.29	21,994.66	15,534.73	32,933.99
	Hospitality Division	1,570.22	1,688.30	1,068.80	3,258.52	2,127.66	5,605.60
	Total	13,936.68	11,316.51	9,550.09	25,253.19	17,662.39	38,539.59
	Less : Inter Segment Revenue	(507.24)	(450.65)	(342.12)	(957.89)	(381.52)	(1,515.35)
	Net Sales / Income from Operations	13,429.44	10,865.86	9,207.97	24,295.30	17,280.87	37,024.24
2	Segment Results						
	Casino Gaming Division	5,588.84	3,851.83	3,211.71	9,440.67	5,396.64	11,714.83
	Hospitality Division	(628.58)	(557.18)	(937.72)	(1,185.76)	(1,616.45)	(2,590.93)
	Total	4,960.25	3,294.65	2,273.99	8,254.91	3,780.18	9,123.90
	Unallocable Expenses (Net)	221.12	52.36	50.21	273.50	189.30	660.46
	Other Income (Net)	112.26	85.37	43.87	197.63	164.08	579.72
	Finance Costs	865.66	868.08	1,139.40	1,733.74	2,331.18	4,144.12
	Profit Before Tax	3,985.73	2,459.57	1,128.24	6,445.30	1,423.78	4,899.04
3	Capital Employed						
	Segment Assets						
	Casino Gaming Division	45,476.73	46,180.49	47,045.92	45,476.73	47,045.92	47,467.28
	Hospitality Division	50,350.89	50,555.98	49,713.78	50,350.89	49,713.78	54,643.72
	Unallocable Assets	95,827.62	96,736.47	96,759.70	95,827.62	96,759.70	1,02,111.00
	Total Assets	1,22,296.46	1,21,521.28	1,18,025.05	1,22,296.46	1,18,025.05	1,18,098.29
	Segment Liabilities						
	Casino Gaming Division	14,248.17	15,601.52	17,295.02	14,248.17	17,295.02	14,739.47
	Hospitality Division	16,776.88	17,457.70	17,788.13	16,776.88	17,788.13	17,858.41
	Unallocable Liabilities	31,025.06	33,059.22	35,083.15	31,025.06	35,083.15	32,597.87
	Total Liabilities	2,355.77	2,275.97	2,625.98	2,355.77	2,625.98	5,164.94
	Total Liabilities	33,380.83	35,335.19	37,709.13	33,380.83	37,709.13	37,762.81
Notes on Segment Information: Business Segments Based on the "management approach" as defined in Ind AS 108 – Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along with Business Segments. The Accounting principles used in the preparation of the financial results are consistently applied to record revenue and expenditure in individual segments.							

	Statement of Assets and Liabilities as at 30th September, 2016	Consolidated 30-Sep-16 Unaudited
	ASSETS	
1	Non-Current Assets	
	a) Property, Plant and Equipment	72,314.29
	b) Capital Work in Progress	307.37
	c) Goodwill on Consolidation	13,342.59
	d) Other Intangible Assets	326.88
	f) Financial Assets	
	i) Investments	
	a) Investment in Subsidiaries	-
	b) Other Investments	1,222.05
	ii) Other Financial Assets	2,186.52
	g) Deferred tax Assets (net)	3,305.07
	h) Other Non Current Assets	302.31
	Sub Total Non Current Assets	93,307.08
2	Current Assets	
	a) Inventories	7,043.59
	b) Financial Assets	
	i) Other Investments	8,463.02
	ii) Trade Receivables	1,461.64
	iii) Cash and Cash Equivalents	2,277.03
	iv) Bank Balances other than (iii) above	62.92
	v) Loans	1,386.55
	vi) Other Financial Assets	4,211.46
	c) Current Tax Assets (Net)	483.89
		25,390.10
	d) Other Current Assets	3,599.28
	Sub Total Current Assets	28,989.38
	Total Assets	122,296.46
	EQUITY AND LIABILITIES	
1	Shareholders' Funds	
	a) Equity Share Capital	2,311.44
	b) Other Equity	86,604.19
	Equity attributable to shareholders of the company	88,915.63
	Non - Controlling Interest	2,174.38
	Total Equity	91,090.01
3	Non-Current Liabilities	
	a) Financial Liabilities	
	i) Long Term Borrowings	16,312.98
	ii) Other Long Term Liabilities	750.00
	b) Provisions	311.04
	Total Non Current Liabilities	108,464.03
4	Current Liabilities	
	a) Financial Liabilities	
	i) Short Term Borrowings	1,114.60
	ii) Trade Payables	1,915.24
	c) Other Financial Liabilities	8,503.77
	d) Current Tax Liabilities (Net)	1,380.66
	e) Provisions	180.54
	f) Other Liabilities	737.62
	Total Current Liabilities	13,832.43
	Total Equity and Liabilities	122,296.46

Notes to the unaudited consolidated financial results :

- 1 The above results of the Company were reviewed and recommended by the Audit Committee and subsequently approved by the Board of Directors at its meeting held on 25th October, 2016, in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The statutory auditors of the company has carried out limited review of the results for the quarter and half year ended 30th September, 2016. The Ind AS compliant consolidated financial results for the quarter and half year ended 30th September, 2015 have not been reviewed and audited and have been presented based on the information compiled by the Management after making the necessary adjustments to give a true and fair view of the results in accordance with Ind AS.
- 2 The Company has transited to Indian Accounting Standard ("Ind AS") w.e.f. from April 1, 2016 with comparative being restated. Accordingly the impact of transition has been provided in the opening reserves as at 1st April, 2015 and figures for the quarter and half year ended 30th September, 2015 have been restated accordingly.
- 3 The Allotment Committee of the Board of Directors of the Company at its meetings held on 16th August, 2016 and 22nd August, 2016 have allotted 2,80,000 and 2,00,000 Equity Shares of Rs. 1/- each, respectively to the option grantees, pursuant to exercise of option, under DELTA CORP Employee Stock Option Scheme (ESOS) 2009.
- 4 Reconciliation between Consolidated financial results as previously reported (referred to as 'Previous GAAP') and Ind AS for six months ended September 30, 2015 are as under:

Particulars	Rs. In Lacs	
	Quarter Ended 30-Sep-15	Six Months Ended 30-Sep-15
Net Profit as per Previous GAAP	645.56	655.66
Share based payment costs recognised based on fair value method	(107.51)	(213.85)
Effect of change in depreciation due to change in estimation and other fair value adjustments	16.87	55.96
Borrowings at amortised cost based on effective interest rate	(32.97)	(84.19)
Dilution in share of subsidiary accounted through retained earnings	(55.54)	(55.54)
Others (Net)	8.99	7.36
Impact of Deferred Taxes (net) on above adjustments	(62.00)	(51.73)
Net Profit/(Loss) for the period under Ind AS	413.40	313.67
Other Comprehensive Income	(2,013.89)	300.94
Total Comprehensive Income Under Ind AS	(1,600.49)	614.61

- 5 The Other Comprehensive Income includes unrealised income/(Loss) the below mention items for the quarter and six months ended 30th September, 2016 :
 - a) (Loss)/Gain on the fair valuation of non-core investment amounting to Rs.(851.96) lacs for the quarter and Rs.692.39 lacs for the six months ended.
 - b) (Loss)/Gain on the actuarial valuation of the employee benefits and Foreign currency translation amounting to Rs. (72.26) lacs for the quarter and Rs.(52.27) lacs for the six months ended.
- 6 The consolidated interim financial results of the company and its subsidiaries, joint venture and associates (the 'Group') have been prepared as per Ind AS 110 consolidated financial statements, Ind AS 111 on Joint arrangements and Ind AS 28 on investments in Associates and Joint Venture.
- 7 The Company has been following the practice of publishing Consolidated Financial Results. The Standalone and Consolidated Financial Results are available on Company's website i.e. www.deltacorp.in and also on the website of the Stock Exchanges, where shares of the Company are listed i.e. www.bseindia.com and www.nseindia.com.
- 8 The unaudited financial results of two subsidiaries, one step down subsidiary and one associate company have been consolidated on the basis of un-reviewed financial statement prepared by the management of respective entities.
- 9 Profit on sale of subsidiary companies and provision of diminution value of investment in foreign subsidiary are disclosed under the head Exceptional Items.

For Delta Corp Limited

Place : Mumbai
Date : October 25, 2016

Jaydev Mody
(Chairman)

Walker Chandiook & Co LLP

Walker Chandiook & Co LLP
(Formerly Walker, Chandiook & Co)
16th Floor, Tower II
Indiabulls Finance Centre
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Review Report on Quarterly Financial Results and Year to Date Standalone Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Board of Directors of Delta Corp Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results ("Statement") of Delta Corp Limited ("the Company") for the quarter ended 30 September 2016 and the year to date results for the period 1 April 2016 to 30 September 2016, attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Attention is drawn to the fact that the figures for the corresponding quarter ended 30 September 2015 and the corresponding year to date from 1 April 2015 to 30 September 2015, including the reconciliation of net profit under Ind AS of the aforementioned periods with net profit reported under previous GAAP, as included in the statement have not been subject to limited review or audit. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable accounting standards, as notified under the Companies (Indian Accounting Standards) Rules, 2015 as specified in Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated 5 July 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.



Walker Chandiok & Co LLP

4. The review of unaudited financial results for the three months period ended 30 June 2016, included in the Statement was carried out and reported by Haribhakti & Co. LLP and Amit Desai & Co, vide their unqualified review report dated 01 August 2016, whose review report has been furnished to us and which have been relied upon by us for the purpose of our review of the Statement. Our review report is not qualified in respect of this matter.

Walker Chandiok & Co LLP

For Walker Chandiok & Co LLP

(formerly Walker, Chandiok & Co)

Chartered Accountants

Firm Registration No: 001076N/N500013

per **Adi P. Sethna**

Partner

Membership No. 108840

Place : Mumbai

Date : 25 October 2016

Sr No.	Particulars	Standalone				
		Quarter Ended		Six Months Ended		
		30-Sep-16	30-Jun-16	30-Sep-15	30-Sep-16	30-Sep-15
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
1	Income from Operations					
	- Gaming Operations	8,402.16	6,904.05	5,983.15	15,306.21	10,772.81
	- Other Operations	302.47	268.15	289.14	570.62	571.74
	Gross Income from Operations	8,704.63	7,172.20	6,272.29	15,876.83	11,344.55
	Less : Intragroup Transactions	-	-	-	-	-
	a) Net Sales / Income from Operations	8,704.63	7,172.20	6,272.29	15,876.83	11,344.55
	b) Other Operating Income	-	-	-	-	-
	Total Income from Operations (net) (a + b)	8,704.63	7,172.20	6,272.29	15,876.83	11,344.55
2	Expenses:					
	a) Cost of Material Consumed	478.63	418.99	452.78	897.62	821.05
	b) Changes in Inventories	14.91	1.86	(37.90)	16.77	(51.58)
	c) Employee Benefit Expenses	983.13	988.83	901.86	1,971.96	1,745.12
	d) Depreciation and Amortization Expenses	301.79	292.93	275.15	594.71	547.93
	e) License Fees & Registration Charges	363.91	359.40	207.59	723.31	413.02
	f) Gaming & Entertainment Tax	939.72	757.84	745.25	1,697.57	1,342.62
	g) Other Expenditure	2,032.36	1,684.69	1,670.97	3,717.05	2,871.24
	h) Total Expenses (a+b+c+d+e+f+g)	5,114.45	4,504.54	4,215.71	9,619.00	7,689.40
3	Profit from Operations Before Other Income, Finance Costs and Exceptional Items (1 - 2)	3,590.18	2,667.66	2,056.58	6,257.84	3,655.15
4	Other Income	126.46	88.94	104.77	215.40	168.96
5	Profit from Ordinary Activities Before Finance Costs and Exceptional Items (3 + 4)	3,716.64	2,756.60	2,161.35	6,473.24	3,824.11
6	Finance Costs					
	a) Interest on Term Loan	226.38	234.16	308.17	460.54	647.39
	b) Interest/Other Finance Charges	85.08	91.10	81.05	176.18	139.49
	c) Total Finance Costs	311.46	325.26	389.22	636.72	786.88
7	Profit from Ordinary Activities after Finance Costs but Before Exceptional Items (5-6)	3,405.18	2,431.34	1,772.13	5,836.52	3,037.23
8	Exceptional Items	-	2.10	-	2.10	-
9	Profit from Ordinary Activities Before Tax (7 + 8)	3,405.18	2,433.44	1,772.13	5,838.62	3,037.23
10	Tax Expense					
	a) Income Tax	675.00	675.00	587.00	1,350.00	993.00
	b) Deferred Tax	83.10	74.62	139.26	157.72	218.38
	Total Provision for Tax (a+b)	758.10	749.62	726.26	1,507.72	1,211.38
11	Net Profit for the Period (9 - 10)	2,647.08	1,683.82	1,045.88	4,330.90	1,825.84
12	Share of Profit/(Loss) from Associate and Joint Venture	-	-	-	-	-
13	Net Profit After Taxes, and Share of Profit/(Loss) of Associate and Joint Venture (11+ 12)	2,647.08	1,683.82	1,045.88	4,330.90	1,825.84
14	Minority Interest	-	-	-	-	-
15	Net Profit After Taxes, Minority Interest (13-14)	2,647.08	1,683.82	1,045.88	4,330.90	1,825.84
16	Other Comprehensive Income (Net of Taxes)	(850.98)	1,545.33	(1,793.87)	694.35	499.45
17	Total Comprehensive Income After Taxes (15+16)	1,796.10	3,229.15	(747.99)	5,025.25	2,325.29
18	Paid up Equity Share Capital (Face Value of Equity Shares : Re.1/- each)	2,311.44	2,306.64	2,306.64	2,311.44	2,306.64
19	Basic and Diluted EPS (Rs.) (Not Annualised)					
	Basic EPS	1.15	0.73	0.45	1.88	0.79
	Diluted EPS	1.15	0.73	0.45	1.87	0.79

	Statement of Assets and Liabilities as at 30th September, 2016	Standalone 30-Sep-16 Unaudited
	ASSETS	
1	Non-Current Assets	
	a) Property, Plant and Equipment	20,378.85
	b) Capital Work in Progress	40.96
	c) Goodwill on Consolidation	-
	d) Other Intangible Assets	28.69
	f) Financial Assets	
	i) Investments	
	a) Investment in Subsidiaries	32,244.66
	b) Other Investments	1,221.51
	ii) Other Financial Assets	1,310.73
	g) Deferred tax Assets (net)	1,143.35
	h) Other Non Current Assets	146.03
	Sub Total Non Current Assets	56,514.78
2	Current Assets	
	a) Inventories	1,155.71
	b) Financial Assets	
	i) Other Investments	8,463.02
	ii) Trade Receivables	347.71
	iii) Cash and Cash Equivalents	1,344.48
	iv) Bank Balances other than (iii) above	62.92
	v) Loans	33,236.70
	vi) Other Financial Assets	1,322.17
	c) Current Tax Assets (Net)	295.32
		46,228.03
	d) Other Current Assets	1,937.80
	Sub Total Current Assets	48,165.83
	Total Assets	104,680.61
	EQUITY AND LIABILITIES	
1	Shareholders' Funds	
	a) Equity Share Capital	2,311.44
	b) Other Equity	91,017.21
	Equity attributable to shareholders of the company	93,328.65
	Non - Controlling Interest	-
	Total Equity	93,328.65
3	Non-Current Liabilities	
	a) Financial Liabilities	
	i) Long Term Borrowings	3,394.22
	ii) Other Long Term Liabilities	-
	b) Provisions	198.54
	Total Non Current Liabilities	96,921.41
4	Current Liabilities	
	a) Financial Liabilities	
	i) Short Term Borrowings	1,175.46
	ii) Trade Payables	1,438.23
	c) Other Financial Liabilities	3,728.89
	d) Current Tax Liabilities (Net)	896.18
	e) Provisions	95.33
	f) Other Liabilities	425.11
	Total Current Liabilities	7,759.20
	Total Equity and Liabilities	104,680.61

Notes to the unaudited standalone financial results :

- 1 The above results of the Company were reviewed and recommended by the Audit Committee and subsequently approved by the Board of Directors at its meeting held on 25th October, 2016, in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The statutory auditors of the company has carried out limited review of the results for the quarter and half year ended 30th September, 2016. The Ind AS compliant consolidated financial results for the quarter and half year ended 30th September, 2015 have not been reviewed and audited and have been presented based on the information compiled by the Management after making the necessary adjustments to give a true and fair view of the results in accordance with Ind AS.
- 2 The Company has transited to Indian Accounting Standard ("Ind AS") w.e.f. from April 1, 2016 with comparative being restated. Accordingly the impact of transition has been provided in the opening reserves as at 1st April, 2015 and figures for the quarter and half year ended 30th September, 2015 have been restated accordingly.
- 3 The Allotment Committee of the Board of Directors of the Company at its meetings held on 16th August, 2016 and 22nd August, 2016 have allotted 2,80,000 and 2,00,000 Equity Shares of Rs. 1/- each, respectively to the option grantees, pursuant to exercise of option, under DELTA CORP Employee Stock Option Scheme (ESOS) 2009.
- 4 Reconciliation between Standalone financial results as previously reported (referred to as 'Previous GAAP') and Ind AS for six months ended September 30, 2015 are as under:

Particulars	Rs. In Lakhs	
	Quarter Ended 30-Sep-15	Six Months Ended 30-Sep-15
Net Profit as per Previous GAAP	1,120.72	1,973.72
Share based payment costs recognised based on fair value method	(107.51)	(213.85)
Effect of change in depreciation due to change in estimation and other fair value adjustments	31.25	62.28
Guarantee Income for financial guarantee contracts	29.27	58.14
Borrowings at amortised cost based on effective interest rate	0.43	(36.44)
Others (Net)	(3.43)	(6.52)
Impact of Deferred Taxes (net) on above adjustments	(24.85)	(11.48)
Net Profit/(Loss) for the period under Ind AS	1,045.87	1,825.84
Other Comprehensive Income	(1,793.87)	499.45
Total Comprehensive Income Under Ind AS	(748.00)	2,325.29

- 5 The Other Comprehensive Income includes unrealised income/(Loss) the below mention items for the quarter and six months ended 30th September, 2016 :
 - a) (Loss)/Gain on the fair valuation of non-core investment amounting to Rs.(851.96) lacs for the quarter and Rs.692.39 lacs for the six months ended.
 - b) (Loss)/Gain on the actuarial valuation of the employee benefits and Foreign currency translation amounting to Rs. 0.98 lacs for the quarter and Rs.1.96 lacs for the six months ended.
- 6 Profit on sale of subsidiary companies are disclosed under the head Exceptional Items.

For Delta Corp Limited

Jaydev Mody
(Chairman)

Place : Mumbai
Date : October 25, 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

- (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 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.



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 31ST MARCH, 2016

(₹ in Lacs)

Particulars	Note No.	As at 31 st March, 2016		As at 31 st March, 2015	
EQUITY AND LIABILITIES					
Shareholders' Funds					
(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
Non-Current Liabilities					
(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
Current Liabilities					
(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	
ASSETS					
Non-Current Assets					
(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
Current Assets					
(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, 25th 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 31ST MARCH, 2016



(₹ in Lacs)

Particulars	Note No.	Year Ended 31 st March, 2016	Year Ended 31 st March, 2015
INCOME:			
Revenue from Operations	21	23,994.81	19,414.94
Other Income	22	274.77	729.29
Total Revenue		24,269.58	20,144.23
EXPENSES:			
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
Total Expenses		18,051.28	15,170.65
Profit Before Exceptional Items and Tax		6,218.30	4,973.58
Exceptional Items	37	(500.00)	366.72
Profit Before Tax		5,718.30	5,340.30
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
Profit After Tax		3,919.91	3,229.79
Prior Period items	35	24.63	40.06
Net Profit for the Year		3,895.28	3,189.73
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, 25th April, 2016

For and on behalf of Board

Jaydev Mody
Chairman
DIN : 00234797

Vrajesh Udani
Director
DIN : 00021311

Hardik Dhebar
Group CFO

Ashish Kapadia
Managing Director
DIN : 02011632

Rajesh Jaggi
Director
DIN : 00046853

Dilip Vaidya
Company Secretary

Ravinder Kumar Jain
Director
DIN : 00652148

Alpana Chinai
Director
DIN : 00136144



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2016	Year Ended 31 st March, 2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
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)
Operating Profit before Working Capital Changes	8,281.76	7,107.50
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
Cash Generated from Operation	8,085.83	6,944.91
Taxes Paid (Net of Refund)	(1,337.57)	(1,836.24)
Net Cash Generated From Operating Activities (a)	6,748.26	5,108.66
B. CASH FLOW FROM INVESTING ACTIVITIES		
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)	-
Net Cash Generated from Investing Activities (b)	(1,461.51)	(2,685.71)

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2016	Year Ended 31 st March, 2015
C. CASH FLOW FROM FINANCING ACTIVITIES		
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)
Net Cash Generated From Financing Activities (c)	(4,963.70)	(4,164.19)
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
Cash & Cash Equivalents as at End of the Year	1,394.58	1,071.53
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, 25th April, 2016

For and on behalf of Board

Jaydev Mody
Chairman
DIN : 00234797

Ashish Kapadia
Managing Director
DIN : 02011632

Ravinder Kumar Jain
Director
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Vrajesh Udani
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Director
DIN : 00046853

Alpana Chinai
Director
DIN : 00136144

Hardik Dhebar
Group CFO

Dilip Vaidya
Company Secretary



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST 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 31ST 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 31ST MARCH, 2016

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
	No.	₹ in Lacs	No.	₹ in Lacs
2 SHARE CAPITAL				
Authorised Shares:				
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
TOTAL	43,45,00,000	5,605.00	43,45,00,000	5,605.00
Issued, Subscribed And Fully Paid-Up:				
Equity Shares of ₹ 1/- each	23,06,64,104	2,306.64	23,06,64,104	2,306.64
TOTAL	23,06,64,104	2,306.64	23,06,64,104	2,306.64

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

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
	No.	₹ in Lacs	No.	₹ in Lacs
Equity Shares				
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 st March, 2016		As at 31 st 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 31ST MARCH, 2016

(₹ in Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
3 RESERVES & SURPLUS		
(a) Capital Reserve on Amalgamation		
Opening Balance	6,636.23	6,636.23
(+) Addition During the Year	-	-
Closing Balance	6,636.23	6,636.23
(b) Capital Redemption Reserves		
Opening Balance	1,404.88	1,404.88
(+) Addition During the Year	-	-
Closing Balance	1,404.88	1,404.88
(c) Securities Premium Account		
Opening Balance	51,516.50	49,717.38
(+) Addition During the Year	-	1,799.12
Closing Balance	51,516.50	51,516.50
(d) Foreign Currency Translation Reserve		
Opening Balance	18.10	(70.68)
(+) Addition During the Year	133.20	88.78
Closing Balance	151.30	18.10
(e) Share Options Outstanding Account		
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
(f) Deferred Employee Compensation		
Opening Balance	-	(51.32)
(+) Addition During the Year	-	-
(-) Written Back in Current Year (Net)	-	51.32
Closing Balance	-	-
(g) General Reserves		
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 st March, 2016	As at 31 st March, 2015
(h) Surplus		
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
TOTAL	87,272.49	83,799.91

*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 st March, 2016	As at 31 st March, 2015
4 LONG-TERM BORROWINGS		
Secured Borrowings :		
Term Loan From Bank (Refer Note 'A')	4,703.05	7,068.88
Vehicle Loan (Refer Note 'B')	148.89	114.35
TOTAL	4,851.94	7,183.23

NOTE A:

Terms of Loans :

i) From Bank 1 :

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.

ii) From Bank 2 :

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 31ST MARCH, 2016

(₹ in Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
NOTE B:		
i) From Bank :		
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
ii) From Financial Institution :		
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
5 LONG-TERM PROVISIONS		
Provision for Employee Benefits (Unfunded) :		
Gratuity	152.82	117.75
Leave Encashment	70.42	66.82
TOTAL	223.24	184.57
6 SHORT-TERM BORROWINGS		
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
TOTAL	57.17	1,077.09
7 TRADE PAYABLES		
Micro, Small and Medium Enterprises	9.12	3.93
Others	617.29	465.82
TOTAL	626.41	469.75

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 st March, 2016	As at 31 st 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	-	-
8 OTHER CURRENT LIABILITIES		
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
TOTAL	4,489.88	3,949.18
(*) 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.		
9 SHORT TERM PROVISIONS		
(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
TOTAL	1,577.13	1,353.24



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

10 TANGIBLE ASSETS

(₹ in Laos)

Particulars	Land	Building	Plant & Machinery	Furniture & Fixtures	Vehicles	Computers	Office Equipments	Ships *	Gaming Equipments	Total
Gross Block										
As at 1 st 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 st 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 st 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 st 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 st 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 st March, 2015	-	220.41	232.80	501.95	114.78	109.82	85.18	383.93	282.34	1,931.20
As at 1 st 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 st 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 st 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 st 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
Gross Block	
As at 1 st April, 2014	10.68
Additions	0.51
Deletion/ Adjustments	(0.42)
As at 31 st March, 2015	10.77
As at 1 st April, 2015	10.77
Additions	20.35
Deletion/ Adjustments	-
As at 31 st March, 2016	31.12
Depreciation	
As at 1 st April, 2014	1.08
Charges for the Year	2.18
Deletion/ Adjustments	(0.12)
As at 31 st March, 2015	3.13
As at 1 st April, 2015	3.13
Charge for the Year	3.10
Deletion/ Adjustments	-
As at 31 st March, 2016	6.23
Net Block	
As at 31 st March, 2015	7.65
As at 31 st March, 2016	24.90



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹ (unless stated otherwise)	As at 31 st March, 2016	As at 31 st March, 2015
11 NON-CURRENT INVESTMENTS					
1 Trade Investments					
(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 st March, 2016	As at 31 st March, 2015
2 Non Trade Investments					
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	-	-
TOTAL				33,195.80	33,218.76

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 st March, 2016		As at 31 st 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 31ST 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 31st March, 2016 are as follows:

(₹ in Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
Deferred Tax Liabilities:		
Difference between Book WDV and Income Tax WDV	1,222.89	792.43
(A)	1,222.89	792.43
Deferred Tax Assets:		
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 st March, 2016	As at 31 st March, 2015
13 LONG-TERM LOANS AND ADVANCES		
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
14 OTHER NON CURRENT ASSETS		
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 st March, 2016	As at 31 st March, 2015
15 CURRENT INVESTMENT					
(a) Investment in Equity instruments					
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) Non Trade Investments (at cost)					
J P Morgan India Liquid Fund	-	8,54,055	10	-	152.55
ICICI Prudential Liquid Plan	-	48,605	100	-	100.00
TOTAL				9,246.66	9,506.16

(#) 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 st March, 2016		As at 31 st 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 31ST MARCH, 2016

(₹ in Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
16 INVENTORIES		
(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
TOTAL	1,160.88	1,107.52
17 TRADE RECEIVABLES		
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
TOTAL	342.47	308.25
18 CASH AND BANK BALANCES		
(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
TOTAL	1,443.54	1,126.87

(₹ in Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
19 SHORT-TERM LOANS AND ADVANCES		
(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)
	-	-
TOTAL	31,905.39	29,878.83
20 OTHER CURRENT ASSETS		
Fixed Assets Held for Sale	-	101.25
Interest Receivable on ICD	11.86	12.18
TOTAL	11.86	113.43



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2016	Year Ended 31 st March, 2015
21 REVENUE FROM OPERATIONS		
Sale of Goods	2,659.25	1,764.59
Sale of Services	21,335.56	17,650.34
TOTAL	23,994.81	19,414.94
22 OTHER INCOME		
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
TOTAL	274.77	729.29
23 COST OF MATERIAL PURCHASED		
Purchase of Traded Material	1,526.10	953.74
Stores and Spares Consumed	163.06	153.90
TOTAL	1,689.16	1,107.64
24 CHANGES IN INVENTORIES OF STOCK IN TRADE		
Opening Stock	1,022.68	1,045.94
Less : Closing Stock	1,085.20	1,022.68
TOTAL	(62.52)	23.26
25 EMPLOYEE BENEFITS EXPENSES		
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
TOTAL	3,288.17	2,901.65

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2016	Year Ended 31 st March, 2015
26 FINANCE COSTS		
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
TOTAL	1,508.76	1,635.50
27 OTHER EXPENSES		
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
TOTAL	10,391.01	8,312.47



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

28 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ in Lacs)

Particulars	As at 31 st March	
	2016	2015
(i) Contingent Liabilities		
(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
	29,676.37	30,204.86
(ii) Capital Commitments		
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
(iii) Other Commitments		
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 th July, 2010	29,00,000	38.15	38.15	30	8 th July, 2014	Four equal Installments	-	-
9 th May, 2013	27,14,335	65.60	65.75	52	9 th May, 2014	One Installment	3.11 Years	3.11 Years
12 th November, 2014	15,00,000	91.20	91.25	95	12 th November, 2017	Three equal Installments	5.62 Years	6.62 Years

Weighted Average Exercise Price of Option Granted :

(Amount in ₹)

Sr. No.	Particulars	8 th July, 2010	9 th May, 2013	12 th 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 th July, 2010	9 th May, 2013	12 th 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 31ST MARCH, 2016

The Particulars of Option Granted and Lapsed under the Scheme are tabulated herein below;

(Qty in Lacs)

Particulars	8 th July, 2010	9 th May, 2013	12 th 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 31st 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 th July, 2010				9 th May, 13
	Vest 1 8 th July, 11	Vest 2 8 th July, 12	Vest 3 8 th July, 13	Vest 4 8 th July, 14	Vest 1 9 th 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 th November, 2014		
	Vest 1 12 th November, 15	Vest 2 12 th November, 16	Vest 3 12 th 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 31ST 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 Pirmal (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 31ST 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								
	FCSP	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 31ST 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 31ST 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 31ST 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 31st 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
1	Assumptions :				
	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
2	Changes in Present Value of Obligations :				
	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
3	Changes in the Fair Value of Plan Assets:				
	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	-	-	-	-
4	Actuarial Gain/Loss Recognized:				
	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 31ST MARCH, 2016

(₹ in Lacs)

Sr. No.	Particulars	Gratuity Unfunded		Leave Encashment Unfunded	
		2016	2015	2016	2015
5	Amount / Recognized in the Balance Sheet:				
	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)
6	Expenses Recognized in the Statement of Profit and Loss:				
	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
7	Balance Sheet Reconciliation :				
	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
8	Data :				
	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
9	Experience Adjustment					
	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
TOTAL	1,508.50	203.47

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	-
TOTAL	6,584.00	299.81

*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
TOTAL	25.92	25.11



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST 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
TOTAL	24.63	40.06

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
TOTAL	412.24	201.58

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
TOTAL	1,059.64	1,372.65

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
TOTAL			6,131.25		5,711.32



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST 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 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, 25th 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

INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF DELTA CORP LIMITED



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

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



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 31ST MARCH, 2016

(₹ in Lacs)

Particulars	Note No.	As at 31 st March, 2016		As at 31 st March, 2015	
EQUITY AND LIABILITIES					
Shareholders' Funds					
(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
Minority Interest			2,354.44		2,440.50
Non-Current Liabilities					
(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
Current Liabilities					
(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
ASSETS					
Non-Current Assets					
(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
Current Assets					
(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, 25th 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 31ST MARCH, 2016



(₹ in Lacs)

Particulars	Note No.	Year Ended 31 st March, 2016	Year Ended 31 st March, 2015
INCOME:			
Revenue from Operations	22	37,786.08	29,997.41
Other Income	23	579.72	742.20
Total Revenue		38,365.80	30,739.61
EXPENSES:			
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
Total Expenses		33,459.04	31,943.21
Profit/(Loss) Before Exceptional Items and Tax		4,906.76	(1,203.61)
Exceptional Items Gain/(Loss)	37	1,047.84	(452.13)
Profit Before Tax		5,954.60	(1,655.73)
Tax Expenses			
- 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
Total Tax Expenses		2,003.20	1,082.92
Profit/(Loss) After Tax		3,951.40	(2,738.65)
Prior Period Items	41	7.72	35.46
Loss of Associate Companies		-	(0.95)
Minority Interest		314.61	497.92
Profit/(Loss) For the Year		4,258.29	(2,277.14)
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, 25th April, 2016

For and on behalf of Board

Jaydev Mody
Chairman
DIN : 00234797

Vrajesh Udani
Director
DIN : 00021311

Hardik Dhebar
Group CFO

Ashish Kapadia
Managing Director
DIN : 02011632

Rajesh Jaggi
Director
DIN : 00046853

Dilip Vaidya
Company Secretary

Ravinder Kumar Jain
Director
DIN : 00652148

Alpana Chinai
Director
DIN : 00136144



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2016	Year Ended 31 st March, 2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
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)
Operating Profit before Working Capital Changes	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
Cash Generated from Operation	13,125.34	11,918.40
Taxes Paid (Net of Refund)	(1,559.64)	(3,534.63)
Net Cash Generated From Operating Activities (a)	11,565.70	8,383.77
B. CASH FLOW FROM INVESTING ACTIVITIES		
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
Net Cash Used in Investing Activities (b)	(1,192.51)	(2,498.18)

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2016	Year Ended 31 st March, 2015
C. CASH FLOW FROM FINANCING ACTIVITIES		
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)	-
Net Cash Generated From Financing Activities (c)	(10,183.10)	(9,292.91)
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
Cash & Cash Equivalents as at End of the Year	2,231.48	2,041.39
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 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 th April, 2016		Hardik Dhebar Group CFO	Dilip Vaidya Company Secretary	



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST 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 31ST 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 31ST 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 st March, 2016		As at 31 st March, 2015	
	No.	₹ in Lacs	No.	₹ in Lacs
2 SHARE CAPITAL				
Authorised Shares:				
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
TOTAL	43,45,00,000	5,605.00	43,45,00,000	5,605.00
Issued, Subscribed And Fully Paid-Up:				
Equity Shares of ₹ 1/- each	23,06,64,104	2,306.64	23,06,64,104	2,306.64
TOTAL	23,06,64,104	2,306.64	23,06,64,104	2,306.64

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

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
	No.	₹ in Lacs	No.	₹ in Lacs
Equity Shares				
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 31ST 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 st March, 2016		As at 31 st 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 st March, 2016	As at 31 st March, 2015
3 RESERVES & SURPLUS		
a) Capital Reserves on Amalgamation		
Opening Balance	1,598.92	1,598.92
(+) Addition During the Year	-	-
Closing Balance	1,598.92	1,598.92
b) Capital Redemption Reserves		
Opening Balance	1,404.88	1,404.88
(+) Addition During the Year	-	-
Closing Balance	1,404.88	1,404.88
c) Securities Premium Account		
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
d) Foreign Currency Translation Reserves		
Opening Balance	116.40	(568.53)
(+) Addition During the Year	128.26	684.93
Closing Balance	244.66	116.40
e) Share Options Outstanding Account		
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
f) Deferred Employee Compensation		
Opening Balance	-	(51.32)
(+) Addition During the Year	-	-
(-) Written Back in Current Year (Net)	-	51.32
Closing Balance	-	-
g) General Reserves		
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 31ST MARCH, 2016

(₹ in Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
h) Surplus		
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
TOTAL	78,028.83	74,198.18

*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 st March, 2016	As at 31 st March, 2015
4 LONG-TERM BORROWINGS		
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
TOTAL	19,279.24	22,392.14

(₹ in Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
NOTE : A		
Terms of Loans :		
i) From Bank 1 :	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.		
ii) From Bank 2 :	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.		
iii) From Bank 3 :	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.		
iv) From Bank 4 :	-	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.		
v) From Bank 5 :	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.		
vi) From Bank 6 :	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 31ST MARCH, 2016

(₹ in Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
vii) From Bank 7 :	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.		
viii) From Bank 8 :	-	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
NOTE : B		
Long-Term Borrowings		
i) From Bank :	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.		
ii) From Financial Institution :	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
NOTE : C		
i) 0% Fully Convertible Debenture - Series C	-	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 st March, 2016	As at 31 st March, 2015
5 OTHER LONG TERM LIABILITIES		
Security Deposit	750.00	600.00
TOTAL	750.00	600.00
6 LONG-TERM PROVISIONS		
Provision for Employee Benefits (Unfunded)		
- Gratuity	242.23	184.33
- Leave Encashment	119.18	110.11
TOTAL	361.41	294.44
7 SHORT-TERM BORROWINGS		
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
TOTAL	1,042.90	2,770.27
8 TRADE PAYABLES		
Micro, Small and Medium Enterprise	24.79	11.69
Others	1,550.97	1,704.90
TOTAL	1,575.76	1,716.59

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 31ST MARCH, 2016

(₹ in Lacs)

Particulars	As at 31 st March, 2016	As at 31 st 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
9 OTHER CURRENT LIABILITIES		
(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
TOTAL	10,245.94	13,587.71
(*) 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.		
10 SHORT TERM PROVISIONS		
(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
TOTAL	2,153.13	1,465.18

11 TANGIBLE ASSETS

(₹ in Lacs)

Particulars	Land	Leasehold Improvement	Building	Plant and Machinery	Office Computer & Equipment	Accessories and Furniture	Gaming Equipment	Vehicles	Ships	Feeder/Speed Boat	Aircraft	Total	
Gross Block													
As at 1 st 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 st 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 st 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 st 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
Depreciation													
As at 1 st 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 st 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 st 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 st 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
Net Block													
As at 31 st 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 st 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 31ST MARCH, 2016

11 INTANGIBLE ASSETS

(₹ in Lacs)

Particulars	Software	Amalgamation Goodwill	Total
Gross Block			
As at 1 st April 2014	184.99	389.05	574.05
Additions	7.55	-	7.55
Disposals/Adjustments	(0.42)	-	(0.42)
Exchange Difference	-	-	-
As at 31 st March 2015	192.12	389.05	581.17
As at 1 st April 2015	192.12	389.05	581.17
Additions	33.11	-	33.11
Disposals/Adjustments	(104.14)	-	(104.14)
Exchange Difference	-	-	-
As at 31 st March, 2016	121.09	389.05	510.14
Depreciation			
As at 1 st 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 st March 2015	151.93	116.72	268.65
As at 1 st 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 st March, 2016	64.79	194.53	259.32
Net Block			
As at 31 st March 2015	40.18	272.33	312.52
As at 31 st 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 st March, 2016	As at 31 st March, 2015
12 NON-CURRENT INVESTMENTS					
1 Trade Investments					
(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
2 Non Trade Investments					
(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	-	-
TOTAL				1,123.61	1,264.84

* Received free against holding of shares of Piramal Enterprise Limited



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in Lacs)

Particulars	As at 31 st March, 2016		As at 31 st 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
	-	-	-	-	-
TOTAL	(373.01)	(-27.05)	(241.07)	(67.84)	(91.15)

(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 31st March, 2016 are as follows:

(₹ in Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
Deferred Tax Liabilities :		
Difference between Book WDV and Tax WDV	5,517.01	1,597.95
(A)	5,517.01	1,597.95
Deferred Tax Assets:		
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 st March, 2016	As at 31 st March, 2015
14 LONG-TERM LOANS AND ADVANCES		
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
TOTAL	2,873.50	3,889.81
15 OTHER NON-CURRENT ASSETS		
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
TOTAL	2,034.84	1,802.93



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹ unless stated otherwise)	As at 31 st March, 2016	As at 31 st March, 2015
16 CURRENT INVESTMENTS					
(a) Investment in Equity Shares, Quoted, Fully Paid Up					
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) Investments in Mutual Funds					
J P Morgan India Liquid Fund	-	8,54,055	10	-	152.55
ICICI Prudential Liquid Plan	-	48,605	100	-	100.00
TOTAL				9,246.66	9,506.16

(#) 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 st March, 2016		As at 31 st 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 st March, 2016	As at 31 st March, 2015
17 INVENTORIES		
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
TOTAL	7,076.23	6,954.49
18 TRADE RECEIVABLES		
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)
(A)	1,170.26	463.04
Other (Considered Good)	291.99	1,813.20
(B)	291.99	1,813.20
TOTAL (A + B)	1,462.25	2,276.24

(₹ in Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
19 CASH AND BANK BALANCES		
(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
TOTAL	2,280.44	2,096.72
20 SHORT-TERM LOANS AND ADVANCES		
(a) Loans and Advances to Related Parties		
Unsecured, Considered Good		
- Inter Corporate Deposits	2,782.86	2,260.74
	2,782.86	2,260.74
(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
	5,962.20	5,197.64
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)
	-	-
TOTAL	8,745.06	7,458.38
21 OTHER CURRENT ASSETS		
Accrued Interest on Others / Fixed Deposits	4.14	0.56
Asset Held for Sale	-	101.26
Other Receivables	90.01	5.57
TOTAL	94.15	107.38



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2016	Year Ended 31 st March, 2015
22 REVENUE FROM OPERATIONS		
Sale of Services	32,728.66	26,510.40
Sales of Goods	5,057.42	3,487.01
TOTAL	37,786.08	29,997.41
23 OTHER INCOME		
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
TOTAL	579.72	742.20
24 COST OF MATERIAL PURCHASED		
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
TOTAL	3,141.96	2,466.93
25 CHANGES IN INVENTORY OF WORK IN PROGRESS AND STOCK IN TRADE		
Opening Stocks		
Traded Goods	6,546.95	6,554.69
(A)	6,546.95	6,554.69
Closing Stocks		
Traded Goods	6,746.02	6,546.95
(B)	6,746.02	6,546.95
TOTAL (A - B)	(199.07)	7.74

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2016	Year Ended 31 st March, 2015
26 EMPLOYEE BENEFIT EXPENSES		
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
TOTAL	5,785.32	5,265.65
27 FINANCE COSTS		
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
TOTAL	4,144.12	5,130.27
28 OTHER EXPENSES		
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
TOTAL	16,765.96	15,603.82



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

29 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ in Lacs)

Particulars	As at 31 st March	
	2016	2015
(i) Contingent Liabilities		
(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
(ii) Capital Commitments		
- Estimated amount of contracts remaining to be executed on capital account (Net of Capital Advances)	67.78	95.04
(iii) Other Commitments		
- 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 st March	
		2016	2015
Subsidiary Companies			
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 31ST MARCH, 2016

Name of the Company	Country of Incorporation	% of Ownership as on 31 st March	
		2016	2015
Step-Down Subsidiary Companies			
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
Joint Venture			
Freedom Charter Services Private Limited	India	50.00	50.00
Associate Company			
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
I Segment Revenue						
	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)
II Segment Results						
	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)
III Other Informations						
	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 31ST MARCH, 2016

Secondary Segment Information:

(₹ in Lacs)

Particulars	Year Ended 31 st 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
TOTAL	38,365.80	30,739.61
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
TOTAL	1,18,098.29	1,21,771.65
Segment Liabilities		
- From India	36,986.99	43,383.12
- From Kenya	761.34	1,448.10
- From Other Countries	14.49	435.61
TOTAL	37,762.82	45,266.83
Capital Expenditure		
- From India	1,454.23	11,781.05
- From Kenya	-	-
- From Other Countries	-	-
TOTAL	1,454.23	11,781.05

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 31st 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
1	Assumptions :				
	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 31ST MARCH, 2016

(₹ in Lacs)

Sr. No.	Particulars	Gratuity Unfunded		Leave Encashment Unfunded	
		2016	2015	2016	2015
2	Changes in present value of obligations :				
	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
3	Actuarial (Gain)/Loss recognized :				
	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)
4	Amount recognized in the Balance Sheet :				
	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)
5	Expenses recognized in the Statement of Profit and Loss :				
	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
6	Balance Sheet Reconciliation :				
	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
7	Experience Adjustment :					
	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 31ST 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 31ST 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	-	-	-	-	-	-
		-	-	-	-	-	-
	Closing Balance as at 31st March						
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 31ST 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.
- ii) 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)
TOTAL	7.72	35.46



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST 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
TOTAL	567.30	497.95

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	-	-
TOTAL	339.05	306.22

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
TOTAL			1,975.04		1,513.86

- 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
ASSETS		
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
LIABILITIES		
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 31ST MARCH, 2016

(₹ In Lacs)

Particulars	2016	2015
INCOME		
Revenue from Operations	453.90	523.13
Other Income	10.09	9.21
EXPENSES		
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)
	Parent				
	Delta Corp Limited	111.51%	89,579.13	91.48%	3,895.28
	Indian Subsidiaries				
	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 th April, 2016		Hardik Dhebar Group CFO	Dilip Vaidya Company Secretary	



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 of the Balance Sheet as at March 31, 2015, 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 as to whether the standalone financial statements are free from material misstatements.

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 auditor's 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 qualified audit opinion on the standalone financial statements.

Basis for Qualified Opinion

As detailed in Note 28(i)(d) relating to search and seizure carried out by Income Tax Authorities for an undisclosed amount of ₹ 351.36 Lacs pertaining to previous years, the Company has accounted only the impact of income tax dues amounting to ₹ 117.69 Lacs. Consequently, any additional liability under the Income Tax Act, 1961 or under any other act is currently not ascertainable.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the



possible effects of the matter described in the Basis for Qualified Opinion paragraph, 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, 2015, its profit and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note 41 in the standalone financial statements relating to MAT Credit Entitlement of ₹ 2,167.61 Lacs, which is based on the future business projections made by the management.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditors' Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable. The Order is yet to be notified in the Gazette of India.
- (2) As required by Section 143(3) of the Act, except for the matter described in the Basis for Qualified Opinion paragraph, 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 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, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - f. 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) to the standalone financial statements;
- (ii) The Company did not have any long-term contracts including derivative contracts for which there could be any material foreseeable losses;
- (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 17, 2015

Amit Desai

Partner
Membership No. 032926



ANNEXURE TO INDEPENDENT AUDITORS' 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 31st March, 2015]

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) During the year, fixed assets have been physically verified by the management in phased manner as per the regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed, no material discrepancies were noticed on such verification.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. 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) The loans granted are repayable on demand. As informed, the Company has not demanded repayment of any such loan and interest during the year. Hence, due to such stipulation, we are unable to state about the regularity of principal and interest amount.
- (b) In respect of the aforesaid loans, there is no overdue amount of loans granted to Companies, Firms or Other Parties listed in the register maintained under Section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of inventories and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the Company.
- (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) The Central Government of India 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. Accordingly, the clause does not apply for the year.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, value added tax, duty of customs, cess and any other material statutory dues applicable to it.

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, wealth tax, service tax, value added tax, duty of customs, 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 explanation given to us, there are no dues outstanding with respect to, sales tax, wealth tax, service tax, value added tax, customs duty, excise duty and cess 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)
Income Tax Act, 1961	Income Tax	435.79	F. Y. 2010-11	Rectification u/s. 154 is pending before the assessing officer

- (c) According to the information and explanations given to us, there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- (viii) The Company does not have accumulated losses at the end of the financial year nor has incurred cash losses in the current and immediately preceding financial year.
- (ix) According to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions and banks.
- (x) In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company, for loans taken by others from banks or financial institutions, are not prejudicial to the interest of the Company.
- (xi) According to the information and explanations given to us, the term loans have been applied for the purpose for which the loans were obtained.
- (xii) 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 on or by the Company, noticed or reported during the year, nor have we been informed of any such instance by the management.

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 17, 2015

Amit Desai
Partner
Membership No. 032926



BALANCE SHEET AS AT 31ST MARCH, 2015

(₹ in Lacs)

Particulars	Note No.	As at 31 st March, 2015		As at 31 st March, 2014	
EQUITY AND LIABILITIES					
Shareholders' Funds					
(a) Share Capital	2	2,306.64		2,275.77	
(b) Reserves & Surplus	3	83,799.91	86,106.55	79,297.94	81,573.71
Non-Current Liabilities					
(a) Long-Term Borrowings	4	7,183.23		8,811.93	
(b) Deferred Tax Liabilities (Net)	12	245.82		-	
(c) Long-Term Provisions	5	184.57	7,613.62	142.09	8,954.02
Current Liabilities					
(a) Short-Term Borrowings	6	1,077.09		3,526.36	
(b) Trade Payables	7	469.75		504.94	
(c) Other Current Liabilities	8	3,949.18		3,562.22	
(d) Short-Term Provisions	9	1,353.24	6,849.26	2,273.43	9,866.95
TOTAL		100,569.43		100,394.68	
ASSETS					
Non-Current Assets					
(a) Fixed Assets	10				
i) Tangible Assets		21,471.65		22,072.82	
ii) Intangible Assets		7.65		9.60	
iii) Capital Work In Progress		106.32		95.03	
		21,585.62		22,177.45	
(b) Non-Current Investments	11	33,218.76		38,523.23	
(c) Deferred Tax Assets (Net)	12	-		529.43	
(d) Long-Term Loans and Advances	13	2,984.12		3,158.16	
(e) Other Non-Current Assets	14	662.27	58,450.77	477.77	64,866.04
Current Assets					
(a) Current Investments	15	9,506.16		9,253.61	
(b) Inventories	16	1,107.52		1,214.02	
(c) Trade Receivables	17	308.25		435.68	
(d) Cash and Bank Balances	18	1,126.87		2,874.02	
(e) Short-Term Loans and Advances	19	29,956.43		20,807.48	
(f) Other Current Assets	20	113.43	42,118.66	943.83	35,528.64
TOTAL		100,569.43		100,394.68	
Significant Accounting Policies and Notes to the Financial Statements		1-43			

As Per Our Report of Even Date

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

Chetan Desai
Partner
Membership No. 017000

Mumbai, 17th April, 2015

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

Amit Desai
Partner
Membership No. 032926

For and on behalf of Board

Jaydev Mody
Ashish Kapadia
Ravinder Jain
Vrajesh Udani
Rajesh Jaggi
Homi Aibara
Alpana Chinai
Hardik Dhebar
Hitesh Kanani

Chairman
Managing Director
Director
Director
Director
Director
Group CFO
Company Secretary

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015



(₹ in Lacs)			
Particulars	Note No.	Year Ended 31 st March, 2015	Year Ended 31 st March, 2014
INCOME:			
Revenue from Operations	21	19,414.94	11,704.52
Other Income	22	729.29	4,960.48
Total Revenue		20,144.23	16,665.00
EXPENSES:			
Cost of Material Purchased	23	1,107.64	1,606.51
Changes in Inventories of Stock in Trade	24	23.26	(1,036.90)
Employee Benefits Expenses	25	2,901.65	1,972.87
Finance Costs	26	1,635.50	1,337.32
Depreciation and Amortization Expenses	10	1,190.13	545.48
Other Expenses	27	8,312.47	4,862.81
Total Expenses		15,170.65	9,288.08
Profit Before Exceptional and Extraordinary Items and Tax		4,973.58	7,376.92
Exceptional Items	38	366.72	122.06
Profit Before Extra Ordinary Items and Tax		5,340.30	7,498.98
Extraordinary Items		-	-
Profit Before Tax		5,340.30	7,498.98
Tax Expenses			
- Current Tax		1,276.00	1,910.00
- MAT Credit (Entitlement) / Reversal		60.59	(197.67)
- Deferred Tax	12	775.25	(442.03)
- Earlier Years Tax Adjustments		(1.33)	8.17
Total Tax Expenses		2,110.51	1,278.47
Profit After Tax		3,229.79	6,220.51
Prior Period items	36	40.06	7.14
Net Profit for the Year		3,189.73	6,213.37
Earnings Per Equity Share (Nominal Value of ₹ 1/- each)			
- Basic	37	1.39	2.74
- Diluted		1.39	2.72
Significant Accounting Policies and Notes to the Financial Statements	1-43		

As Per Our Report of Even Date

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

Chetan Desai
Partner
Membership No. 017000

Mumbai, 17th April, 2015

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

Amit Desai
Partner
Membership No. 032926

For and on behalf of Board

Jaydev Mody
Ashish Kapadia
Ravinder Jain
Vrajesh Udani
Rajesh Jaggi
Homi Aibara
Alpana Chinai
Hardik Dhebar
Hitesh Kanani

Chairman
Managing Director
Director
Director
Director
Director
Director
Group CFO
Company Secretary



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2015	Year Ended 31 st March, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Extraordinary Items	5,340.30	7,498.98
Adjustments for :		
Employee Share Based Compensation	44.99	364.17
Exceptional Items	(366.72)	(122.06)
Depreciation and Amortization	1,190.13	545.48
Loss on Sale of Fixed Assets	24.25	0.22
Finance Charges	1,635.50	1,337.32
Interest Income	(85.44)	(2,280.59)
Dividend Income	(510.83)	(2,203.92)
Profit on Sales of Investment	(38.21)	-
Sundry Balance Written Off/ (Written Back)	(86.43)	10.95
Prior Period Items	(40.06)	(7.14)
Provision for Doubtful Recovery	-	13.27
Operating Profit before Working Capital Changes	7,107.50	5,156.68
Adjustments For :		
Inventories	106.50	(133.62)
Trade and Other Receivables	127.43	339.90
Loans and Advances	(447.34)	(36,319.02)
Trade Payables	(35.20)	159.76
Other Liabilities	86.02	(3,266.82)
Cash Generated from Operation	6,944.91	(34,063.13)
Taxes Paid (Net of Refund)	(1,836.24)	(991.46)
Net Cash Generated From Operating Activities (a)	5,108.68	(35,054.59)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(812.37)	(158.75)
Proceeds from Sale of Fixed Assets	7.92	0.16
Dividend Received	510.83	2,203.92
Interest Received	355.36	1,996.53
Inter Corporate Deposits and Advances to Subsidiary Companies	(3,908.19)	28,747.33
Debenture Application Money (Net)	458.51	9,730.19
Purchase of Shares of Subsidiary Companies	(1,104.97)	(5,810.28)
Purchase of Mutual Fund	(5,525.10)	(4,646.75)
Proceeds from Sale of Investment and Mutual Fund	7,332.30	11,889.58
Net Cash Generated from Investing Activities (b)	(2,685.71)	43,951.93



(₹ in Lacs)

Particulars	Year Ended 31 st March, 2015	Year Ended 31 st March, 2014
C. Cash Flow from Financing Activities		
Proceeds From Issuance of Share Capital	1,446.05	217.50
Finance Charges Paid	(1,481.53)	(1,219.80)
Dividend Paid (including Dividend Distribution Tax)	(623.29)	(567.13)
Proceeds From Long Term Borrowings	1,153.00	1,499.84
Repayment of Long Term Borrowings	(2,209.15)	(579.58)
Proceeds From Short Term Borrowings	3.68	-
Repayment of Short Term Borrowings	(2,452.95)	(6,319.07)
Net Cash Generated From Financing Activities (c)	(4,164.20)	(6,968.24)
Increase/ (Decrease) in Cash and Cash Equivalents (a + b + c)	(1,741.24)	1,929.10
Cash & Cash Equivalents as at Beginning of Year	2,812.77	106.10
Add : on Amalgamation	-	777.57
Cash & Cash Equivalents as at End of the Year	1,071.53	2,812.77
Cash and Cash Equivalent includes		
Cash in Hand	517.22	865.86
Cheques on Hand	27.20	-
Balance with Scheduled Banks		
- In Current Accounts	525.84	1,945.74
- In Fixed Deposit Accounts	1.27	1.17

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

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, 17th April, 2015

For and on behalf of Board

Jaydev Mody
Ashish Kapadia
Ravinder Jain
Vrajesh Udani
Rajesh Jaggi
Homi Aibara
Alpana Chinai
Hardik Dhebar
Hitesh Kanani

Chairman
Managing Director
Director
Director
Director
Director
Director
Group CFO
Company Secretary



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

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 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 generally recognized on a time proportion method.
- vi) Dividend income is recognized when the right to receive dividend 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 relates 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

The Company has revised its policy of providing depreciation on tangible fixed assets with effect from April 1, 2014. Depreciation is now provided on a straight line basis for all assets as against the policy of providing on written down value basis for assets pertaining to other than casino and hospitality business and straight line method for assets pertaining to casino and hospitality business. Further, the management of the Company has reviewed / determined tangible fixed assets remaining useful lives. Accordingly, the depreciation on tangible fixed assets is provided in accordance with the provisions of Schedule II of the Companies Act, 2013.

Intangible Assets

Intangible Assets are amortized over estimated useful life on a straight line basis.

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 or net realizable value on weighted average basis.
- 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

- 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: 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.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

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 Profit and Loss Account.
- 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 Profit and Loss Account.
- 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 relevant tax regulations applicable to the Company.

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 / fair value 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 uniformly over the vesting period of the options. 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 31ST MARCH, 2015

Particulars	As at 31 st March, 2015		As at 31 st March, 2014	
	No.	₹ in Lacs	No.	₹ in Lacs
2 SHARE CAPITAL				
Authorised Shares:				
Equity Shares of ₹ 1/- each	420,500,000	4,205.00	420,500,000	4,205.00
10% Non Cumulative Redeemable Preference Shares of ₹ 10/- each	1,000,000	100.00	1,000,000	100.00
8% Non Cumulative Redeemable Preference Shares of ₹ 10/- each	13,000,000	1,300.00	13,000,000	1,300.00
TOTAL	434,500,000	5,605.00	434,500,000	5,605.00
Issued, Subscribed And Fully Paid-Up:				
Equity Shares of ₹ 1/- each	230,664,104	2,306.64	227,576,504	2,275.77
TOTAL	230,664,104	2,306.64	227,576,504	2,275.77

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

Particulars	As at 31 st March, 2015		As at 31 st March, 2014	
	No.	₹ in Lacs	No.	₹ in Lacs
Equity Shares				
At the Beginning of the Year	227,576,504	2,275.77	226,851,504	2,268.52
Issued /(Bought Back) During the Year				
- ESOP	3,087,600	30.88	725,000	7.25
Outstanding at the End of the Year	230,664,104	2,306.64	227,576,504	2,275.77

b) Equity Shares issued by the Company without payment being received in cash during the five years immediately preceding 31st March

Particulars	Aggregate No. of Shares	
	2014-15	2013-14
Fully Paid Up Equity Shares issued pursuant to Merger in Financial Year : 2011-12	1,674,665	1,674,665

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 share 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 2015 : 10% (2014: 25%).

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 st March, 2015		As at 31 st March, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Aryanish Finance and Investments Private Limited *	31,213,340	13.53	31,213,340	13.72
Bayside Property Developers Private Limited *	31,213,340	13.53	31,213,340	13.72
Delta Real Estate Consultancy Private Limited *	31,213,341	13.53	31,213,341	13.72
*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	
	2014-15	2013-14
Ordinary Shares of ₹ 1 each	1,568,000	3,201,600

For Terms and Condition : Refer Note No. 30



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
3 RESERVES & SURPLUS		
(a) Capital Reserve on Amalgamation		
Opening Balance	6,636.23	1,040.98
(+) Addition During the Year	-	5,595.25
(-) Written Back in Current Year	-	-
Closing Balance	6,636.23	6,636.23
(b) Capital Redemption Reserves		
Opening Balance	1,404.88	1,404.88
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	1,404.88	1,404.88
(c) Securities Premium Account		
Opening Balance	49,717.38	49,448.04
(+) Addition During the Year	1,799.12	269.34
(-) Written back During the Year	-	-
Closing Balance	51,516.50	49,717.38
(d) Foreign Currency Translation Reserve		
Opening Balance	(70.68)	250.25
(+) Current Year Transfer	88.78	(320.93)
Closing Balance	18.10	(70.68)
(e) Share Options Outstanding Account		
Opening Balance	399.62	118.18
(+) Current Year Transfer	-	340.53
(-) Written Back in Current Year	390.27	59.09
Closing Balance	9.35	399.62
(f) Deferred Employee Compensation		
Opening Balance	(51.32)	(74.95)
(+) Current Year Transfer	-	(373.22)
(-) Written Back in Current Year (Net)	51.32	396.85
Closing Balance	-	(51.32)
(g) General Reserves		
Opening Balance	5,121.42	4,500.08
(+) Current Year Transfer	-	621.34
Closing Balance	5,121.42	5,121.42

(₹ in Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
(h) Surplus		
Opening Balance	16,140.41	11,122.01
(+) Net Profit/(Net Loss) For the Current Year	3,189.73	6,213.37
(-) Transferred To General Reserves	-	621.34
(-) Additional Depreciation pursuant to enactment of Schedule II of the Companies Act, 2013	1.43	-
(-) Dividends On Equity Shares	5.49	-
(-) Proposed Dividends On Equity Shares	230.66	568.94
(+) Dividends Distribution Tax Written Back (*)	48.76	92.00
(-) Dividends Distribution Tax	47.89	96.69
Closing Balance	19,093.43	16,140.41
TOTAL	83,799.91	79,297.94

(*) As allowed by Section 115O (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 st March, 2015	As at 31 st March, 2014
4 LONG-TERM BORROWINGS		
Secured Borrowings :		
From Bank (Refer Note A)	7,068.88	8,786.63
Vehicle Loan (Refer Note B)	114.35	25.30
TOTAL	7,183.23	8,811.93

NOTE A:

Terms of Loan Repayment are :

i) From Bank 1 :

Long Term Outstanding balance as at balance sheet date carry interest @13% p.a. is repayable over a period of 12 to 22 months in varying monthly installments.

2,493.88

3,236.63

Loan is secured by way of hypothecation of 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.

ii) From Bank 2 :

Long Term Outstanding balance as at balance sheet date carry interest @12.25% to @12.50% p.a. is repayable over a period of 16 to 18 Quarter in varying Quarterly installments.

4,575.00

5,550.00

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.

7,068.88

8,786.63



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
NOTE B:		
i) From Bank :		
Long Term Outstanding balance as at balance sheet date carry interest @10.26% to @13.00% p.a. and Secured by way of hypothecation of a Motor Vehicles.	87.51	11.54
ii) From Financial Institution :		
Long Term Outstanding balance as at balance sheet date carry interest @10.25% to @10.26% p.a. and Secured by way of hypothecation of a Motor Vehicles.	26.84	13.76
	114.35	25.30
5 LONG-TERM PROVISIONS		
Provision for Employee Benefits (Unfunded) :		
Gratuity	117.75	86.88
Leave Encashment	66.82	55.21
TOTAL	184.57	142.09
6 SHORT-TERM BORROWINGS		
Unsecured Borrowings:		
Loans from Related Parties (Repayable on Demand)		
Interest Free Loan	1,022.85	3,475.30
Interest bearing Loan @ 9% p.a.	54.24	51.06
TOTAL	1,077.09	3,526.36
7 TRADE PAYABLES		
Micro, Small and Medium Enterprises	3.93	0.95
Others	465.82	503.99
TOTAL	469.75	504.94

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 given on next page:

(₹ in Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
The principal amount remaining unpaid at the end of the year	3.93	0.95
The interest amount remaining unpaid at the end of the year	0.00	Nil
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
8 OTHER CURRENT LIABILITIES		
a) Current Maturities of Long-Term Borrowings:		
- From Banks	2,841.27	2,282.04
- From Others	17.78	4.45
(b) Interest Accrued But Not Due on Borrowings	1.15	0.08
(c) Interest Accrued & Due on Borrowings	4.43	3.67
(d) Income Received in Advance	31.57	35.20
(e) Unclaimed Dividends (*)	55.34	61.26
(f) Duties & Taxes	402.93	546.31
(g) Book Overdraft	34.73	40.07
(h) Other Payables	353.03	249.48
(i) Payable Against Capital Assets	206.95	339.66
TOTAL	3,949.18	3,562.22
(*) 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.		
9 SHORT TERM PROVISIONS		
(a) Provision for Employee Benefits (Unfunded):		
- Gratuity	20.46	15.88
- Leave Encashment	13.56	12.22
(b) Other Provision:		
Provision for Taxation (Net of Advance Tax of ₹ 1,001.11 Lacs Previous Year : ₹ 1,255.30 Lacs)	1,041.27	1,579.62
Provision for Wealth Tax	0.33	0.07
Proposed Dividend on Equity Shares	230.66	568.94
Dividend Distribution Tax on Proposed Dividend	46.96	96.69
TOTAL	1,353.24	2,273.43



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

10 TANGIBLE ASSETS										(₹ in Lacs)
Particulars	Land	Building	Plant & Machinery	Office Equipments	Computers & Accessories	Furniture & Fixtures	Gaming Equipments	Vehicles	Ship	Total
Gross Block										
As at 1 st April, 2013	-	-	7.92	37.58	20.28	143.32	-	212.88	-	421.99
Additions on account of Amalgamation	2,800.00	4,499.64	2,222.45	463.93	315.86	2,512.75	897.44	-	7,197.44	20,909.52
Additions	-	-	138.84	19.67	5.32	88.10	1,111.86	23.98	188.09	1,575.85
Deletion/ Adjustments	-	-	-	(0.40)	-	-	-	-	-	(0.40)
As at 31 st March, 2014	2,800.00	4,499.64	2,369.20	520.78	341.46	2,744.17	2,009.31	236.86	7,385.52	22,906.95
As at 1 st April, 2014	2,800.00	4,499.64	2,369.20	520.78	341.46	2,744.17	2,009.31	236.86	7,385.52	22,906.95
Additions	-	66.47	78.77	8.54	3.36	131.21	119.29	189.07	-	596.70
Deletion/ Adjustments	-	-	(1.39)	-	-	(9.32)	-	(90.10)	-	(100.81)
As at 31 st March, 2015	2,800.00	4,566.11	2,446.59	529.31	344.83	2,866.06	2,128.60	335.83	7,385.52	23,402.85
Depreciation										
As at 1 st April, 2013	-	-	6.07	24.18	18.79	102.92	-	137.79	-	289.75
Charges for the Year	-	73.69	57.01	24.39	28.20	139.81	64.52	21.81	134.98	544.40
Deletion/ Adjustments	-	-	-	(0.01)	-	-	-	-	-	(0.01)
As at 31 st March, 2014	-	73.69	63.09	48.56	46.99	242.73	64.52	159.60	134.98	834.14
As at 1 st April, 2014	-	73.69	63.09	48.56	46.99	242.73	64.52	159.60	134.98	834.14
Charge for the Year	-	146.72	169.86	36.62	62.82	260.80	217.82	22.37	248.96	1,165.98
Deletion/ Adjustments	-	-	(0.15)	-	-	(1.58)	-	(67.19)	-	(68.92)
As at 31 st March, 2015	-	220.41	232.80	85.18	109.82	501.95	282.34	114.78	383.93	1,931.19
Net Block										
As at 31 st March, 2014	2,800.00	4,425.95	2,306.12	472.23	294.47	2,501.45	1,944.79	77.26	7,250.55	22,072.82
As at 31 st March, 2015	2,800.00	4,345.70	2,213.79	444.14	235.01	2,364.11	1,846.26	221.05	7,001.59	21,471.65

Note:

- During the current year, effective from April 1, 2014, the Company has changed its accounting policy for charging depreciation from Written Down Method ("WDM") to Straight Line Method ("SLM") in respect of all the fixed assets other than Casino and Hospitality, which were already being depreciated under SLM. The Management believes that such changes better reflect the actual use of assets acquired. On account of this change in accounting policy, the Company has in current period, reversed an amount of ₹ 23.40 Lacs on account of excess depreciation charged for the period upto March 31, 2014 and included the same under Exceptional Items in P&L account. As a result of this change, the net profit for the current year is higher by ₹ 23.40 Lacs.
- In accordance with requirement of schedule II of the Companies Act, 2013, the Company has re-assessed the useful lives of the fixed assets. Due to such change in estimations, an amount of ₹ 278.58 Lacs has been charged to the financial results of the current period representing the depreciation on the carrying value of assets as on April 1, 2014 on the basis of remaining useful lives. Further, an amount of ₹ 1.43 Lacs charged against reserves of the current period in respect of assets whose remaining life is ₹ NIL as at April 1, 2014.
- The Company has given a Ship as security for borrowing made by a Subsidiary Company.

10. INTANGIBLE ASSETS - SOFTWARE

(₹ in Lacs)

Particulars	Total
Gross Block	
As at 1 st April, 2013	-
Additions on account of Amalgamation	4.33
Additions	6.35
Deletion/ Adjustments	-
As at 31 st March, 2014	10.68
As at 1 st April, 2014	10.68
Additions	0.51
Deletion/ Adjustments	(0.42)
As at 31 st March, 2015	10.77
Depreciation	
As at 1 st April, 2013	-
Charges for the Year	1.08
Deletion/ Adjustments	-
As at 31 st March, 2014	1.08
As at 1 st April, 2014	1.08
Charge for the Year	2.18
Deletion/ Adjustments	(0.12)
As at 31 st March, 2015	3.12
Net Block	
As at 31 st March, 2014	9.60
As at 31 st March, 2015	7.65



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹ (unless stated otherwise)	As at 31 st March, 2015	As at 31 st March, 2014
11 NON-CURRENT INVESTMENTS					
1 Trade Investments					
(A) Unquoted Fully Paid Equity Shares					
(i) Investments in Subsidiary Companies					
Delta Pan Africa Limited (**)	889,143	889,143	1000 Kshs	314.83	1,542.55
Delta Holding (USA) Inc.	-	100,000	US\$ 10	-	428.20
Delta Pleasure Cruise Company Private Limited	4,350,000	2,218,500	10	1,394.85	289.87
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	8,000	10	-	-
Caravela Casino (Goa) Private Limited (*)	10,000	10,000	10	-	-
Highstreet Cruises and Entertainment Private Limited	15,000,000	15,000,000	10	13,470.00	13,470.00
Marvel Resorts Private Limited	5,000	5,000	10	310.76	310.76
Daman Hospitality Private Limited	33,471,667	33,471,667	10	12,956.88	12,956.88
Delta Hospitality & Entertainment Mauritius Limited	1,200	1,200	US\$ 100	1,216.48	1,216.48
Interactive Gaming and Sports Pty Limited	2,167	2,167		268.02	268.02
Provision for Diminution in Investment value				(268.02)	(268.02)
				29,821.07	30,372.01
(ii) Other Companies					
J M Township & Real Estate Private Limited	175,000	175,000	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 Offshore Developers Limited	-	500	US\$ 100	-	29.88
Delta Hospitality & Entertainment Mauritius Limited	36,200	36,200	US\$ 100	2,259.58	2,163.24
Marvel Resorts Private Limited	-	250,000	10	-	4,820.00
(D) Unquoted, Fully Paid, 0% Optionally Convertible Redeemable Debenture of Other Company					
J M Township & Real Estate Private Limited	9,657,500	9,657,500	10	965.75	965.75
(E) Unquoted, Fully Paid, Fully Convertible Debentures of Subsidiary Company					
Daman Hospitality Private Limited - FCD C	1,710,495	1,710,495	10	15.00	15.00

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹ (unless stated otherwise)	As at 31 st March, 2015	As at 31 st March, 2014
2 Non Trade Investments					
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	250	250	10	0.25	0.25
Piramal Glass Limited #	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 Glass Limited #	-	19	10	-	-
Piramal Phytocare Limited #	42	42	10	-	-
(Formerly known Piramal Life Science Limited)					
# Issued free of Cost against holding of shares of Piramal Enterprises Limited					
TOTAL				33,218.76	38,523.23

(*) The Company has written off full amount of investment.

(**) During the year, Company has received partial liquidation proceeds of ₹ 1,571.04 Lacs (Previous Year : ₹ 5,401.16 Lacs) from Overseas Subsidiary Company (in liquidation). Partial amount of ₹ 1,227.72 Lacs (Previous Year : ₹ 3,855.05 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.

(₹ in Lacs)

Particulars	As at 31 st March, 2015		As at 31 st March, 2014	
	Book Value	Market Value	Book Value	Market Value
Aggregate Amount of Quoted Investments	2.76	17.83	2.76	18.44
Aggregate Amount of Unquoted Investments	33,484.02	-	38,788.49	-
Aggregate Provision for Diminution in the value of Investments	268.02	-	268.02	-



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

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 31st March, 2015 are as follows:

(₹ in Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Deferred Tax Liabilities:		
Difference between Book WDV and Income Tax WDV	792.43	-
(A)	792.43	-
Deferred Tax Assets:		
Difference between Book WDV and Income Tax WDV	-	224.77
Expenses Disallowed under The Income Tax Act, 1961	125.80	89.20
Carried Forwarded Losses	420.81	215.46
(B)	546.61	529.43
Net Deferred Tax Liabilities/(Assets) (A-B)	245.82	(529.43)

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

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
13 LONG-TERM LOANS AND ADVANCES		
Unsecured, Considered Good		
(a) Capital Advances	206.71	135.54
(b) Security Deposits	18.24	26.50
(c) Other Loans and Advances	646.24	668.94
(d) MAT Credit Entitlement	1,817.61	2,049.51
(e) Advance Tax (Net of Provision of ₹ 5,994.01 Lacs Previous Year : ₹ 3,530.23 Lacs)	295.32	277.67
TOTAL	2,984.12	3,158.16
14 OTHER NON CURRENT ASSETS		
Fixed Deposit with Banks (Lien with Banks)	632.69	450.15
Accrued Interest on Fixed Deposits	29.58	27.62
TOTAL	662.27	477.77

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹ (unless stated otherwise)	As at 31 st March, 2015	As at 31 st March, 2014
15 CURRENT INVESTMENT					
(a) Investment in Quoted Fully Paid Up Equity Shares					
Trade Investments (at cost or fair value whichever is lower)					
Advani Hotels and Resorts (India) Limited(#)(*)	16,453,783	16,453,783	2	9,253.61	9,253.61
(b) Non Trade Investments					
J P Morgan India Liquid Fund	854,055	-	10	152.55	-
ICICI Prudential Liquid Plan	48,605	-	100	100.00	-
TOTAL				9,506.16	9,253.61

30% of equity shares of Advani Hotels and Resorts (India) Limited held by the Company are given as security for borrowing made by one of the 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 st March, 2015		As at 31 st March, 2014	
	Book Value	Market Value	Book Value	Market Value
Aggregate Amount of Quoted Investments	9,253.61	7,075.13	9,253.61	5,898.68
Aggregate Amount of Unquoted Investments	252.55	255.70	-	-



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
16 INVENTORIES		
(Valued at Cost or Net Realizable Value whichever is Lower)		
Traded Goods	1,022.68	1,045.94
Stores and Spares	84.84	168.08
TOTAL	1,107.52	1,214.02
17 TRADE RECEIVABLES		
Trade Receivables (unsecured) consist of following :		
- Outstanding for a Period Exceeding Six Months from the Date they are Due for Payment		
Considered Good	239.00	239.00
Considered Doubtful	8.18	8.18
Provision for Doubtful Debts	(8.18)	(8.18)
(A)	239.00	239.00
- Others (Considered Good)	69.25	196.68
(B)	69.25	196.68
TOTAL (A+B)	308.25	435.68
18 CASH AND BANK BALANCES		
(a) Cash and Cash Equivalents:		
Balance with Banks		
- On Current Account	525.84	1,945.74
- Deposit with Maturity less than 3 months	1.27	1.17
Cheque on Hand	27.20	-
Cash on Hand	517.22	865.85
(b) Other Bank Balances:		
Unclaimed Dividend Accounts	55.34	61.26
TOTAL	1,126.87	2,874.02

(₹ in Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
19 SHORT-TERM LOANS AND ADVANCES		
(a) Unsecured, Considered Good		
Loans and Advances to Related Parties		
Inter Corporate Deposit & Other Advances	27,024.65	18,332.71
Other Advances	36.26	11.87
	27,060.90	18,344.58
Advances for Property	2.30	32.30
Loans and Advances to Others	855.33	802.73
Balances with Statutory / Government Authorities	740.79	741.86
Deposits	20.94	9.12
Prepaid Expenses	894.29	493.26
Loans and Other Advances	31.87	58.62
MAT Credit Entitlement	350.00	325.00
	29,956.43	20,807.48
(b) Unsecured, Considered Doubtful		
Loans and Advances to Related Parties	1,152.92	1,152.92
Advances Receivable	5.09	5.09
Provision for Doubtful Advances	(1,158.01)	(1,158.01)
	-	-
TOTAL	29,956.43	20,807.48
20 OTHER CURRENT ASSETS		
Debenture Application Money	-	458.51
Fixed Assets Held for Sale	101.25	201.26
Interest Receivable on ICD	12.18	284.06
TOTAL	113.43	943.83



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2015	Year Ended 31 st March, 2014
21 REVENUE FROM OPERATIONS		
Sale of Services	17,650.34	11,048.23
Sale of Goods	1,764.59	656.28
TOTAL	19,414.94	11,704.52
22 OTHER INCOME		
Interest Received on :		
- Inter Corporate Deposits	16.47	2,171.69
- Fixed Deposit with Bank	68.80	25.63
- Income Tax Refund	0.17	83.27
Dividend Income from :		
- Current Investments	21.20	36.84
- Non Current Investments	489.63	2,167.08
Exchange Fluctuation Gain	-	456.06
Profit On Sale of Shares	30.64	-
Sundry Balance Written Back (Net)	86.43	-
Miscellaneous Income	15.95	19.91
TOTAL	729.29	4,960.48
23 COST OF MATERIAL PURCHASED		
Transfer Under Scheme of Amalgamation	-	1,007.83
Purchase of Traded Material	953.74	551.37
Stores and Spares Consumed	153.90	47.31
TOTAL	1,107.64	1,606.51
24 CHANGES IN INVENTORIES OF STOCK IN TRADE		
Opening Stock	1,045.94	9.04
Less : Closing Stocks	1,022.68	1045.94
TOTAL	23.26	(1,036.90)
25 EMPLOYEE BENEFITS EXPENSES		
Salaries, Wages & Bonus	2,319.46	1,323.92
Managing Director's Commission	8.17	15.54
Contribution to Provident & Other Funds	150.03	85.21
Gratuity Fund & Leave Expenses	90.54	132.89
Employee Share Based Compensation Expenses	44.99	364.17
Staff Welfare Expenses	288.46	51.14
TOTAL	2,901.65	1,972.87

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2015	Year Ended 31 st March, 2014
26 FINANCE COSTS		
Interest Expenses	1,444.22	1,272.36
Other Borrowing Costs	191.28	64.96
TOTAL	1,635.50	1,337.32
27 OTHER EXPENSES		
Advertisement Expenses	362.83	144.10
Payment to Auditors (Refer Note No. 35)	25.11	32.64
Conveyance Expense	34.34	21.08
Charity and Donation (Refer Note No. 42)	102.49	7.65
Director Sitting Fees	2.92	3.02
Foreign Exchange Loss	15.64	-
Insurance Charges	69.73	31.64
Legal & Professional Fees	778.99	426.01
Loss on Sale of Fixed Assets	24.25	0.22
Miscellaneous & General Expenses	164.67	137.58
Amalgamation Expenses	94.80	31.01
Postage & Telephone	63.58	44.29
Power and Fuel	1,222.98	622.92
Printing And Stationery	60.09	39.90
Penalty Charges	2.17	6.80
Rates & Taxes	3,155.90	1,921.34
Rent	357.24	302.40
Repairs & Maintenance		
- For Building	19.25	14.35
- For Machinery	522.52	175.92
- For Others	77.89	39.01
Sales Promotion Expenses	540.20	279.23
Sundry Balance W/off	-	10.95
Provision made for Doubtful Recovery	-	13.27
Travelling & Hotel Expenses	394.98	439.47
Vehicle Expenses	219.90	118.01
TOTAL	8,312.47	4,862.81



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

28 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ in Lacs)

Particulars	As at 31 st March	
	2015	2014
(i) Contingent Liabilities		
(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	146.22	146.22
(Management is contesting against these matters and hopeful to succeed the same)		
(b) Guarantees & Securities		
- Corporate Guarantees given for Credit facilities taken by Subsidiary Companies	15,962.74	15,836.54
- Corporate Guarantees given and Security provided for Credit facilities taken by Subsidiary Companies	9,500.00	-
- Performance Guarantees given under EPCG (Refer Note No.iii)	566.17	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
	29,755.88	20,129.68

- (d) A search and seizure was carried out u/s 132 of the Income Tax Act, 1961 (the Act) by the Income Tax Authorities on 29th April, 2014 on the Company. Consequently, the Company have disclosed a sum of ₹ 351.36 Lacs for earlier years. Such disclosed amount for earlier years does not affect the accumulated profits of the Company as on 1st April, 2014 only such tax of ₹ 117.69 Lacs have been accounted for. Such disclosed amount is subject to final acceptance by the tax authorities u/s 143(3)/153A of the Act. Further any additional liability consequent to such disclosure under the Income Tax Act or any other Act is presently not ascertainable.

Particulars	As at 31 st March	
	2015	2014
(ii) Capital Commitments		
Estimated Amount of Contracts Remaining to be Executed on Capital Account and not Provided for in respect of Capital Assets (Net of Advances paid)	84.92	80.43
	84.92	80.43

(iii) Other Commitment

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 ₹ 3,882.39 Lacs (Previous Year : ₹ 3,675.32 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. The option granted in financial year 2010-11 shall vest in four equal installments. The option granted in financial year 2013-14 shall vest in one installment only. 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 ₹	Vesting Period	Vesting Installment
		BSE	NSE			
8 th July, 2010	2,900,000	38.15	38.15	30	8 th July, 2014	Four equal Installment
9 th May, 2013	2,714,335	65.60	65.75	52	9 th May, 2014	One Installment
12 th November, 2014	1,500,000	91.20	91.25	95	12 th November, 2015	Three Installment

Weighted Average Exercise Price of Option Granted :

(Amount in ₹)

Sr. No.	Particulars	8 th July, 2010	9 th May, 2013	12 th 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 th July, 2010	9 th May, 2013	12 th November, 2014
A	Exercise Price Equals the Market Price	NA	NA	NA
B	Exercise Price is Greater than the Market Price	23.25	35.17	48.72
C	Exercise Price is Less Than the Market Price	NA	NA	NA



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

The Particulars of Option Granted and Lapsed under the Scheme are tabulated herein below;

(Qty in Lacs)

Particulars	8 th July, 2010	9 th May, 2013	12 th November, 2014
Outstanding at the Beginning of Year	7.25	24.77	-
	(14.50)	(-)	(-)
Granted During the Year	-	-	15.00
	(-)	(27.14)	(-)
Exercised During the Year	7.25	23.63	-
	(7.25)	(-)	(-)
Cancel / Lapsed During the Year	-	0.46	-
	(-)	(2.38)	(-)
Surrender During the Year	-	-	-
	(-)	(-)	(-)
Outstanding & Exercisable As at the Year End	-	0.68	15.00
	(7.25)	(24.77)	(-)
As at the Year End	-	0.68	15.00
	(7.25)	(24.77)	-

(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 Intrinsic Value and the Exercise Price is being amortized as Employee Compensation Cost over the vesting period. For the year ended March 31, 2015 the Company has recorded Stock Compensation Expense of ₹ 44.99 Lacs (Previous Year ₹ 364.17 Lacs)

The movement in Deferred Employee Compensation Expense during the year is as follows;

(₹ in Lacs)

Particulars	2015	2014
Balance at the Beginning of the Year	51.32	74.95
(+) Recognized During the Year	-	373.22
(-) Amortization Expenses	44.99	364.17
(-) Reversal Due to Surrender	6.33	32.69
Balance Carried Forward	-	51.32

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 ₹ 84.63 Lacs (Previous Year lower by ₹ 584.84 Lacs) and earnings as Per Share as reported would be as indicated below:

Particulars	2015	2014
Basic Earnings Per Share		
- As Reported after exceptional item (in ₹)	1.39	2.74
- Adjusted (in ₹)	1.35	2.48
Diluted Earnings Per Share		
- As Reported after exceptional item (in ₹)	1.39	2.72
- Adjusted (in ₹)	1.35	2.46

(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 th July, 2010				9 th May, 13
	Vest 1 8 th July, 11	Vest 2 8 th July, 12	Vest 3 8 th July, 13	Vest 4 8 th July, 14	Vest 1 9 th May, 14
No. of Shares	7,25,000	7,25,000	7,25,000	7,25,000	2,714,335
Risk Free Interest Rate	6.96%	7.23%	7.45%	7.62%	7.38%
Weighted Average remaining Life (Years)	3.5	4.5	5.5	6.5	1.0
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 th November, 2014		
	Vest 1 12 th November, 15	Vest 2 12 th November, 16	Vest 3 12 th November, 17
No. of Shares	5,00,000	5,00,000	5,00,000
Risk Free Interest Rate	8.22%	8.22%	8.22%
Weighted Average remaining 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 DISCLOSURE REQUIRED BY CLAUSE 32 OF THE LISTING AGREEMENT

Amount of Loans and Advances in the nature of Loans outstanding to Subsidiaries / Step Down Subsidiaries and Other Companies.

a) Loans and Advances in the Nature of Loans

(₹ in Lacs)

Name of the Company	Closing Balance		Maximum Balance outstanding during the Year	
	2015	2014	2015	2014
Delta Pleasure Cruise Company Private Limited	3,787.87	2,617.43	3,787.87	3,080.10
Delta Lifestyle & Entertainment Private Limited	146.96	155.80	170.80	155.80
Delta Holding (USA) Inc	-	32.10	65.34	32.10
Interactive Gaming & Sports Pty Limited	1,152.92	1,152.92	1,152.92	1,152.92



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in Lacs)

Name of the Company	Closing Balance		Maximum Balance outstanding during the Year	
	2015	2014	2015	2014
Daman Hospitality Private Limited	17,813.95	15,536.58	17,813.95	15,857.50
Caravela Casino (Goa) Private Limited	1.75	0.50	1.75	0.50
Marvel Resort Private Limited	5,269.00	-	5,269.00	-
Coastal Sports Ventures Private Limited	-	-	-	173.24
Highstreet Riviera Leisure (Goa) Private Limited	-	-	-	528.90
Highstreet Cruises & Entertainment Private Limited	-	-	-	6,448.19
J M Township and Real Estate Private Limited	17.30	-	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.

b) Investment by the loanee in the share of the Company

None of the loanees and loanees of subsidiary companies has, per se, made investments in Shares of the Company.

32 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)
- Coastal Sports and Ventures Private Limited (CSVPL) (w.e.f. 01.04.2013 till 31.07.2013)
- Daman Entertainment Private Limited (DEPL)
- Daman Hospitality Private Limited (DHPL)
- Delta Holding (USA) Inc. (DHUSA) (till 10.12.2014)
- Delta Hospitality & 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)
- Highstreet Cruises & Entertainment Private Limited (HCEPL)
- Interactive Gaming & Sports Pty Limited (IGSP)
- Marvel Resorts Private Limited (MRPL)

Step down Subsidiaries / LLPS:

- Buddy Communication and Productions Pte Limited (BCPL)
- Delta Corp East Africa Limited (DCEAL)
- Delta Hotels Lanka (Private) Limited (DHLKPL)
- Kaizan LLP (KLLP) (till 21.08.2014)
- Victor Hotels and Motels Limited (VHML)(amalgamated with the Company w.e.f. 01.10.2013)
- 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)

Associate Company

- Zeicast Pte Limited (ZPL) (through its Step down subsidiary Company HCEPL)

Joint Venture

- Freedom Charter Services Private Limited (FCSPL) (from 28.03.2014)

(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 Realty Solutions Private Limited (JRSPL)
- NMRT Partners Communication and Consultancy LLP (SKR)
- Pavurotti Finance & Investments Private Limited (PFIPL)
- Peninsula Facility Management Services Limited (PFMS)
- Peninsula Land Limited (PLL)
- Whitecity Mercantile Company Private Limited (WC)



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

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	
		2015	2014	2015	2014	2015	2014	2015	2014
1	Rental Charges Received								
	HCEPL	-	48.00	-	-	-	-	-	48.00
	DPCCPL	-	131.85	-	-	-	-	-	131.85
		-	179.85	-	-	-	-	-	179.85
2	Partial Liquidation Proceeds Received								
	DPAL	1,571.04	5,401.16	-	-	-	-	1,571.04	5,401.16
		1,571.04	5,401.16	-	-	-	-	1,571.04	5,401.16
3	Dividend from Foreign Subsidiary								
	DPAL	-	2,167.08	-	-	-	-	-	2,167.08
	DODL	400.89	-	-	-	-	-	400.89	-
		400.89	2,167.08	-	-	-	-	400.89	2,167.08
4	Sales of F & B & Room Rent								
	HCEPL	41.47	261.62	-	-	-	-	41.47	261.62
	AZB	-	-	-	-	11.19	-	11.19	-
		41.47	261.62	-	-	11.19	-	52.66	261.62
5	Security and Guarantee Taken								
	AAAHT	-	-	-	-	1,550.00	-	1,550.00	-
		-	-	-	-	1,550.00	-	1,550.00	-
6	Maintenance Charges and Other Reimbursement								
	PFMS	-	-	-	-	-	3.23	-	3.23
		-	-	-	-	-	3.23	-	3.23
7	Directors Sitting Fees								
	JM	-	-	0.30	0.40	-	-	0.30	0.40
		-	-	0.30	0.40	-	-	0.30	0.40
8	Professional Fees Paid								
	FRL	-	-	-	-	6.24	6.49	6.24	6.49
	AZB	-	-	-	-	22.62	11.41	22.62	11.41
	SKR	-	-	-	-	25.29	16.84	25.29	16.84
		-	-	-	-	54.15	34.74	54.15	34.74

(₹ 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	
		2015	2014	2015	2014	2015	2014	2015	2014
9	Remuneration Paid								
	AK	-	-	98.33	97.94	-	-	98.33	97.94
	HD	-	-	45.11	28.30	-	-	45.11	28.30
	ADM	-	-	3.00	3.00	-	-	3.00	3.00
		-	-	146.44	129.24	-	-	146.44	129.24
10	Commission paid to Managing Director								
	AK	-	-	8.17	15.54	-	-	8.17	15.54
		-	-	8.17	15.54	-	-	8.17	15.54
11	Lease Rent Paid								
	DPCCPL	134.83	67.41	-	-	-	-	134.83	67.41
	AAAHT	-	-	-	-	68.90	60.84	68.90	60.84
	DHPL	0.35	-	-	-	-	-	0.35	-
		135.18	67.41	-	-	68.90	60.84	204.08	128.25
12	Compensation paid								
	PLL	-	-	-	-	-	46.50	-	46.50
		-	-	-	-	-	46.50	-	46.50
13	Sales Promotion Expenses								
	DLEPL	16.85	12.02	-	-	-	-	16.85	12.02
	SKR	-	-	-	-	2.21	1.02	2.21	1.02
		16.85	12.02	-	-	2.21	1.02	19.06	13.04
14	Purchase F&B & Other Services								
	HCEPL	204.83	289.54	-	-	-	-	204.83	289.54
	DPCCPL	-	0.01	-	-	-	-	-	0.01
	ATPL	-	59.27	-	-	-	-	-	59.27
	DHPL	0.12	-	-	-	-	-	0.12	-
		204.95	348.82	-	-	-	-	204.95	348.82
15	Travelling Expenses								
	FCSPL	270.25	332.79	-	-	-	-	270.25	332.79
		270.25	332.79	-	-	-	-	270.25	332.79
16	Expenditure on CSR Activities								
	DF	-	-	-	-	69.48	-	69.48	-
		-	-	-	-	69.48	-	69.48	-



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ 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	
		2015	2014	2015	2014	2015	2014	2015	2014
17	Interest Received / (Paid)								
	HCEPL	-	3.46	-	-	-	-	-	3.46
	DLEPL	13.53	4.11	-	-	-	-	13.53	4.11
	DHUSA	2.94	1.96	-	-	-	-	2.94	1.96
	DPCCPL	-	169.27	-	-	-	-	-	169.27
	DHPL	-	1,155.59	-	-	-	-	-	1,155.59
	DEPL	(4.92)	(4.08)	-	-	-	-	(4.92)	(4.08)
	JRSPL	-	-	-	-	-	520.00	-	520.00
	WC	-	-	-	-	-	304.84	-	304.84
	MRPL	-	12.47	-	-	-	-	-	12.47
		11.55	1,342.78	-	-	-	824.84	11.55	2,167.62
18	Loans Given /(Taken)								
	HCEPL	(5,678.37)	694.11	-	-	-	-	(5,678.37)	694.11
	DPCCPL	1,265.43	1,653.00	-	-	-	-	1,265.43	1,653.00
	DHPL	6,382.23	16,544.50	-	-	-	-	6,382.23	16,544.50
	DLEPL	23.60	152.10	-	-	-	-	23.60	152.10
	IGSP	-	1,152.92	-	-	-	-	-	1,152.92
	DHUSA	30.29	14.85	-	-	-	-	30.29	14.85
	JMT	-	-	-	-	17.30	-	17.30	-
	CCGPL	1.25	-	-	-	-	-	1.25	-
	WC	-	-	-	-	-	90.00	-	90.00
	MRPL	5,271.00	-	-	-	-	-	5,271.00	-
		7,295.43	20,211.48	-	-	17.30	90.00	7,312.73	20,301.48
19	Loans Received Back/(Repaid)								
	HCEPL	(8,130.81)	4,009.44	-	-	-	-	(8,130.81)	4,009.44
	DPCCPL	95.00	2,268.00	-	-	-	-	95.00	2,268.00
	DHPL	4,104.86	2,047.95	-	-	-	-	4,104.86	2,047.95
	WC	-	-	-	-	-	9,266.91	-	9,266.91
	DEPL	0.50	(0.01)	-	-	-	-	0.50	(0.01)
	CSVPL	-	173.24	-	-	-	-	-	173.24
	DHUSA	65.34	-	-	-	-	-	65.34	-
	DLEPL	44.62	-	-	-	-	-	44.62	-
	MRPL	2.00	-	-	-	-	-	2.00	-
		(3,818.49)	8,498.62	-	-	-	9,266.91	(3,818.49)	17,765.53



(₹ 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	
		2015	2014	2015	2014	2015	2014	2015	2014
20	Corporate Guarantee Given & Securities provided								
	DHPL (Corporate Guarantee Given and Securities Provided)	13,500.00	5,500.00	-	-	-	-	13,500.00	5,500.00
	HCEPL (Corporate Guarantee given)	962.60	-	-	-	-	-	962.60	-
		14,462.60	5,500.00	-	-	-	-	14,462.60	5,500.00
21	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	-
22	ESOP Granted (nos. of shares)								
	AK	-	-	9.00	4.46	-	-	9.00	4.46
	HD	-	-	1.80	1.93	-	-	1.80	1.93
		-	-	10.80	6.39	-	-	10.80	6.39
23	Allotments of Equity Shares against ESOP Exercised (nos. of shares)								
	AK	-	-	7.71	3.25	-	-	7.71	3.25
	HD	-	-	2.93	1.00	-	-	2.93	1.00
		-	-	10.64	4.25	-	-	10.64	4.25
24	Dividend paid On Equity Shares								
	JM	-	-	0.00	0.00	-	-	0.00	0.00
	UP	-	-	0.04	0.01	-	-	0.04	0.01
	KS	-	-	0.31	0.28	-	-	0.31	0.28
	HD	-	-	0.02	0.02	-	-	0.02	0.02
	HRPL	-	-	-	-	0.63	0.68	0.63	0.68
	AAJMT	-	-	-	-	78.03	78.03	78.03	78.03
	ADJMT	-	-	-	-	78.03	78.03	78.03	78.03
	ANJMT	-	-	-	-	78.03	78.03	78.03	78.03
		-	-	0.37	0.31	234.72	234.78	235.09	235.09



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ 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	
		2015	2014	2015	2014	2015	2014	2015	2014
25	Investments in Equity Shares/ Preference Share / Debenture								
	DLEPL	-	3.01	-	-	-	-	-	3.01
	IGSP	-	268.02	-	-	-	-	-	268.02
	JMT	-	-	-	-	-	258.75	-	258.75
	ATPL	-	3.10	-	-	-	-	-	3.10
		-	274.13	-	-	-	258.75	-	532.88
26	Redemption of Preference Share								
	DODL	30.27	2,211.58	-	-	-	-	30.27	2,211.58
	DHEML	-	1,133.68	-	-	-	-	-	1,133.68
	MRPL	4,820.00	-	-	-	-	-	4,820.00	-
		4,850.27	3,345.26	-	-	-	-	4,850.27	3,345.26
27	Purchase of Investment								
	HCEPL	-	3,108.75	-	-	-	-	-	3,108.75
	DHEML	-	2,419.69	-	-	-	-	-	2,419.69
		-	5,528.44	-	-	-	-	-	5,528.44
28	Sale of Investment								
	HCEPL	-	42.50	-	-	-	-	-	42.50
		-	42.50	-	-	-	-	-	42.50
29	Acquisition of Fixed Assets / Inventories								
	HCEPL	-	14.20	-	-	-	-	-	14.20
	DHPL	-	20.82	-	-	-	-	-	20.82
		-	35.02	-	-	-	-	-	35.02
30	Reimbursement of Expenses								
	HCEPL	86.46	113.60	-	-	-	-	86.46	113.60
	DHPL	229.06	34.72	-	-	-	-	229.06	34.72
	DPCCPL	0.17	3.08	-	-	-	-	0.17	3.08
		315.69	151.40	-	-	-	-	315.69	151.40

(₹ 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	
		2015	2014	2015	2014	2015	2014	2015	2014
31	Shares/ Debenture Application Money Given / (Received Back)								
	JMT	-	-	-	-	1.00	43.10	1.00	43.10
	JMT	-	-	-	-	(12.10)	(32.00)	(12.10)	(32.00)
	ATPL	-	25.00	-	-	-	-	-	25.00
	ATPL	-	(25.00)	-	-	-	-	-	(25.00)
	MRPL	-	535.00	-	-	-	-	-	535.00
	MRPL	(447.41)	(100.00)	-	-	-	-	(447.41)	(100.00)
		(447.41)	435.00	-	-	(11.10)	11.10	(458.51)	446.10
32	Advances Received Back								
	PFIPL	-	-	-	-	-	250.00	-	250.00
		-	-	-	-	-	250.00	-	250.00
33	Advances Given								
	FCSPL	-	4.34	-	-	-	-	-	4.34
		-	4.34	-	-	-	-	-	4.34
34	Sharing of Resources / Infrastructure *								
	ATL	-	-	-	-	-	-	-	-
	CCGPL	-	-	-	-	-	-	-	-
	DEPL	-	-	-	-	-	-	-	-
	DHPL	-	-	-	-	-	-	-	-
	DLEPL	-	-	-	-	-	-	-	-
	DML	-	-	-	-	-	-	-	-
	DPCCPL	-	-	-	-	-	-	-	-
	HCEPL	-	-	-	-	-	-	-	-
	MRPL	-	-	-	-	-	-	-	-
	ZM	-	-	-	-	-	-	-	-
	PLL	-	-	-	-	-	-	-	-
		-	-	-	-	-	-	-	-

* Transactions are of Non Monetary Consideration.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ 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	
		2015	2014	2015	2014	2015	2014	2015	2014
	Closing Balance as on 31 st March								
35	Professional Fees Payable							-	-
	FRL	-	-	-	-	1.38	1.30	1.38	1.30
		-	-	-	-	1.38	1.30	1.38	1.30
36	Security & Guarantee Taken								
	AAAHT	-	-	-	-	6,850.00	5,300.00	6,850.00	5,300.00
		-	-	-	-	6,850.00	5,300.00	6,850.00	5,300.00
37	Corporate Guarantee Given / Securities Provided								
	HCEPL (Corporate Guarantee Given)	7,469.60	6,507.00	-	-	-	-	7,469.60	6,507.00
	DPCCPL (Corporate Guarantee Given)	-	836.40	-	-	-	-	-	836.40
	FCSPL (Corporate Guarantee Given)	2,993.14	2,993.14	-	-	-	-	2,993.14	2,993.14
	DHPL (Corporate Guarantee Given & Securities Provided)	15,000.00	5,500.00	-	-	-	-	15,000.00	5,500.00
		25,462.74	15,836.54	-	-	-	-	25,462.74	15,836.54
38	Loans & Advances Receivable								
	DPCCPL	3,787.87	2,617.43	-	-	-	-	3,787.87	2,617.43
	DLEPL	146.96	155.80	-	-	-	-	146.96	155.80
	DHPL	17,813.95	15,536.58	-	-	-	-	17,813.95	15,536.58
	FCSPL	-	4.34	-	-	-	-	-	4.34
	MRPL	5,269.00	-	-	-	-	-	5,269.00	-
	JMT	-	-	-	-	17.30	-	17.30	-
	IGSP	1,152.92	1,152.92	-	-	-	-	1,152.92	1,152.92
	IGSP - Provision for Doubtful Debt	(1,152.92)	(1,152.92)	-	-	-	-	(1,152.92)	(1,152.92)
	CCGPL	1.75	0.50	-	-	-	-	1.75	0.50
	DHUSA	-	32.10	-	-	-	-	-	32.10
		27,019.53	18,346.75	-	-	17.30	-	27,036.83	18,346.75

(₹ 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	
		2015	2014	2015	2014	2015	2014	2015	2014
39	Trade Receivable								
	PLL	-	-	-	-	239.00	239.00	239.00	239.00
	AZB	-	-	-	-	4.98	-	4.98	-
		-	-	-	-	243.98	239.00	243.98	239.00
40	Debenture Application Money								
	JMT	-	-	-	-	-	11.10	-	11.10
	MRPL	-	436.19	-	-	-	-	-	436.19
		-	436.19	-	-	-	11.10	-	447.29
41	Reimbursement of Expenses Receivable								
	DHPL	36.26	11.87	-	-	-	-	36.26	11.87
	JMT	-	-	-	-	-	0.08	-	0.08
		36.26	11.87	-	-	-	0.08	36.26	11.95
42	Trade Payable / Other Current Liabilities								
	PLL	-	-	-	-	46.86	46.86	46.86	46.86
	AAAHT	-	-	-	-	-	64.56	-	64.56
	SKR	-	-	-	-	0.04	-	0.04	-
	DLEPL	-	11.78	-	-	-	-	-	11.78
	HCEPL	23.64	46.85	-	-	-	-	23.64	46.85
	DPCCPL	-	10.23	-	-	-	-	-	10.23
	ATPL	-	9.95	-	-	-	-	-	9.95
	DHPL	-	20.82	-	-	-	-	-	20.82
		23.64	99.63	-	-	46.90	111.42	70.54	211.05
43	Unsecured Loans (Including Interest)								
	HCEPL	1,022.85	3,475.29	-	-	-	-	1,022.85	3,475.29
	DEPL	58.67	51.07	-	-	-	-	58.67	51.07
		1,081.52	3,526.36	-	-	-	-	1,081.52	3,526.36



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

33 EMPLOYEE BENEFITS

Disclosure required under Accounting Standard – 15 (revised 2005) for “Employee Benefits” are as under:

- i) The Company has recognized the expected liability arising out of the compensated absence and gratuity as at 31st March, 2015 based on actuarial valuation carried out using the Projected Unit Credit Method.
- ii) The below disclosure have been obtained from independent actuary. The other disclosures are made in accordance with AS – 15 (revised) pertaining to the Defined Benefit Plan is as given below :

(₹ in Lacs)

Sr. No.	Particulars	Gratuity Unfunded		Leave Encashment Unfunded	
		2015	2014	2015	2014
1	Assumptions :				
	Discount Rate	7.89%	9.03%	7.89%	9.03%
	Salary Escalation Rate	7.00%	7.00%	7.00%	7.00%
	Retirement	58 Yrs	58 Yrs	58 Yrs	58 Yrs
2	Changes in Present Value of Obligations :				
	Present value of obligations as at beginning of year	102.76	15.45	67.43	2.04
	Interest Cost	9.28	1.27	6.09	0.17
	Current Service Cost	25.93	0.73	22.22	1.71
	Liability Transfer In	-	16.30	-	10.30
	Liability Transfer out	(14.64)	-	(8.99)	-
	Benefit Paid	(7.83)	(0.86)	(10.69)	(5.94)
	Actuarial (Gain) / Loss on obligations	22.70	69.86	(2.26)	59.15
	Present Value of Obligations as at End of Year	138.20	102.76	73.80	67.43
3	Changes in the Fair Value of Plan Assets:				
	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	-	-	-	-
4	Actuarial Gain/Loss Recognized:				
	Actuarial (Gain)/Loss for the Year –Obligation	22.70	69.86	(2.26)	59.15
	Actuarial (Gain)/Loss for the Year - Plan Assets	-	-	-	-
	Total (Gain)/Loss for the Year	22.70	69.86	(2.26)	59.15
	Actuarial (Gain)/Loss Recognized in the Year	22.70	69.86	(2.26)	59.15

Sr. No.	Particulars	Gratuity Unfunded		Leave Encashment Unfunded	
		2015	2014	2015	2014
5	Amount / Recognized in the Balance Sheet:				
	Liability at the End of the Year	138.20	102.76	73.80	67.43
	Fair value of Plan Assets at the End of the Year	-	-	-	-
	Difference	(138.20)	(102.76)	(73.80)	(67.43)
	Amount Recognized in the Balance Sheet	(138.20)	(102.76)	(73.80)	(67.43)
6	Expenses Recognized in the Profit and Loss Account:				
	Current Service Cost	25.93	0.73	22.22	1.71
	Interest Cost	9.28	1.27	6.09	0.17
	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	22.70	69.86	(2.26)	59.15
	Expenses Recognized in the Profit and Loss Account	57.92	71.87	26.05	61.03
7	Balance Sheet Reconciliation :				
	Opening Liability	102.76	15.45	67.43	2.04
	Expenses as Above	57.92	71.87	26.05	61.03
	Employer's Contribution	(7.83)	(0.86)	(10.69)	(5.94)
	Liability Transfer Out	(14.64)	16.30	(8.99)	10.30
	Closing Net Liability	138.20	102.76	73.80	67.43
8	Data :				
	Average Age of Employees (in number)	29.79	29.98	29.79	29.98
	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 31.03.2015 is ₹ 6.57 Lacs (Previous Year ₹ Nil)

	Gratuity (Unfunded)	2015	2014	2013	2012	2011
9	Experience Adjustment					
	Defined Benefit Obligation	-	-	-	-	-
	Plan Assets	-	-	-	-	-
	Deficit / (Surplus)	-	-	-	-	-
	Experience Adjustment on Plan Liabilities	15.46	61.08	(0.49)	(0.44)	(2.10)
	Experience Adjustment on Plan Asset Gain/(Loss)	-	-	-	-	-



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(iii) Under Defined Contribution Plan:

(₹ in Lacs)

Particulars	2015	2014
Contribution to Provident Fund & Other Fund	116.66	61.23
Contribution to ESIC	33.37	21.64

34 OPERATING LEASE INCOME & EXPENSE

(A) The Company has non cancelable operating income:

(₹ in Lacs)

Particulars	2015	2014
Lease Rental Recognized During the Year	-	131.85
TOTAL	-	131.85

(B) The Company has non cancellable operating expenses:

(₹ in Lacs)

Particulars	2015	2014
Lease Rental Paid During the Year	203.47	275.11
TOTAL	203.47	275.11

The Future Minimum Lease Expense is as under:

(₹ in Lacs)

Particulars	2015	2014
Upto 1 Year	197.08	144.23
1 Year to 5 Year	102.73	60.46
Above 5 Year	-	-
TOTAL	299.81	204.69

*Other Terms

- 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.

35 PAYMENT TO AUDITORS

(₹ in Lacs)

Particulars	2015	2014
Audit Fees (including Limited Review)	19.18	21.11
In Other Capacities		
- Tax Audit	1.00	1.00
- Taxation Matters	0.50	0.50
- Certification and Other Services	0.80	5.77
- Out of Pocket Expenses	0.87	0.67
- Service Tax on above	2.76	3.59
TOTAL	25.11	32.64

36 PRIOR PERIOD ITEMS

(₹ in Lacs)

Particulars	2015	2014
Prior Period Expenses Debited in Profit & Loss Account consist of:		
a) Expenses Pertaining of Previous Year		
i) Repairs & Maintenance	21.19	5.08
ii) Merger Expenses	3.52	2.99
iii) Sales Promotion Expenses	6.86	-
iv) Other Expenses	8.49	1.05
b) Income Pertaining of Previous Year		
Interest Received and Other Income	-	(1.97)
TOTAL	40.06	7.14

37 EARNINGS PER SHARE

((₹ in Lacs) unless stated otherwise)

Particulars	2015	2014
Net Profit after Tax	3,189.73	6,213.37
Denominator for Calculating Basic Earnings Per Share (Nos)	2,295.84	2,271.71
Weighted Average Number of Equity Shares used as		
Denominator for Calculating Diluted Earnings Per Share (Nos)	2,296.14	2,286.23
Basic and Diluted Earnings Per Share (₹)	1.39	2.74
Diluted Earnings Per Share (₹)	1.39	2.72
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	2,295.84	2271.71
Add: Potential Equity Shares (refer note below)	0.29	14.52
Number of Shares used for calculating Diluted EPS (Nos)	2,296.14	2286.23

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.

38 EXCEPTIONAL ITEMS

An exceptional item included in financial statement is on account of gain of ₹ 343.32 Lacs (Previous Year : ₹ 1,546.11 Lacs) arising on partial liquidation proceeds received from overseas subsidiary (in Liquidation) and gain on account of depreciation gain of ₹ 23.40 Lacs (Previous Year : ₹ Nil) due to change in method of depreciation as per Companies Act, 2013 and provision made for diminution in value of Investment and loans & advances in Foreign Subsidiary in the business of online gaming amounting to ₹ Nil (Previous Year : ₹ 1424.05 Lacs) respectively.

39 ADDITIONAL INFORMATION PURSUANT TO THE PROVISIONS OF SCHEDULE III TO THE COMPANIES ACT, 2013

Expenditure in Foreign Currency :

(₹ in Lacs)

Particulars	2015	2014
Travelling Expenses	19.18	10.95
Purchase of Investment	1,102.23	-
Intercompany Loan given to Subsidiary	30.29	-
Capital Asset Purchased	182.10	137.00
Other Expenses	0.31	26.66
TOTAL	1,334.11	174.61



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Earning / Receipt in Foreign Currency :

(₹ in Lacs)

Particulars	2015	2014
Dividend Income from Subsidiary Company	400.89	2,167.08
Partial Liquidation Proceeds received from Subsidiary Company	1,571.04	5,401.16
Insurance claim received	-	145.49
ICD Received Back (including interest)	65.34	-
Proceeds from Sale of Subsidiary Company	450.34	-
Sale of Services and Materials	971.76	445.50
TOTAL	3,459.37	8,159.23

40 DIVIDEND TO NRI / OCB

((₹ in Lacs) unless stated otherwise)

Particulars	2015	2014
Number of Non Resident Shareholders (Nos.)	563	571
Total Number of Shares held by them (Nos.)	30,995,797	28,049,468
Amount of Dividend Paid	77.49	70.12
Year to which Dividend Relates	2013-14	2012-13

41 MAT CREDIT ENTITLEMENT

MAT Credit Entitlement of ₹ 2,167.61 Lacs (Previous Year ₹ 2,374.51 Lacs) is based on future business projections of Company as projected by Management, and the same have been relied upon by the Auditors.

- 42 The Company has incurred total expenditure of ₹ 82.23 Lacs on CSR activities as defined under section 135 of the Companies Act, 2013 along with relevant rules.

43 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. Current Year Figures are really not Comparable with corresponding Previous Year figures as Current Year Figures includes the figures of amalgamated Companies for whole year while previous year they were for part of the year.

As Per Our Report of Even Date

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

Chetan Desai
Partner
Membership No. 017000

Mumbai, 17th April, 2015

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

Amit Desai
Partner
Membership No. 032926

For and on behalf of Board

Jaydev Mody
Ashish Kapadia
Ravinder Jain
Vrajesh Udani
Rajesh Jaggi
Homi Aibara
Alpana Chinai
Hardik Dhebar
Hitesh Kanani

Chairman
Managing Director
Director
Director
Director
Director
Group CFO
Company Secretary

INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF DELTA CORP LIMITED



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 ("the Company"), its subsidiaries, associates and joint ventures (the Company, its Subsidiaries, Associates and Joint Ventures constitutes "the Group") which comprise of the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated 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 consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated 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 Group 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 consolidated 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 consolidated 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 as to whether the consolidated financial statements are free from material misstatements.

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 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 consolidated financial statements.

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

Basis for Qualified Opinion

1. As detailed in Note 29(i)(d) relating to search and seizure carried out by Income Tax Authorities, for an undisclosed amount of ₹ 1,694.02 Lacs for previous years, the Company & its subsidiaries have accounted only the impact of income tax dues and interest accrued thereon amounting to ₹ 394.29 Lacs. Consequently, any additional liability under the Income Tax Act, 1961 and under any other act is currently not ascertainable.



INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF DELTA CORP LIMITED

2. As stated in Note 33 regarding consolidation of an overseas subsidiary and its components as per management accounts are drawn only upto 30th September, 2013. The resulting impact, if any, on the consolidated financial statements is not quantifiable.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors/one of the joint auditors on the financial statements/consolidated financial statements of the subsidiaries and based on the consideration of the unaudited financial statements/consolidated financial statements of subsidiaries as mentioned in the 'Other Matter' paragraph below, except for the effects of the matters described in the Basis for Qualified Opinion paragraph, the aforesaid 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 state of affairs of the Group as at 31st March, 2015, its loss and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note 40 of the consolidated financial statements relating to MAT Credit Entitlement of ₹ 2,167.61 Lacs, which is based on the future business projections made by 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 reflect total assets of ₹ 74,625.71 Lacs as at March 31, 2015, total revenues of ₹ 11,183.53 Lacs and net cash inflow of ₹ 321.71 Lacs for the year then ended were audited by one of us.

The financial results of above mentioned consolidated financial statements of two subsidiaries consist of one step-down foreign subsidiary which reflects total assets of ₹ 146.09 Lacs as at March 31, 2015, total revenues of ₹ 182.65 Lacs and net cash outflow of ₹ 3.33 Lacs for the year then ended and Group's share of losses in a step-down associate of ₹ 0.95 Lacs for the year ended 31st March, 2015 were approved by the management of respective entities and have been furnished to one of us. We have not reviewed the financial results of these entities and have relied on such management approved accounts.

- b) The standalone financial statements of one subsidiary and consolidated financial statements of one subsidiary which reflect total assets of ₹ 2,104.87 Lacs as at March 31, 2015, total revenues of ₹ Nil and net cash outflow of ₹ 1,958.77 Lacs for the year then ended were audited by other auditors and whose reports have been furnished to us by the management. Our opinion, in so far as it relates to the affairs of such subsidiaries, is based solely on the report of the other auditors.
- c) The standalone financial statements of one subsidiary and consolidated financial statements of one subsidiary which reflect total assets of ₹ 2,708.23 Lacs as at March 31, 2015, total revenues of ₹ Nil and net cash outflow of ₹ 16.30 Lacs for the year then ended were unaudited and were approved by the management of the respective entities and have been furnished to us. We have not reviewed the financial statements of such standalone financial statements and consolidated financial statements of these subsidiaries and have relied on such management approved accounts.

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

- (1) As required by Section 143(3) of the Act, except for the matter described in the Basis for Qualified Opinion paragraph, 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 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, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries companies, associate companies, jointly controlled entities incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled entities incorporated in India is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. 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, its associates and jointly controlled entities – Refer Note 29(i) to the consolidated financial statements;
 - (ii) The Group, its associates and jointly controlled entities did not have any material foreseeable losses on long term contracts including derivative contracts for which there could be any material foreseeable losses;
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiaries companies, associate companies and jointly controlled entities 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 17, 2015

Amit Desai
Partner
Membership No. 032926



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2015

(₹ in Lacs)

Particulars	Note No.	As at 31 st March, 2015		As at 31 st March, 2014	
EQUITY AND LIABILITIES					
Shareholders' Funds					
(a) Share Capital	2	2,306.64		2,275.77	
(b) Reserves & Surplus	3	74,198.18	76,504.82	75,292.42	77,568.18
Minority Interest			2,440.50		5,248.06
Non-Current Liabilities					
(a) Long-Term Borrowings	4	22,392.14		24,069.50	
(b) Other Long Term Liabilities	5	600.00		-	
(c) Long-Term Provisions	6	294.44	23,286.58	223.65	24,293.15
Current Liabilities					
(a) Short-Term Borrowings	7	2,770.27		2,464.90	
(b) Trade Payables	8	1,716.59		1,774.03	
(c) Other Current Liabilities	9	13,587.71		14,223.21	
(d) Short-Term Provisions	10	1,465.18	19,539.75	3,903.20	22,365.34
TOTAL			121,771.65		129,474.73
ASSETS					
Non-Current Assets					
(a) Fixed Assets	11				
i) Tangible Assets		79,458.87		71,223.26	
ii) Intangible Assets		312.52		399.58	
iii) Capital Work In Progress		351.51		9,895.09	
iv) Intangible Assets under Development		28.48		28.48	
		80,151.38		81,546.41	
(b) Goodwill (On Consolidation) (Net)	36	5,648.08		4,382.69	
(c) Non-Current Investments	12	1,264.84		1,231.21	
(d) Deferred Tax Assets (Net)	13	615.24		146.12	
(e) Long-Term Loans and Advances	14	3,812.21		5,045.69	
(f) Other Non-Current Assets	15	1,802.93	93,294.68	1,286.61	93,638.72
Current Assets					
(a) Current Investments	16	9,506.16		9,253.62	
(b) Inventories	17	6,954.49		7,172.15	
(c) Trade Receivables	18	2,276.24		6,737.32	
(d) Cash and Bank Balances	19	2,096.72		5,509.95	
(e) Short-Term Loans and Advances	20	7,535.98		6,657.44	
(f) Other Current Assets	21	107.38	28,476.97	505.53	35,836.01
TOTAL			121,771.65		129,474.73
Significant Accounting Policies and Notes to the Financial Statements					
	1-49				

As Per Our Report of Even Date

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

Chetan Desai
Partner
Membership No. 017000

Mumbai, 17th April, 2015

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

Amit Desai
Partner
Membership No. 032926

For and on behalf of Board

Jaydev Mody
Ashish Kapadia
Ravinder Jain
Vrajesh Udani
Rajesh Jaggi
Homi Aibara
Alpana Chinai
Hardik Dhebar
Hitesh Kanani
Chairman
Managing Director
Director
Director
Director
Director
Group CFO
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015



(₹ in Lacs)			
Particulars	Note No.	Year Ended 31 st March, 2015	Year Ended 31 st March, 2014
INCOME:			
Revenue from Operations	22	29,997.41	55,858.41
Other Income	23	742.20	3,121.15
Total Revenue		30,739.61	58,979.56
EXPENSES:			
Cost of Material Purchased	24	2,457.34	5,497.96
Changes in Inventory of Work in Progress and Stock in Trade	25	17.33	16,566.29
Employee Benefits Expenses	26	5,265.65	4,837.62
Finance Costs	27	5,130.27	3,342.94
Depreciation and Amortization Expenses	11	3,468.80	1,655.83
Other Expenses	28	15,603.82	13,948.68
Total Expenses		31,943.21	45,849.31
Profit/(Loss) Before Exceptional and Extraordinary Items and Tax		(1,203.61)	13,130.24
Exceptional Items	38	(452.13)	(1,384.07)
Profit/(Loss) Before Extra Ordinary Items and Tax		(1,655.73)	11,746.17
Extraordinary Items		-	-
Profit Before Tax		(1,655.73)	11,746.17
Tax Expenses			
- Current Tax		1,286.54	5,371.57
- MAT Credit (Entitlement)/Reversal		57.37	(556.37)
- Deferred Tax	13	(469.20)	424.38
- Earlier Years Tax Adjustments		208.21	(37.50)
Total Tax Expenses		1,082.92	5,202.08
Profit/(Loss) After Tax		(2,738.65)	6,544.09
Prior Period Items	42	35.46	42.20
Loss of Associate Companies		(0.95)	(60.56)
Minority Interest		497.92	(2,910.11)
Net Profit/(Loss) For the Year		(2,277.14)	3,531.22
Earning Per Share (Nominal Value of ₹ 1/- each)			
- Basic	41	(0.99)	1.55
- Diluted		(0.99)	1.54
Significant Accounting Policies and Notes to the Financial Statements	1-49		

As Per Our Report of Even Date

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

Chetan Desai
Partner
Membership No. 017000

Mumbai, 17th April, 2015

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

Amit Desai
Partner
Membership No. 032926

For and on behalf of Board

Jaydev Mody	Chairman
Ashish Kapadia	Managing Director
Ravinder Jain	Director
Vrajesh Udani	Director
Rajesh Jaggi	Director
Homi Aibara	Director
Alpana Chinai	Director
Hardik Dhebar	Group CFO
Hitesh Kanani	Company Secretary



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2015	Year Ended 31 st March, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) Before Tax and Extraordinary Items	(1,655.73)	11,746.17
Adjustments for :		
Employee Share based Compensation	44.99	364.17
Exceptional Items	452.13	1,384.07
Depreciation and Amortization	3,468.80	1,655.83
Loss on Sale of Fixed Assets	48.69	58.36
Finance Charges	5,130.27	3,342.94
Interest Income	(185.07)	(1,355.03)
Dividend Income	(109.94)	(36.84)
Profit on Sale of Investments	(282.18)	(1,019.99)
Sundry Balance Written Off/ (Written Back)	(109.84)	(31.66)
Prior Period Items	(35.46)	(42.20)
Provision for Doubtful Recovery	-	135.72
Exchange Difference Arising on Consolidation	(241.29)	(1,302.30)
Operating Profit before Working Capital Changes	6,525.36	14,899.24
Adjustments for :		
Inventories	217.66	17,717.50
Trade and Other Receivables	4,461.08	(5,376.09)
Loans and Advances	(314.52)	(240.69)
Trade Payables	52.40	973.93
Other Liabilities	976.41	(1,879.70)
Cash Generated from Operation	11,918.40	26,094.19
Taxes Paid (Net of Refund)	(3,534.63)	(3,315.58)
Net Cash Generated From Operating Activities (a)	8,383.77	22,778.60
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(1,558.81)	(7,793.34)
Purchase of Intangible Assets	(1,105.01)	(113.99)
Proceeds from Sale of Fixed Assets	485.20	512.18
Dividend Received	109.94	36.84
Interest Received	396.55	1,156.38
Inter Corporate Deposits	(413.03)	11,410.81
Investment in Long Term Fixed Deposit	(453.75)	(22.42)
Debenture Application Money (Net)	11.10	235.90
Purchase of Mutual Fund	(5,525.11)	(4,986.18)
Proceeds from Sale of Investment and Mutual Fund	5,554.74	6,061.02
Net Cash Generated from Investing Activities (b)	(2,498.18)	6,497.20

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2015	Year Ended 31 st March, 2014
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds From Issuance of Share Capital	1,446.05	217.50
Finance Charges Paid	(5,506.44)	(3,104.16)
Dividend Paid (including Dividend Distribution Tax)	(623.29)	(567.13)
Repayment Minority Interest	(3,090.69)	(13,400.44)
Proceeds From Long Term Borrowings	19,618.87	6,642.94
Repayment of Long Term Borrowings	(21,442.79)	(9,293.95)
Proceeds From Short Term Borrowings	305.37	2,919.70
Repayment of Short Term Borrowings	-	(11,846.50)
Net Cash Generated From Financing Activities (c)	(9,292.91)	(28,432.04)
Increase/ (Decrease) in Cash and Cash Equivalents (a + b + c)	(3,407.32)	843.76
Cash & Cash Equivalents as at Beginning of Year	5,448.71	4,604.95
Cash & Cash Equivalents as at End of the Year	2,041.39	5,448.71
Cash and Cash Equivalent includes		
Cash in Hand	920.07	1,110.45
Cheques on Hand	27.62	-
Balance with Banks		
- In Current Accounts	1,078.11	2,409.31
- In Fixed Deposit Accounts	15.58	1,928.94

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

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

Chetan Desai
Partner
Membership No. 017000

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

Amit Desai
Partner
Membership No. 032926

Mumbai, 17th April, 2015

For and on behalf of Board

Jaydev Mody
Ashish Kapadia
Ravinder Jain
Vrajesh Udani
Rajesh Jaggi
Homi Aibara
Alpana Chinai
Hardik Dhebar
Hitesh Kanani

Chairman
Managing Director
Director
Director
Director
Director
Director
Group CFO
Company Secretary



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

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.

b) Principles of Consolidation

The Consolidated Financial Statements related to Delta Corp Limited ('the Company') and its subsidiary companies 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 holds more than 20% equity, investments in associates are accounted for using 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) Sale of Services are recognized when the full / complete services have been provided. 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.
- 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 relates 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.

f) Depreciation

Tangible Assets

The Group has revised its policy of providing depreciation on tangible fixed assets with effect from April 1, 2014. Depreciation is now provided on a straight line basis for all assets as against the policy of providing on written down value basis for assets pertaining to other than casino, hospitality and aviation business. Further, the management of the Group has reviewed / determined tangible fixed assets remaining useful lives. 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.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Intangible Assets

Intangible Assets are amortized over estimated life on straight line basis. Goodwill on amalgamation is amortised over a period of five years.

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 or net realizable value on weighted average basis.
- 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.

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: 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.

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 relevant tax regulations applicable to the Company.

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.

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 has recognised in prior accounting period is reversed if there has been a change in the estimate of recovery amount.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

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 / fair value 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 uniformly over the vesting period of the options. 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 st March, 2015		As at 31 st March, 2014	
	No.	₹ in Lacs	No.	₹ in Lacs
2 SHARE CAPITAL				
Authorised Shares:				
Equity Shares of ₹ 1/- each	420,500,000	4,205.00	420,500,000	4,205.00
10% Non Cumulative Redeemable Preference Shares of ₹ 10/- each	1,000,000	100.00	1,000,000	100.00
8% Non Cumulative Redeemable Preference Shares of ₹ 10/- each	13,000,000	1,300.00	13,000,000	1,300.00
TOTAL	434,500,000	5,605.00	434,500,000	5,605.00
Issued, Subscribed And Fully Paid-Up:				
Equity Shares of ₹ 1/- each	230,664,104	2,306.64	227,576,504	2,275.77
TOTAL	230,664,104	2,306.64	227,576,504	2,275.77

a) Reconciliation of the Shares at the beginning and at the end of the reporting period:

Particulars	As at 31 st March, 2015		As at 31 st March, 2014	
	No.	₹ in Lacs	No.	₹ in Lacs
Equity Shares				
At the Beginning of the Year	227,576,504	2,275.77	226,851,504	2,268.52
Issued /(Bought Back) during the Year				
- ESOP	3,087,600	30.87	725,000	7.25
Outstanding at the end of the year	230,664,104	2,306.64	227,576,504	2,275.77

b) Equity Shares issued by the Company without payment being received in cash during the five years immediately preceding 31st March

Particulars	Aggregate No. of Shares	
	2014-15	2013-14
Fully Paid Up Equity Shares issued pursuant to Merger in Financial Year : 2011-12	1,674,665	1,674,665



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

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 share 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 2015 : 10% (2014: 25%).

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 st March, 2015		As at 31 st March, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Aryanish Finance and Investments Private Limited *	31,213,340	13.53	31,213,340	13.72
Bayside Property Developers Private Limited *	31,213,340	13.53	31,213,340	13.72
Delta Real Estate Consultancy Private Limited *	31,213,341	13.53	31,213,341	13.72
*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	
	2014-15	2013-14
Ordinary Shares of ₹ 1 each	1,568,000	3,201,600

(₹ in Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
3 RESERVES & SURPLUS		
a) Capital Reserves on Amalgamation		
Opening Balance	1,598.92	1,040.98
(+) Addition During the Year	-	557.94
(-) Written Back in Current Year	-	-
Closing Balance	1,598.92	1,598.92
b) Capital Redemption Reserves		
Opening Balance	1,404.88	1,404.88
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	1,404.88	1,404.88
c) Securities Premium Account		
Opening Balance	49,717.38	49,448.04
(+) Addition During the Year	1,799.12	269.34
(-) Written back During the Year	-	-
Closing Balance	51,516.50	49,717.38
d) Foreign Currency Translation Reserves		
Opening Balance	(568.53)	416.53
(+) Current Year Transfer	684.93	(985.06)
Closing Balance	116.40	(568.53)
e) Share Options Outstanding Account		
Opening Balance	399.62	118.18
(+) Current Year Transfer	-	340.53
(-) Written Back in Current Year	390.27	59.09
Closing Balance	9.35	399.62
f) Deferred Employee Compensation		
Opening Balance	(51.32)	(74.95)
(+) Current Year Transfer	-	(373.22)
(-) Written Back in Current Year (Net)	51.32	396.85
Closing Balance	-	(51.32)
g) General Reserves		
Opening Balance	5,121.42	4,500.08
(+) Current Year Transfer	-	621.34
Closing Balance	5,121.42	5,121.42



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
h) Surplus		
Opening Balance	17,670.05	18,197.94
(+) Net Profit/(Loss) For the Current Year	(2,277.14)	3,531.22
(-) Transferred To General Reserves	-	621.34
(+) 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	230.66	568.94
(+) Dividends Distribution Tax Written Back (*)	48.76	92.00
(-) Dividends Distribution Tax	47.89	96.69
(-) Transfer to Minority	741.01	611.59
(-) Due to Merger Effect	-	3,475.73
Closing Balance	14,430.71	17,670.05
TOTAL	74,198.18	75,292.42

(*) 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 st March, 2015	As at 31 st March, 2014
4 LONG-TERM BORROWINGS		
Secured Borrowings:		
- From Banks		
Term Loan (Refer Note A)	22,104.02	21,167.88
Vehicle Loan (Refer Note B)	123.78	54.25
- From Others		
Debentures (Refer Note C)		
15 % Series "A"	-	2,233.03
19 % Series "A"	-	450.00
	22,227.80	23,905.16
Unsecured Borrowings:		
- From Others		
Debentures (Refer Note D)		
0% Series "C"	164.34	164.34
	164.34	164.34
TOTAL	22,392.14	24,069.50

(₹ in Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
NOTE : A		
Terms of Loan Repayment are :		
i) From Bank 1 :	2,493.88	3,236.63
Long Term Outstanding balance as at balance sheet date carry interest @13% p.a. is repayable over a period of 12 to 22 months in varying monthly installments.		
Loan is secured by way of hypothecation of 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.		
ii) From Bank 2 :	4,575.00	5,550.00
Long Term Outstanding balance as at balance sheet date carry interest @12.25% to @12.50% p.a. is repayable over a period of 16 to 18 Quarter in varying Quarterly installments.		
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.		
iii) From Bank 3 :	1,069.00	972.00
Long Term Outstanding balance as at balance sheet date carry interest @12.30% p.a. is repayable over a period of 24 months in varying monthly installments.		
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 one of the Subsidiary Company (d) Negative lien on balance Equity Shares of one of the Subsidiary Company.		
iv) From Bank 4 :	613.60	989.44
Long Term Outstanding balance as at balance sheet date carry interest @13% p.a. is repayable over a period of 6 quarterly installments.		
Loan is secured by way of hypothecation on Ship at Goa.		
v) From Bank 5 :	932.05	1,221.31
Long Term Outstanding ECB Loan as at balance sheet date carry interest @ Libor + 3.50% p.a. is repayable over a period of 29 months in varying monthly installments.		
Loan is secured by one of the company's Immoveable Property at Goa and exclusive charge by way of hypothecation on the all present and future moveable assets, books debts and charge on the receivable from the said property.		
vi) From Bank 6 :	-	8,698.50
Long Term Outstanding balance as at balance sheet date carry interest @12.90% to @16.50% p.a. is repayable over a period of 23 quarterly varying installments for three banks and 19 quarterly varying installments to a bank.		
Loan is secured by way of mortgage of Immoveable Property at Daman.		



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
vii) From Bank 7 :	8,670.60	500.00
Long Term Outstanding balance as at balance sheet date carry interest @12.75% to @14.00% p.a. is repayable over a period of 48 to 75 months in varying monthly installments.		
Loan is secured by way of mortgage of Immoveable Property at Daman and exclusive pledge of 30% shares of Advani Hotels & Resorts (India) Ltd (AHRL) which is held by the Company.		
viii) From Bank 8 :	3,749.89	-
Long Term Outstanding balance as at balance sheet date carry interest @13.75% p.a. is repayable over a period of 62 monthly installments.		
Loan is secured by way of mortgage of Immoveable Property at Daman and equitable mortgage on the vessel M V Horseshoe located at Goa.		
NOTE : B		
i) From Bank :	87.51	11.91
Long Term Outstanding balances as at balance sheet date carry Interest @10.26% to @13.00% p.a. & Secured by way of hypothecation of a Motor Vehicles.		
ii) From Financial Institution :	36.27	42.34
Long Term Outstanding balances as at balance sheet date carry Interest @10.25% to @15.40% p.a. & Secured by way of hypothecation of a Motor Vehicles.		
NOTE : C		
i) 15% Fully Convertible Debenture - Series A :	-	2,233.03
Conversion after 78 months from date of issuance.		
Above Debenture are secured by second charge on Immoveable Property at Daman. All Debentures are going to be converted into 4,50,000 "Non Voting Class A Equity" Shares of ₹ 10 each of Subsidiary Company.		
ii) 19% Fully Convertible Debenture - Series A :	-	450.00
Conversion after 78 months from date of issuance.		
Above Debenture are secured by second charge on Immoveable Property at Daman. All Debentures are going to be converted into 90,000 "Non Voting Class A Equity" Shares of ₹10 each of Subsidiary Company.		
NOTE : D		
0% Fully Convertible Debenture - Series C :	164.34	164.34
Conversion after 90 months from date of issuance.		
Above Debenture are secured by second charge on Immoveable Property at Daman. All Debentures are going to be converted into 36,521 "Non Voting Class B Equity" Shares of ₹10 each of Subsidiary Company.		

1 Period of Default

Interest to FCD A holders from April,2010 and FCD A-1 Holder from January,2012 onwards have not been paid.

2 Amount of Default

Interest on FCD ₹ 2,114.01 Lacs (Previous year ₹ 2,005.88 Lacs) breakup of which is stated hereunder:

- 15% Series "A" Debentures ₹ 1,639.22 Lacs (Previous Year ₹ 1,355.53 Lacs)
- 19% Series "A" Debentures ₹ 434.79 Lacs (Previous Year ₹ 353.79 Lacs)
- 15% Series "A-1" Debentures ₹ 40.00 Lacs (Previous Year ₹ 296.56 Lacs)

(₹ in Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
5 OTHER LONG TERM LIABILITIES		
Security Deposit	600.00	-
TOTAL	600.00	-
6 LONG-TERM PROVISIONS		
Provision for Employee Benefits (Unfunded)		
- Gratuity	184.33	130.40
- Leave Encashment	110.11	93.25
TOTAL	294.44	223.65
7 SHORT-TERM BORROWINGS		
Secured Borrowings:		
From a Bank - Cash Credit	1,064.42	1,033.20
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.)	1,705.85	1,431.70
TOTAL	2,770.27	2,464.90
8 TRADE PAYABLES		
Micro, Small and Medium Enterprise	11.69	1.91
Others	1,704.90	1,772.12
TOTAL	1,716.59	1,774.03

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

As per the Micro, Small and Medium Enterprises Development Act, 2006, The Group 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 given on next page:



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
The Principal Amount Remaining Unpaid At The End of The Year	11.69	1.91
The Interest Amount Remaining Unpaid At The End of The Year	0.00	Nil
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
9 OTHER CURRENT LIABILITIES		
(a) Current Maturities of Long-Term Debt		
- From a Bank and FCD	8,554.44	8,700.98
(b) Interest Accrued but Not Due on Borrowings	1.34	4.45
(c) Interest Accrued and Due on Borrowings	2,299.06	2,824.26
(d) Unclaimed Dividends (*)	55.34	61.26
(e) Security Deposits	243.02	243.00
(f) Duties & Taxes	789.49	812.26
(g) Other Current Liabilities	513.19	354.50
(h) Other Payable	706.72	515.22
(i) Book Overdraft	164.34	111.55
(j) Payable Against Capital Assets	260.77	595.73
TOTAL	13,587.71	14,223.21
(*) 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.		
10 SHORT TERM PROVISIONS		
a) Provision for Employee Benefits (Unfunded)		
- Gratuity	28.69	16.19
- Leave Encashment	30.35	18.73
(b) Provision for Taxation (Net of Advance Tax of ₹ 1,001.11 Lacs (Previous Year : ₹ 3,489.03 Lacs))	1,122.18	3,097.75
(c) Provision for Wealth Tax	0.33	0.07
(d) Other Provisions	6.01	104.83
(e) Proposed Dividend on Equity Shares	230.66	568.94
(f) Dividends Distribution Tax on Proposed Dividend	46.96	96.69
TOTAL	1,465.18	3,903.20

11 TANGIBLE ASSETS

(₹ in Lacs)

Particulars	Land	Leasehold Land	Leasehold Land Improvement	Building	Plant and Machinery	Office Equipment	Office Computer Accessories	Computer & Furniture and Fixture	Gaming Equipment	Vehicles	Ships	Feeder/Speed Boat	Aircraft	Total
Gross Block														
As at 1 st April, 2013	6,587.23	143.00	374.68	6,742.37	1,450.89	574.60	305.49	2,007.60	1,135.19	643.74	3,952.56	589.15	4,702.45	29,208.95
Acquisition	-	-	-	-	874.55	-	230	7.72	-	-	-	-	-	884.57
Additions	23.35	-	78.76	27,510.31	8,474.38	20.95	330.82	4,190.25	1,869.90	42.16	7,230.82	126.57	-	49,898.27
Amalgamation Effect	-	-	3.66	(1,094.41)	196.33	-	(15.59)	574.49	(257.37)	-	(626.01)	(5.36)	-	(1,224.26)
Disposal of Subsidiary	-	-	-	-	(2.34)	-	(1.04)	-	-	-	-	-	(2,351.22)	(2,354.60)
Deletions/Adjustments	-	(153.85)	-	(153.85)	(206.31)	(0.40)	(36.70)	(57.40)	-	(86.51)	-	(0.29)	-	(695.31)
Exchange Difference	18.40	10.85	-	72.90	98.55	-	0.83	4.11	-	3.32	-	-	-	208.96
As at 31 st March, 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
As at 1 st 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	6,240.77	902.86	8.61	30.55	1,139.54	119.29	189.07	3,036.70	-	-	11,773.51
Deletions/Adjustments	-	-	-	1.54	(554.94)	-	(0.68)	(11.12)	-	(145.95)	-	-	-	(711.15)
Exchange Difference	206.00	-	-	(0.74)	-	-	-	-	-	-	-	-	-	205.26
As at 31 st 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
Depreciation														
As at 1 st April, 2013	-	1.25	47.50	148.34	407.55	56.16	225.97	642.71	215.18	381.09	689.63	184.08	44.01	3,043.48
Acquisition	-	-	-	-	858.55	-	0.13	7.20	-	-	-	-	-	865.88
Charge for the Year	-	-	86.08	181.82	173.44	35.60	63.41	293.59	117.43	63.66	283.86	51.15	263.34	1,613.38
Amalgamation Effect	-	-	(15.50)	44.97	(107.84)	-	(13.78)	(74.53)	(132.68)	-	(245.25)	(5.36)	-	(549.97)
Disposal of Subsidiary	-	-	-	-	(0.35)	-	(0.43)	-	-	-	-	-	(153.67)	(154.45)
Deletions/Adjustments	-	(1.35)	-	(5.77)	(14.14)	(0.10)	(22.47)	(34.58)	-	(44.74)	-	(0.08)	-	(123.23)
Exchange Difference	-	0.10	-	12.13	(9.09)	-	0.67	2.31	-	2.11	-	-	-	8.23
As at 31 st March, 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
As at 1 st 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
Deletions/Adjustments	-	-	-	(111.13)	(4.86)	-	(0.56)	(2.23)	-	(95.66)	-	-	-	(214.44)
Exchange Difference	-	-	-	(11.94)	-	-	-	-	-	-	-	-	-	(11.94)
As at 31 st 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
Net Book Value														
As at 31 st March, 2014	6,628.98	-	339.02	32,695.83	9,577.93	503.49	332.61	5,890.07	2,547.79	200.59	9,829.13	480.28	2,197.54	71,223.26
As at 31 st 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

- During the current year, effective from April 1st, 2014, the Group has changed its accounting policy for charging depreciation from Written Down Method ("WDM") to Straight Line Method ("SLM") in respect of all the fixed assets other than Casino, Hospitality and Aviation business, which were already being depreciated under SLM. The Management believes that such changes better reflect the actual use of assets acquired. On account of this change in accounting policy, the Group has in current period, reversed an amount of ₹ 101.96 Lacs on account of excess depreciation charged for the period upto March 31, 2014 and included the same under Exceptional Items in P&L account. As a result of this change, the net profit for the current year is higher by ₹ 101.96 Lacs.
- In accordance with requirement of schedule II of the Companies Act, 2013, the Group has re-assessed the useful lives of the fixed assets. Due to such change in estimations, an amount of ₹ 695.44 Lacs has been charged to the financial results of the current period representing the depreciation on the carrying value of assets as on April 1, 2014 on the basis of remaining useful lives. Further, an amount of ₹ 14.09 Lacs charged against reserves of the current period in respect of assets whose remaining life is ₹ NIL as at April 1, 2014.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

11 INTANGIBLE ASSETS

(₹ in Lacs)

Particulars	Software	Goodwill	Total
Gross Block			
As at 1 st April, 2013	44.36	-	44.36
Acquisition	104.19	-	104.19
Additions	40.46	389.05	429.51
Amalgamation Effect	(4.44)	-	(4.44)
Exchange Difference	0.42	-	0.42
As at 31 st March, 2014	184.99	389.05	574.05
As at 1 st April, 2014	184.99	389.05	574.05
Additions	7.55	-	7.55
Deletions/Adjustments	(0.42)	-	(0.42)
As at 31 st March, 2015	192.12	389.05	581.17
Depreciation			
As at 1 st April 2013	24.79	-	24.79
Acquisition	103.56	-	103.56
Charge for the Year	12.99	38.91	51.90
Deletions/Adjustments	(1.53)	-	(1.53)
Amalgamation effect	(4.44)	-	(4.44)
Exchange Difference	0.18	-	0.18
As at 31 st March, 2014	135.55	38.91	174.46
As at 1 st April, 2014	135.55	38.91	174.46
Charge for the Year	16.55	77.81	94.36
Deletions/Adjustments	(0.16)	-	(0.16)
As at 31 st March, 2015	151.93	116.72	268.65
Net Book Value			
As at 31 st March, 2014	49.44	350.14	399.58
As at 31 st March, 2015	40.19	272.33	312.52

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹ unless stated otherwise)	As at 31 st March, 2015	As at 31 st March, 2014
12 NON-CURRENT INVESTMENTS					
1 Investment in Immovable Property					
Opening Balance				-	536.85
Less: Transferred to Stock in Trade				-	532.90
Less: Amortization				-	3.95
Closing Balance				-	-
2 Trade Investments					
(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) Associate Company					
Zeicast Pte Limited	8,966,667	8,966,667	USD 0.17	91.15	60.04
(ii) Other Companies					
Aero Port & Infrastructure Project Private Limited	43,750	43,750	10	4.38	4.38
J M Township & Real Estate Private Limited	175,000	175,000	10	149.43	149.43
(C) Unquoted Fully Paid 0 % Optionally Convertible Preference Shares					
Zeicaste Pte Limited	1,000,000	1,000,000	USD 0.80	50.33	47.81
(D) Unquoted Fully Paid 0 % Optionally Convertible Debenture					
J M Township & Real Estate Private Limited	9,657,500	9,657,500	10	965.75	965.75
3 Non Trade Investments					
(A) Unquoted Fully Paid Equity Shares					
The Saraswat Co. Op. Bank Limited	5,000	5,000	10	0.50	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	-	10	-	-
(B) 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 Glass Limited*	-	19	10	-	-
Piramal Phytocare Limited*	42	42	10	-	-
(Formerly known Piramal Life Science Limited)					
*Issued free against holding of shares of Piramal Enterprise Limited					
TOTAL				1,264.84	1,231.21



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in Lacs)

Particulars	As at 31 st March, 2015		As at 31 st March, 2014	
	Book Value	Market Value	Book Value	Market Value
Aggregate Amount of Quoted Investments	2.76	17.83	2.76	18.44
Aggregate Amount of Unquoted Investments	1,262.08	-	1,228.45	-

Statement of Investment in Associate Company

(₹ in Lacs)

Name of Company	Original Cost	Goodwill/ Foreign Currency Translation Reserve	Accumulated Losses	Carrying Value
Zeicast Pte Limited	373.01	214.02	67.84	91.15
	(373.01)	(246.08)	(66.89)	(60.04)

(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.

a) Holding Company and Indian Subsidiaries:

The components of Deferred Tax Assets to the extent recognized and Deferred Tax Liabilities as on 31st March, 2015 are as follows:

(₹ in Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Deferred Tax Liabilities :		
Difference between Book and Tax WDV	1,597.95	585.75
(A)	1,597.95	585.75
Deferred Tax Asset:		
Carry Forward Losses	2,007.13	692.11
Expenses Disallowed under The Income Tax Act, 1961	206.06	28.82
(B)	2,213.19	720.93
Net Deferred Tax Liability/(Assets) (A - B)	(615.24)	(135.18)

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.

b) Foreign Subsidiary Companies:

The components of Deferred Tax Assets to the extent recognized and Deferred Tax Liabilities as on 31st March, 2015 are as follows:

(₹ in Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
Deferred Tax Liabilities:		
Other Provisions and Borrowings Cost	-	-
(A)	-	-
Deferred Tax Assets:		
Difference Between Book and Tax Depreciation	-	10.94
(B)	-	10.94
Net Deferred Tax Liability/(Assets) (A - B)	-	(10.94)

Note:

Deferred Tax Asset and Liabilities related to foreign company is disclosed separately as the governing taxation law is different as per AS- 22 issued by The Institute of Chartered Accountant of India.

(₹ in Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
14 LONG-TERM LOANS AND ADVANCES		
a) Capital Advances		
Unsecured, Considered Good	355.86	1,368.79
Doubtful	145.36	130.74
Provision for Doubtful Advances	(145.36)	(130.74)
	355.86	1,368.79
b) Security Deposits		
Unsecured, Considered Good	310.21	454.81
	310.21	454.81
c) Other Loans and Advances		
- Unsecured, Considered Good	865.35	796.35
- Doubtful	7.03	7.03
- Provision for Doubtful Advances	(7.03)	(7.03)
	865.35	796.35
d) MAT Credit Entitlement	1,817.61	2,049.51
e) Advance Tax (Net of Provision of Taxes of ₹ 3,454.82 Lacs (Previous year : ₹ 3,530.23 Lacs))	463.18	376.23
TOTAL	3,812.21	5,045.69



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
15 OTHER NON CURRENT ASSETS		
Unsecured, Considered Good		
Share Application Money	0.25	-
Fixed Deposits with Banks (Lien with Banks)	1,577.17	1,123.42
Interest Accrued on Fixed Deposits	225.51	163.19
TOTAL	1,802.93	1,286.61

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹ unless stated otherwise)	As at 31 st March, 2015	As at 31 st March, 2014
16 CURRENT INVESTMENTS					
(a) Investment in Quoted Fully Paid Up Equity Shares					
Trade Investments (at cost or fair value whichever is lower)					
Advani Hotels and Resorts (India) Limited (#)(*)	16,453,783	16,453,783	2	9,253.61	9,253.61
(b) Non Trade Investments					
J P Morgan India Liquid Fund	854,055	-	10	152.55	-
J P Morgan India Liquid Fund Super Inst.	-	95.08	10.52	-	0.01
ICICI Prudential Liquid Plan	48,605	-	100	100.00	-
TOTAL				9,506.16	9,253.62

(#) 30% of equity shares of Advani Hotels and Resorts (India) Limited held by the 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 st March, 2015		As at 31 st March, 2014	
	Book Value	Market Value	Book Value	Market Value
Aggregate Amount of Quoted Investments	9,253.61	7,075.13	9,253.61	5,898.68
Aggregate Amount of Unquoted Investments	252.55	255.70	0.01	0.00

(₹ in Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
17 INVENTORIES		
(Valued at Cost or Net Realisable Value whichever is Lower)		
Traded Goods	6,570.11	6,557.54
Stores and Spares	384.38	614.61
TOTAL	6,954.49	7,172.15
18 TRADE RECEIVABLES		
Trade Receivables (unsecured) consist of following :		
Outstanding for a Period Exceeding Six Months from the Date they are Due for Payment		
Considered Good	463.04	429.24
Considered Doubtful	8.18	8.18
Provision for Doubtful Debts	(8.18)	(8.18)
(A)	463.04	429.24
Other (Considered Good)	1,813.20	6,308.08
(B)	1,813.20	6,308.08
TOTAL (A + B)	2,276.24	6,737.32
19 CASH AND BANK BALANCES		
(a) Cash and Cash Equivalents :		
Balance with Banks		
- On Current Accounts	1,078.11	2,409.31
- Deposit with Maturity less than 3 months	15.58	1,928.94
Cheques on Hand	27.62	-
Cash on Hand	920.07	1,110.45
(b) Other Bank Balances :		
Unclaimed Dividend Accounts	55.34	61.26
TOTAL	2,096.72	5,509.95



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in Lacs)

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
20 SHORT-TERM LOANS AND ADVANCES		
(a) Loans and Advances to Related Parties		
Unsecured, Considered Good		
- Inter Corporate Deposits	2,260.74	1,847.70
	2,260.74	1,847.70
(b) Other Loans & Advances		
Unsecured, Considered Good		
Balances with Statutory/Government Authorities	1,384.94	1,212.32
Deposits	44.98	53.43
Prepaid Expenses	1,763.38	1,503.50
Advance for Properties	692.30	722.30
Loans and Other Advances	1,039.64	989.80
MAT Credit Entitlement	350.00	328.39
	5,275.24	4,809.74
Unsecured, Considered Doubtful:		
Deposits	25.34	25.34
Advance for Properties	75.00	75.00
Other Receivables	26.42	27.20
Provision for Doubtful Advances	(126.76)	(127.54)
	-	-
TOTAL	7,535.98	6,657.44
21 OTHER CURRENT ASSETS		
Share Application Money	-	11.10
Accrued Interest on ICD / Fixed Deposits	0.56	274.36
Fixed Asset Held for Sale	101.25	201.26
Other Receivables	5.57	18.81
TOTAL	107.38	505.53

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2015	Year Ended 31 st March, 2014
22 REVENUE FROM OPERATIONS		
Sale of Services	26,510.40	25,533.53
Sales of Goods	3,487.01	30,324.88
TOTAL	29,997.41	55,858.41
23 OTHER INCOME		
Interest Received on :		
- Fixed Deposit with Bank	184.21	398.06
- Inter Corporate Deposits	-	873.03
- Income Tax Refund	0.87	83.95
Dividend On Equity Shares/Mutual Funds	109.94	36.84
Sundry Balance Written Back (Net)	109.84	42.61
Foreign Exchange Gain	-	282.20
Profit on Sale of Investments	282.18	1,019.99
Miscellaneous Income	55.16	384.47
TOTAL	742.20	3,121.15
24 COST OF MATERIAL PURCHASED		
Opening Stocks	42.69	58.32
Purchases /Traded Goods	2,066.33	1,368.27
Less : Closing Stocks	72.59	42.69
Cost of Food and Beverages	2,036.43	1,383.90
Cost of Realty	-	3,490.14
Amalgamation Effect	-	492.10
Stores and Spares	420.91	131.82
TOTAL	2,457.34	5,497.96
25 CHANGES IN INVENTORY OF WORK IN PROGRESS AND STOCK IN TRADE		
Opening Stocks		
Traded Goods	6,514.85	5,679.16
Work In Progress	-	17,401.98
(A)	6,514.85	23,081.14
Closing Stocks		
Traded Goods	6,497.52	6,514.85
(B)	6,497.52	6,514.85
TOTAL (A - B)	17.33	16,566.29



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2015	Year Ended 31 st March, 2014
26 EMPLOYEE BENEFIT EXPENSES		
Salaries, Wages & Bonus	4,437.27	4,013.13
Managing Director's Commission	8.17	15.54
Contribution to Provident & Other Funds	253.00	231.61
Gratuity Fund Expenses	134.62	96.03
Employee Share Based Compensation Expenses	44.99	364.17
Staff Welfare Expenses	387.60	117.14
TOTAL	5,265.65	4,837.62
27 FINANCE COSTS		
Interest	4,744.59	2,815.84
Other borrowing costs	321.65	230.47
Applicable net gain/loss on foreign currency transactions	64.03	296.63
TOTAL	5,130.27	3,342.94
28 OTHER EXPENSES		
Advertisement Expenses	678.31	512.92
Auditor's Remuneration	65.77	97.08
Sundry Balance Write Off	-	10.95
Foreign Exchange Loss	12.03	-
Director Sitting Fees	2.92	27.07
Charities and Donations	162.77	13.14
Hotel Expenses	32.89	86.88
Insurance	153.14	154.21
Legal and Professional Fees	1,987.02	1,761.12
Loss on Disposal of Inventories	-	34.91
Loss on Sale of Assets	48.69	58.36
Miscellaneous Expenses	960.27	1,025.60
Merger Expenses	97.48	43.35
Penalty	10.86	6.87
Postage and Communication Expenses	113.44	96.90
Power and Fuel Expenses	2,306.19	1,485.17
Provision for Doubtful Advances	-	135.72
Rates and Taxes	5,530.46	5,708.91
Rent	696.11	740.81
Repairs and Maintenance		
- For Buildings	114.79	40.06
- For Machineries	1,188.53	903.95
- For Others	154.12	43.72
Sales Promotion Expenses	584.27	425.88
Travelling Expenses	314.58	324.04
Vehicle Expenses	389.18	211.06
TOTAL	15,603.82	13,948.68

29 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ in Lacs)

Particulars	As at 31 st March	
	2015	2014
(i) Contingent Liabilities		
(a) Claims against the Company 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 (a) below)	1,232.90	1,232.90
- Vat Liability	1.96	35.63
- Employees Claim	8.96	8.96
- Service Tax	26.61	26.61
- Custom Duty	246.99	-
- Civil Case for Property Matter	378.76	-
(Management is contesting against these matters and hopeful to succeed the same)		
(b) Guarantees		
- Financial Guarantees Given to Custom Authorities for Litigation	-	40.00
- Performance Guarantees given under EPCG (Refer Note No. iii)	985.44	985.44
- Corporate Guarantee given to bank for loan taken by Joint Venture Company	1,721.06	1,646.24
(c) Other money for which the Company is contingently liable		
- Bond given to Custom Authorities	5,587.39	5,587.39
	10,190.07	9,563.18

- (d) A search and seizure was carried out u/s 132 of the Income Tax Act, 1961 (the Act) by the Income Tax Authorities on 29th April, 2014 on certain entities of the Group. Consequently, the Group have disclosed a sum of ₹ 1,694.02 Lacs for earlier years. Such disclosed amount for earlier years does not affect the accumulated profits of the Group as on 1st April 2014 only such tax and interest of ₹ 394.29 Lacs have been accounted for, which eventually gets adjusted towards the carry forward losses, of respective entities. Hence, the net payment of income tax and interest thereon after adjustment of such losses aggregates to ₹ 276.60 Lacs. Such disclosed amount is subject to final acceptance by the tax authorities u/s 143(3)/153A of the Act. Further any additional liability consequent to such disclosure under the Income Tax Act or any other Act is presently not ascertainable.

Particulars	As at 31 st March	
	2015	2014
(ii) Capital Commitments		
- Estimated amount of contracts remaining to be executed on capital account (Net of Capital Advances)	95.04	225.99
	95.04	225.99
(iii) Other Commitments		
- Estimated amount of contracts remaining to be executed on goods other than capital account	179.60	48.39
- Other Commitments (Refer Note (b) below)	1,299.32	1,719.78
	1,478.92	1,768.17



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Note :

- (a) 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.
- (b) As per the FCD agreements, the FCD-A series investor shall sell and the Subsidiary Company shall purchase the shares at an IRR @ 22% p.a. inclusive of monies already received by the investors. The difference between interest accrued & due and the IRR, amounting to ₹ 1,299.32 Lacs equivalent to USD 20.78 Lacs (P.Y. ₹ 1,719.78 Lacs equivalent to USD 28.78 Lacs) has been recognized as a contingent liability.
- (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 ₹ 3,882.39 Lacs (Previous Year : ₹ 3,675.32 Lacs). Non fulfilment of 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 CONSIDERED IN THE CONSOLIDATED FINANCIAL STATEMENTS ARE:

(₹ in Lacs)

Name of the Company	Country of Incorporation	% of Voting Right as on 31 st March	
		2015	2014
Subsidiary Companies			
Delta Holding (USA) Inc. (Till 10.12.2014)	USA	-	100.00
Delta Lifestyle and 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	51.00
Daman Entertainment Private Limited	India	51.00	51.00
Interactive Gaming & Sports PTY Limited	Australia	60.40	60.40
Atled Technologies Private Limited	India	100.00	80.00
Caravella Casino (Goa) Private Limited	India	100.00	100.00
Daman Hospitality Private Limited	India	87.16	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

Name of the Company	Country of Incorporation	% of Voting Right as on 31 st March	
		2015	2014
Step-Down Subsidiary Companies			
Delta Corp East Africa Limited	Kenya	39.20	39.20
Delta Hotels Lanka Private Limited	Sri Lanka	100.00	100.00
Kaizan LLP (till 21.08.2014)	UK	-	33.32
Buddy Communications & Productions Pte Limited	Singapore	51.00	51.00
iGAS Services Pty Limited	Australia	60.40	60.40
Results International Pte Limited	Singapore	60.40	60.40
Results International Pty Limited	Australia	60.40	60.40
Canbet UK Limited	UK	60.40	60.40
Canbet Sports Bookmakers UK Limited	UK	60.40	60.40
Joint Venture			
Freedom Charter Services Private Limited (w.e.f. 29.03.2014)	India	50.00	50.00
Associate Company			
Zeicast Pte Limited	Singapore	40.00	40.00

- 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 subsidiary namely Delta Holding (USA) Inc., Delta Hospitality and Entertainment Mauritius Limited, Step down subsidiary namely Buddy Communications and Productions Pte Limited and Delta Hotels Lanka (Private) Limited and Associates Company namely Zeicast Pte Ltd certified by the Management, have been considered in the consolidated financial statements.
- 33** In respect of an overseas subsidiary & its components, due to the differences with its local management, the Company is unable to obtain the financial statements / relevant information of such subsidiary & its components during the year. The Company is in the process of resolving the differences. On account of non-receipt of the financial statements / relevant information, the Company has consolidated the entity based on the Consolidated financial statement as on 30th September, 2013 of said entity. Such financials which are considered for consolidation are as prepared and has certified by the management of parent Company i.e. Delta Corp Limited. The resulting impact, if any, is not quantifiable.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

34 SEGMENT DISCLOSURES

Primary Segment Information:

(₹ in Lacs)

Sr. No.	Particulars	Real Estate	Gaming	Hospitality	Others	Total
I Segment Revenue						
Gross Turnover	-	26,808.15	2,915.69	874.27	30,598.11	
	(29,138.61)	(25,788.80)	(1,147.33)	(1,312.47)	(57,387.21)	
Inter Segment Turnover	-	307.00	152.91	140.79	600.70	
	-	(489.89)	(578.98)	(459.93)	(1,528.80)	
Net Turnover	-	26,501.15	2,762.78	733.48	29,997.41	
	(29,138.61)	(25,298.91)	(568.35)	(852.54)	(55,858.41)	
II Segment Results						
Profit before Interest and Tax	(337.63)	7,275.54	(3,324.55)	(346.46)	3,266.89	
	(7,851.81)	(9,134.37)	(-886.07)	(-1809.90)	(14,290.21)	
Less : Finance Charges					5,130.27	
					(3,342.94)	
Add : Other Income					742.20	
					(3,121.15)	
Less : Unallocable Expenses					117.88	
					(980.37)	
Profit Before tax					(1,239.06)	
					(13,088.04)	
Less : Exceptional Items					452.13	
					(-1384.07)	
Less : Taxes					1,082.92	
					(5,202.08)	
Profit After tax					(2,774.11)	
					(6,501.89)	
Less : Minority Interest and Profit/ (Loss) from Associates					(496.97)	
					(2,970.67)	
Net Profit After Tax					(2,277.14)	
					(3,531.22)	
III Other Informations						
Segment Assets	10,390.67	47,829.75	57,142.08	3,163.13	118,525.63	
	(17,606.04)	(47,258.49)	(58,896.62)	(2,813.33)	(126,574.48)	
Unallocable Assets					3,246.02	
					(2,900.24)	
Total Assets					121,771.65	
					(129,474.72)	
Segment Liabilities	1,783.79	18,862.69	20,748.85	2,749.33	44,144.66	
	(4,587.20)	(21,027.79)	(20,751.35)	(2,442.40)	(48,808.74)	
Unallocable Liabilities					1,122.17	
					(3,097.80)	
Total Liabilities					45,266.83	
					(51,906.54)	
Capital Expenditure	8.96	4,827.74	6,925.84	18.51	11,781.05	
	(21.12)	(13,341.37)	(36,953.24)	(11.55)	(50,327.78)	
Depreciation and Amortization	13.65	1,625.98	1,601.91	227.26	3,468.80	
	(60.39)	(1,352.47)	(240.35)	(2.62)	(1,655.83)	

(Previous year number are shown in brackets)

Secondary Segment Information:

(₹ in Lacs)

Particulars	Year Ended 31 st March	
	2015	2014
Segment Revenue		
- From India	30,464.21	29,060.52
- From Kenya	87.56	29,553.79
- From Other Countries	187.84	365.25
TOTAL	30,739.61	58,979.56
Segment Assets		
- From India	116,427.57	119,119.57
- From Kenya	1,939.49	8,239.17
- From Other Countries	3,404.59	2,115.98
TOTAL	121,771.65	129,474.72
Segment Liabilities		
- From India	43,383.12	47,826.71
- From Kenya	1,448.10	3,741.74
- From Other Countries	435.61	338.09
TOTAL	45,266.83	51,906.54
Capital Expenditure		
- From India	11,781.05	50,306.66
- From Kenya	-	21.12
- From Other Countries	-	-
TOTAL	11,781.05	50,327.78

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".



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

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 DISCLOSURE REQUIRED BY CLAUSE 32 OF THE LISTING AGREEMENT :

Loans & Advances to Others:

(₹ in Lacs)

Name of the Company	Closing Balance		Maximum Balance outstanding during the year	
	2015	2014	2015	2014
Jayem Realty Solutions Private Limited	-	-	584.33	584.33
Freedom Charter Services Private Limited	2,243.44	1,846.84	2,243.44	1,846.84
J M Township and Real Estate Private Limited	17.30	-	17.30	-

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.

36 Gross Value of Goodwill arising on consolidation of subsidiaries and associates companies is ₹ 12,668.60 Lacs (Previous Year : ₹ 11,450.22 Lacs), against which capital reserve arising on consolidation of ₹ 1,983.21 Lacs (Previous Year : ₹ 2,030.22 Lacs) and capital reserve on amalgamation of ₹ 5,037.31 Lacs (Previous Year: ₹ 5,037.31 Lacs) is netted off and net Goodwill of ₹ 5,648.08 Lacs (Previous Year : ₹ 4,382.69 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.

37 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 31st March, 2015 based on actuarial valuation carried out using the Project Credit Method.

- ii) The disclosure given below has been obtained from independent actuary. 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	
		2015	2014	2015	2014
1	Assumptions :				
	Discount Rate	7.89%	9.03%	7.89%	9.03%
	Salary Escalation	7.00%	7.00%	7.00%	7.00%
	Retirement	58 Yrs	58 Yrs	58 Yrs	58 Yrs
2	Changes in present value of obligations :				
	Present value of obligations as at beginning of year	146.60	121.28	107.51	75.27
	Interest Cost	13.24	9.59	9.70	5.78
	Current Service Cost	40.42	46.29	34.48	29.24
	Liability Transfer In	-	0.00	-	-
	Liability Transfer out	-	(1.14)	-	(3.86)
	Benefit Paid	(21.77)	(9.73)	(18.59)	(23.82)
	Actuarial (Gain) / Loss on obligations	34.52	(19.69)	(6.37)	24.90
	Present value of obligations as at end of year	213.02	146.60	126.73	107.51
3	Actuarial (Gain)/Loss recognized				
	Actuarial (Gain)/Loss for the year -Obligation	34.52	(19.69)	(6.37)	24.90
	Actuarial (Gain)/Loss for the year - plan assets	-	-	-	-
	Total (Gain)/Loss for the year	34.52	(19.69)	(6.37)	24.90
	Actuarial (gain)/Loss recognized in the year	34.52	(19.69)	(6.37)	24.90
4	Amount recognized in the Balance Sheet :				
	Liability at the end of the year	213.02	146.60	126.73	107.51
	Fair value of Plan Assets at the end of the year	-	-	-	-
	Difference	(213.02)	(146.60)	(126.73)	(107.51)
	Amount recognized in the Balance Sheet	(213.02)	(146.60)	(126.73)	(107.51)
5	Expenses recognized in the Profit and Loss Account:				
	Current Service Cost	40.42	46.29	34.48	29.24
	Interest Cost	13.24	9.59	9.70	5.78
	Past Service Cost (non-vested benefit) recognized	-	-	-	-
	Past Service Cost (vested benefit) recognized	-	-	-	-
	Recognition of Transition Liability	-	-	-	-
	Actuarial (Gain) or Loss	34.52	(19.69)	(6.37)	24.90
	Expenses recognized in the Profit and Loss Account	88.19	36.19	37.81	59.92



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in Lacs)

Sr. No.	Particulars	Gratuity Unfunded		Leave Encashment Unfunded	
		2015	2014	2015	2014
6	Balance Sheet Reconciliation :				
	Opening Liability	146.60	121.28	107.51	75.27
	Transfer to Other Company	-	(1.14)	-	(3.86)
	Expenses as above	88.19	36.19	37.81	59.92
	Benefit Paid	(21.77)	(9.73)	(18.59)	(23.82)
	Closing Net Liability	213.02	146.60	126.73	107.51

Sr. No.	Particulars	Gratuity Unfunded				
		2015	2014	2013	2012	2011
7	Experience Adjustment :					
	Gratuity (Unfunded)					
	Defined Benefit Obligation	-	-	-	-	-
	Plan Assets	-	-	-	-	-
	Deficit / (Surplus)	-	-	-	-	-
	Experience Adjustment on Plan Liabilities	22.62	(35.57)	1.24	(49.15)	(5.20)
	Experience Adjustment on Plan Asset Gain/(Loss)	-	-	-	-	(0.33)

Note:

Provision for Leave Encashment related to balance of Sick Leave carried forward as on 31.03.2015 is ₹13.73 Lacs (Previous Year ₹ 4.52 Lacs)

iii) Under Defined Contribution Plan:

(₹ in Lacs)

Particular	2015	2014
Contribution to Provident Fund	196.62	151.09
Contribution to ESIC	52.58	47.86

38 EXCEPTIONAL ITEMS

An exceptional item included in financial statement is on account of loss of ₹ 554.09 Lacs (Previous Year: Gain of ₹ 1,546.11 Lacs) arising on partial liquidation proceeds received from overseas subsidiary (in Liquidation). In Current Year, gain on account of depreciation reversal of ₹ 101.96 Lacs (Previous Year : ₹ Nil) due to change in method of depreciation as per Companies Act, 2013 and provision made for diminution in value of Investment, loans & advances and goodwill in Foreign Subsidiary in the business of online gaming amounting to ₹ Nil (Previous Year : ₹ 2,930.18 Lacs) respectively.

39 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) - JVC Company
- (ii) Key Management Personnels:
 - Mr. Jaydev Mody (JM)– Chairman
 - Mr. Ashish Kapadia (AK) – Managing Director
 - Mr. Hardik Dhebar (HD) - Group C.F.O.
- (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
- (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)
 - Freedom Aviation Private Limited (FAPL)
 - Highland Resorts Private Limited (HRPL)
 - J M Township Real Estate Private Limited (JMT)
 - Jayem Properties Private Limited (JPPL)
 - Jayem Realty Solutions Private Limited (JRSPL)
 - Peninsula Facility Management Services Private Limited (PFMS)
 - Peninsula Land Ltd (PLL)
 - Josmo Studio (JS)
 - NMRT Partners Communication and Consultancy LLP (SKM)
 - Pavurotti Finance and Investment Pvt Ltd (PFIPL)
 - Peninsula Facility Management Services Private Limited (PFMS)
 - Peninsula Land Limited (PLL)
 - Regal Leisure & Entertainment Private Limited (RLEPL)
 - White City Mercantile Company Private Limited (WMCPL)



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Details of transactions carried out with related parties:

(₹ in Lacs)

Sr No	Nature of Transactions	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	
		2015	2014	2015	2014	2015	2014
1	Sale of Service						
	AZB	-	-	11.98	-	11.98	-
		-	-	11.98	-	11.98	-
2	Interest Income						
	JRSPL	-	-	-	568.19	-	568.19
	WMCPL	-	-	-	304.84	-	304.84
		-	-	-	873.03	-	873.03
3	Rent and Other Charges for Office Building						
	JPPL	-	-	99.76	127.89	99.76	127.89
	AAAHT	-	-	110.00	131.54	110.00	131.54
		-	-	209.76	259.43	209.76	259.43
4	Maintenance Charges and Other Expenses						
	PFMS	-	-	-	3.23	-	3.23
		-	-	-	3.23	-	3.23
5	Directors Sitting Fees						
	JM	0.30	0.40	-	-	0.30	0.40
		0.30	0.40	-	-	0.30	0.40
6	Travelling Expenses						
	FCSPL	-	-	143.97	-	143.97	-
		-	-	143.97	-	143.97	-
7	Professional Fees Paid						
	FRL	-	-	6.35	6.71	6.35	6.71
	AZB	-	-	24.31	24.58	24.31	24.58
	SKM	-	-	37.60	84.91	37.60	84.91
		-	-	68.26	116.20	68.26	116.20
8	Remuneration Paid						
	AK	98.33	97.94	-	-	98.33	97.94
	HD	45.11	50.65	-	-	45.11	50.65
	AM	6.00	6.00	-	-	6.00	6.00
		149.44	154.59	-	-	149.44	154.59

(₹ in Lacs)

Sr No	Nature of Transactions	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	
		2015	2014	2015	2014	2015	2014
9	Commission paid to Managing Director						
	AK	8.17	15.54	-	-	8.17	15.54
		8.17	15.54	-	-	8.17	15.54
10	Compensation paid						
	PLL	-	-	-	46.50	-	46.50
		-	-	-	46.50	-	46.50
11	Sales Promotion Expenses						
	SKM	-	-	2.21	1.02	2.21	1.02
		-	-	2.21	1.02	2.21	1.02
12	Interest Paid						
	AMCPL	-	-	205.61	304.62	205.61	304.62
		-	-	205.61	304.62	205.61	304.62
13	Purchase of Goods						
	ATL	-	-	-	0.60	-	0.60
		-	-	-	0.60	-	0.60
14	Expenditure on CSR Activities						
	DF	-	-	119.74	-	119.74	-
		-	-	119.74	-	119.74	-
15	Loans Repaid						
	AMCPL	-	-	2,070.00	2,121.00	2,070.00	2,121.00
		-	-	2,070.00	2,121.00	2,070.00	2,121.00
16	Loans Taken (Received Back)					-	
	AMCPL	-	-	2,070.00	2,025.00	2,070.00	2,025.00
	WMCPL	-	-		(9,266.91)	-	(9,266.91)
		-	-	2,070.00	(7,241.91)	2,070.00	(7,241.91)
17	Loans Given						
	JMT	-	-	17.30	-	17.30	-
	FCSPL	-	-	641.59	-	641.59	-
	WMCPL	-	-	-	90.00	-	90.00
		-	-	658.89	90.00	658.89	90.00
18	Loan Received Back						
	FCSPL	-	-	245.00	-	245.00	-
		-	-	245.00	-	245.00	-



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in Lacs)

Sr No	Nature of Transactions	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	
		2015	2014	2015	2014	2015	2014
19	Advances Received Back						
	PFIPL	-	-	-	250.00	-	250.00
		-	-	-	250.00	-	250.00
20	Investment in Equity/ Preference Shares/ Debenture						
	JMT	-	-	-	258.75	-	258.75
	ZPL	-	-	-	59.66	-	59.66
		-	-	-	318.41	-	318.41
21	Dividend On Equity Shares Paid						
	JM	0.00	0.00	-	-	0.00	0.00
	UP	0.04	0.01	-	-	0.04	0.01
	KP	0.31	0.28	-	-	0.31	0.28
	HD	0.02	0.02	-	-	0.02	0.02
	HRPL	-	-	0.63	0.68	0.63	0.68
	AAJMT	-	-	78.03	78.03	78.03	78.03
	ADJMT	-	-	78.03	78.03	78.03	78.03
	ANJMT	-	-	78.03	78.03	78.03	78.03
		0.37	0.31	234.72	234.78	235.09	235.09
22	Acquisition of Fixed Assets (Including Advances)						
	JS	-	-	-	11.66	-	11.66
		-	-	-	11.66	-	11.66
23	Debenture Application Money Given/(Received Back)						
	JMT	-	-	1.00	54.85	1.00	54.85
		-	-	(12.10)	(32.00)	(12.10)	(32.00)
		-	-	(11.10)	22.85	(11.10)	22.85
24	ESOP Granted (nos. of options)						
	AK	9.00	4.46	-	-	9.00	4.46
	HD	1.80	1.93	-	-	1.80	1.93
		10.80	6.39	-	-	10.80	6.39

(₹ in Lacs)

Sr No	Nature of Transactions	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	
		2015	2014	2015	2014	2015	2014
25	Allotments of Equity Shares against ESOP Exercised (nos. of shares)						
	AK	7.71	3.25	-	-	7.71	3.25
	HD	2.93	1.00	-	-	2.93	1.00
		10.64	4.25	-	-	10.64	4.25
26	Reimbursement of Expenses						
	JPPL	-	-	10.77	4.54	10.77	4.54
		-	-	10.77	4.54	10.77	4.54
27	Advances Repaid/(Given)						
	SKM	-	-	-	(0.51)	-	(0.51)
	FAPL	-	-	-	14.30	-	14.30
		-	-	-	13.79	-	13.79
28	Security and Guarantee Taken						
	AAAHT	-	-	1,550.00	-	1,550.00	-
		-	-	1,550.00	-	1,550.00	-
29	Sharing of Resources / Infrastructures *						
	ATL	-	-	-	-	-	-
	DML	-	-	-	-	-	-
	PLL	-	-	-	-	-	-
	ZM	-	-	-	-	-	-
		-	-	-	-	-	-
	* Transactions are of non-monetary consideration.						
	Closing Balance as at 31 st March						
30	Professional Fees Payable						
	FRPL	-	-	1.38	1.30	1.38	1.30
		-	-	1.38	1.30	1.38	1.30
31	Loans Given (Incl. interest)						
	JMT	-	-	17.30	-	17.30	-
	FCSPL	-	-	2,243.44	1,846.84	2,243.44	1,846.84
		-	-	2,260.74	1,846.84	2,260.74	1,846.84



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in Lacs)

Sr No	Nature of Transactions	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	
		2015	2014	2015	2014	2015	2014
32	Sundry Creditors						
	PLL	-	-	46.86	46.86	46.86	46.86
	AAAHT	-	-	-	142.59	-	142.59
	JPPL	-	-	201.79	121.82	201.79	121.82
		-	-	248.65	311.27	248.65	311.27
33	Debenture Application Money Paid						
	JMT	-	-	-	11.10	-	11.10
		-	-	-	11.10	-	11.10
34	Trade Receivables						
	AZB	-	-	5.21	0.23	5.21	0.23
	PLL	-	-	239.00	239.00	239.00	239.00
		-	-	244.21	239.23	244.21	239.23
35	Other Receivable						
	JS	-	-	-	5.85	-	5.85
	SKM	-	-	-	0.51	-	0.51
	RLEPL	-	-	-	0.15	-	0.15
		-	-	-	6.51	-	6.51
36	Loan Payable (including Interest)						
	AMCPL	-	-	1,889.90	1,704.85	1,889.90	1,704.85
		-	-	1,889.90	1,704.85	1,889.90	1,704.85
37	Reimbursement Receivables						
	JMT	-	-	-	0.08	-	0.08
		-	-	-	0.08	-	0.08
38	Guarantee/Security Taken						
	AAAHT	-	-	6,850.00	5,300.00	6,850.00	5,300.00
	AAAHT / JPPL Jointly	-	-	5,000.00	5,000.00	5,000.00	5,000.00
		-	-	11,850.00	10,300.00	11,850.00	10,300.00

40 MAT CREDIT ENTITLEMENT

MAT Credit Entitlement of ₹ 2,167.61 Lacs (Previous Year : ₹ 2,377.90 Lacs) is based on future business projections of Company as projected by Management, and the same have been relied upon by the Auditors.

41 EARNINGS PER SHARE

(₹ In Lacs unless specified otherwise)

Particular	2015	2014
Net Profit/(Loss) after Tax	(2,277.14)	3,531.22
Weighted average number of Equity Shares used as denominator for Calculating Basic Earnings Per Share (Nos.)	2,295.84	2,271.71
Weighted average number of Equity Shares used as denominator for Calculating Diluted Earnings Per Share (Nos.)	2,296.14	2,286.23
Basic Earnings Per Share (₹)	(0.99)	1.55
Diluted Earnings Per Share (₹)	(0.99)	1.54
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.)	2,295.84	2,271.71
Add: Potential Equity Shares (refer note below)	0.29	14.52
Number of Shares used for calculating Diluted EPS (Nos.)	2,296.14	2,286.23

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.

42 PRIOR PERIOD ITEMS

(₹ in Lacs)

Particular	2015	2014
Prior Period expenses Debited in Statement of Profit & Loss consist of:		
a) Expenses Pertaining of Previous Year		
a) Repairs & Maintenance	21.35	5.09
b) Professional Fees	4.64	1.42
c) Other Expense	10.03	37.45
d) Advertisement Expenses and Sales Promotion	7.19	-
e) Employee Cost	1.39	0.21
f) Rent, Rates and Taxes	3.00	-
g) Interest	0.10	-
b) Income Pertaining of Previous Year		
a) Interest Received and Other Income	-	(1.97)
b) Previous Year Excess Provision Reversed	(12.24)	-
	35.46	42.20



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

43 OPERATING LEASE EXPENSES DISCLOSURE:

The Group has taken on Operating Lease, certain assets on non cancellable basis, the minimum future Lease Rentals Expenses are as follows

(₹ in Lacs)

Particular	2015	2014
Lease Rental Paid During the Year	497.95	684.80
TOTAL	497.95	684.80

The future minimum Lease Expense is as under:

(₹ in Lacs)

Particular	2015	2014
Upto 1 Year	220.23	459.47
1 Year to 5 Year	85.99	163.67
above 5 Year	-	-
TOTAL	306.22	623.14

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. Lease Rentals are charged on the basis of agreed terms.
- Additional amount of applicable taxes will be paid on these rentals as per the applicable rates existing at the time of receipts and payments.

44 Borrowing cost capitalized for the year amounts to ₹ Nil Lacs (Previous year ₹ 3,243.72 Lacs).

45 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.

46 FOREIGN CURRENCY EXPOSURE

Particulars of year end foreign currency exposure on loans denominated in foreign currency.

(₹ in Lacs)

Particulars	2015		2014	
	in USD	in ₹	in USD	in ₹
Hedged by derivatives or otherwise	-	-	-	-
Not hedged	20.40	1,276.83	25.00	1,496.58

47 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 unless specified otherwise)

Particulars	2015	2014
ASSETS		
Non Current Assets		
Fixed Assets	2,089.98	2,200.14
Long-Term Loans and Advances	64.25	186.25
Other Non-Current Assets	109.55	101.29
Current Assets		
Trade Receivables	76.35	81.13
Cash and Bank Balance	33.44	4.84
Short-Term Loans & Advances	40.98	20.43
Other Current Assets	-	16.42
LIABILITIES		
Non Current Liabilities		
Long-Term Borrowings	932.05	1,221.31
Deferred Tax Liabilities (Net)	434.66	330.99
Long-Term Provisions	5.60	3.81
Current Liabilities		
Short-Term Borrowings	2,243.43	1,781.35
Trade Payables	11.47	36.20
Other Current Liabilities	359.76	364.17
Short - Term Provisions	1.51	1.17
Income		
Revenue from Operations	523.13	790.87
Other Income	9.21	17.39
Expenses		
Employee Benefits Expenses	174.68	331.90
Finance Costs	120.57	574.59
Depreciation and Amortization Expenses	111.04	264.71
Other Expenses	470.74	843.46
Capital Commitments	-	0.26



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

48 ADDITIONAL INFORMATION, AS REQUIRED UNDER SCHEDULE III TO THE COMPANIES ACT, 2013, OF ENTERPRISES CONSOLIDATED AS SUBSIDIARY / ASSOCIATE / JOINT VENTURE

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)
	Parent				
	Delta Corp Limited	112.55%	86,106.55	-140.08%	3,189.73
	Indian Subsidiaries				
	Atled Technologies Private Limited	0.01%	6.77	0.01%	(0.31)
	Caravela Casino (Goa) Private Limited	0.00%	(1.71)	0.05%	(1.06)
	Daman Entertainment Private Limited	0.08%	59.15	-0.10%	2.27
	Daman Hospitality Private Limited	11.10%	8,492.94	133.21%	(3,033.44)
	Delta Lifestyle & Entertainment Private Limited	0.02%	16.93	-0.96%	21.88
	Delta Pleasure Cruise Company Private Limited	-3.07%	(2,351.02)	41.47%	(944.27)
	Highstreet Cruises & Entertainment Private Limited	15.67%	11,986.63	13.70%	(312.07)
	Marvel Resorts Private Limited	0.82%	627.38	0.34%	(7.71)
	Foreign Subsidiaries				
	Buddy Communication and Productions Pte Limited	0.02%	16.74	0.33%	(7.42)
	Delta Holdings (USA) Inc.	-	-	1.45%	(33.12)
	Delta Hospitality & Entertainment Mauritius Limited	3.70%	2,827.62	0.01%	(0.23)
	Delta Hotel Lanka Private Limited	3.45%	2,641.08	0.57%	(12.96)
	Delta Offshore Developer Limited	0.21%	157.53	25.06%	(570.55)
	Delta PAN Africa Limited	0.67%	511.62	-0.01%	0.29
	Delta Corp East Africa Ltd	2.14%	1,633.99	7.05%	(160.47)
	Interactive Gaming Sports Pvt Ltd (Consolidated)	1.81%	1,388.48	-	-
(a)	Adjustment arising out of Consolidation	-43.88%	(33,566.91)	20.17%	(459.22)
(b)	Minority Interest in all Subsidiaries	-3.19%	(2,440.50)	21.87%	(497.92)

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 Associate (Investment as per equity method)				
	Zeicast Pte Ltd (Associate Company)	-0.05%	(34.49)	0.04%	(0.95)
	Indian Joint venture (as per proportionate consolidation)				
	Freedom Charter Services Private Limited	-2.06%	(1,573.95)	19.56%	(445.47)
	TOTAL	100%	76,504.82	100%	(2,277.14)

49 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

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

Chetan Desai
Partner
Membership No. 017000

Mumbai, 17th April, 2015

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

Amit Desai
Partner
Membership No. 032926

For and on behalf of Board

Jaydev Mody	Chairman
Ashish Kapadia	Managing Director
Ravinder Jain	Director
Vrajesh Udani	Director
Rajesh Jaggi	Director
Homi Aibara	Director
Alpana Chinai	Director
Hardik Dhebar	Group CFO
Hitesh Kanani	Company Secretary



To the Members of DELTA CORP LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of Delta Corp Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and 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 Financial Statements

Management is responsible for the preparation of these 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 Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matter

Attention is invited to:-

1. Note No. 28 (iv) of the financial statements regarding search proceedings carried out by the tax authorities.



INDEPENDENT AUDITORS' REPORT

2. Note No. 39 (a) of the financial statements regarding adoption of fair value for the purpose of amalgamation.
3. Note No. 40 of the financial statements regarding accounting for amalgamation after the balance sheet date.
4. Note No. 44 of the financial statements regarding MAT Credit Entitlement of ₹ 2,015.81 Lacs which is based on the judgment of management.

Our opinion is not qualified in respect of the above matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;
 - e. on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.

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

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

Chetan Desai
Partner
Membership No. 17000
Place: Mumbai
Date: 28th May, 2014

Amit Desai
Partner
Membership No. 32926



[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the members of DELTA CORP LIMITED on the financial statements for the year ended March 31, 2014]

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets are verified by the management during the year and there is also a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed, no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the Company during the year.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification carried out at the end of the year.
- (iii) (a) The Company has granted loan to five companies covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 26,570.81 Lacs and the year-end balance of loans granted to such parties was ₹ 19,339.04 Lacs.
- (b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for such loans are, prima facie, not prejudicial to the interest of the Company.
- (c) The loans granted are repayable on demand. As informed, the Company has not demanded repayment of any such loan and interest during the year. Hence, due to such stipulation, we are unable to state about the regularity of principal and interest amount.
- (d) There is no overdue amount of loans granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- (e) The Company has taken loan from two companies covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 6,321.15 Lacs and the year-end balance of loans taken from such parties was ₹ 3,530.04 Lacs.
- (f) In our opinion, the rate of interest and other terms and conditions for such loans are prima facie, not prejudicial to the interest of the Company.
- (g) The loans taken are repayable on demand. As informed, the lender company has not demanded repayment of any such loan and interest during the year. Hence, due to such stipulation, we are unable to state about the regularity of repayment / payment of principal and interest amount.
- (iv) In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed continuing failure to correct major weakness in internal control system of the Company.



ANNEXURE TO INDEPENDENT AUDITORS' REPORT

- (v) (a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 that need to be entered into the register maintained under section 301 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements exceeding value of ₹ five Lacs have been entered into during the financial year at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) 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 meaning of Sections 58A and 58AA of the Act and the rules framed there under.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) The Central Government of India has prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act. However, during the year, there is no such construction activity carried out which is specified in Companies (Cost Accounting Records) Rules, 2011. Accordingly, the clause does not apply for the year.
- (ix) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed dues payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, except for income tax there are no dues outstanding of sales-tax, wealth-tax, service tax, customs duty, excise duty and cess which have not been deposited on account of any dispute. Dues outstanding of income tax are as follows:

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)
Income Tax Act, 1961	Income Tax	4.87	F.Y. 2009-10	Rectification u/s 154 is pending before the assessing officer
Income Tax Act, 1961	Income Tax	435.79	F.Y 2010-11	Rectification u/s 154 is pending before the assessing officer

- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.

- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans & advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause (xiii) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xiv) In respect of dealing/trading in shares, securities, debentures and other investments, in our opinion and according to the information and explanations given to us, generally the company did not deal or trade in it. However on short term basis, surplus funds were invested in mutual funds for which proper records have been maintained and timely entries have been made therein. The shares, securities and other investments have been held by the Company, in its own name.
- (xv) In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company, for loans taken by others from banks or financial institutions during the year, are not prejudicial to the interest of the Company.
- (xvi) In our opinion, the term loans have been applied for the purpose for which the loans were raised.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) According to the information and explanation given to us, the Company has made preferential allotment of shares to a party covered in the Register maintained under Section 301 of the Companies Act, 1956 under its ESOP scheme and the same is not prejudicial to the interest of the company.
- (xix) According to the information and explanations given to us, no debentures have been issued by the Company during the year.
- (xx) The Company has not raised money by way of public issue during the year.
- (xxi) 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 on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

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

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

Chetan Desai
Partner
Membership No. 17000
Place: Mumbai
Date: 28th May, 2014

Amit Desai
Partner
Membership No. 32926



BALANCE SHEET AS AT 31ST MARCH, 2014

(₹ in Lacs)

Particulars	Note No.	As at 31 st March, 2014		As at 31 st March, 2013	
EQUITY AND LIABILITIES					
Shareholders' Funds					
(a) Share Capital	2	2,275.77		2,268.52	
(b) Reserves & Surplus	3	79,297.94	81,573.71	67,809.46	70,077.98
Non-Current Liabilities					
(a) Long-Term Borrowings	4	8,811.93		18.78	
(b) Long-Term Provisions	5	142.09	8,954.02	15.90	34.68
Current Liabilities					
(a) Short-Term Borrowings	6	3,526.36		50.00	
(b) Trade Payables	7	504.94		21.79	
(c) Other Current Liabilities	8	3,562.22		105.95	
(d) Short - Term Provisions	9	2,305.38	9,898.90	1,020.73	1,198.46
TOTAL		100,426.63		71,311.12	
ASSETS					
Non-Current Assets					
(a) Fixed Assets	10				
i) Tangible Assets		22,072.82		132.24	
ii) Intangible Assets		9.60		-	
iii) Capital Work-in-Progress		95.03		-	
		22,177.45		132.24	
(b) Non-Current Investments	11	47,776.84		8,230.80	
(c) Deferred Tax Assets (Net)	12	529.43		87.40	
(d) Long-Term Loans and Advances	13	2,521.78		2,293.02	
(e) Other Non-Current Assets	14	477.77	73,483.27	-	10,743.46
Current Assets					
(a) Current Investments	15	-		2.76	
(b) Inventories	16	1,214.02		9.04	
(c) Trade Receivables	17	435.68		524.68	
(d) Cash and Bank Balances	18	2,874.02		165.36	
(e) Short-Term Loans & Advances	19	21,475.81		49,677.12	
(f) Other Current Assets	20	943.83	26,943.36	10,188.70	60,567.66
TOTAL		100,426.63		71,311.12	
Significant Accounting Policies and Notes to the Financial Statements					
	1-46				

As Per Our Report of Even Date

For Haribhakti & Co.
Chartered Accountants

Chetan Desai
Partner

Place : Mumbai
Date : 28th May, 2014

For Amit Desai & Co
Chartered Accountants

Amit Desai
Partner

For and on behalf of Board of Directors

Jaydev Mody
Ashish Kapadia
Mahesh Gupta
Rajeev Piramal
Rajesh Jaggi
Homi Aibara
Hardik Dhebar
Hitesh Kanani

Chairman
Managing Director
Director
Director
Director
Group CFO
Company Secretary

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014



(₹ in Lacs)

Particulars	Note No.	Year Ended 31 st March, 2014	Year Ended 31 st March, 2013
INCOME:			
Revenue from Operations	21	11,704.52	3,895.33
Other Income	22	4,960.48	2,644.88
Total Revenue		16,665.00	6,540.21
EXPENSES:			
Cost of Material Consumed/Inventory Sold	23	1,559.21	2,590.15
Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	24	(1,036.90)	894.79
Employee Benefits Expenses	25	1,987.10	459.65
Finance Costs	26	1,337.32	33.58
Depreciation and Amortization Expenses	10	545.48	35.70
Other Expenses	27	4,895.87	377.82
Total Expenses		9,288.08	4,391.70
Profit Before Exceptional and Extraordinary Items and Tax		7,376.92	2,148.51
Exceptional Items	41	122.06	516.27
Profit Before Extraordinary Items and Tax		7,498.98	2,664.78
Extraordinary Items		-	-
Profit Before Tax		7,498.98	2,664.78
Tax Expenses			
- Current Tax		1,910.00	504.40
- MAT Credit Entitlement		(197.67)	-
- Deferred Tax		(442.03)	(5.46)
- Earlier Years Tax Adjustments		8.17	3.84
Total Tax Expenses		1,278.47	502.79
Profit After Tax		6,220.51	2,161.99
Prior Period items	36	(7.14)	-
Net Profit for the Year		6,213.37	2,161.99
Earnings Per Equity Share (Nominal Value of ₹ 1/- each)	37		
- Basic		2.74	0.93
- Diluted		2.72	0.92
Significant Accounting Policies and Notes to the Financial Statements	1-46		

As Per Our Report of Even Date

For Haribhakti & Co.
Chartered Accountants

Chetan Desai
Partner

Place : Mumbai
Date : 28th May, 2014

For Amit Desai & Co
Chartered Accountants

Amit Desai
Partner

For and on behalf of Board of Directors

Jaydev Mody
Ashish Kapadia
Mahesh Gupta
Rajeev Piramal
Rajesh Jaggi
Homi Aibara
Hardik Dhebar
Hitesh Kanani

Chairman
Managing Director
Director
Director
Director
Group CFO
Company Secretary



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2014	Year Ended 31 st March, 2013
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Extraordinary Items	7,498.98	2,664.78
Adjustments for:		
Employee Stock Compensation Expenses	364.17	290.11
Exceptional Items	(122.06)	(516.27)
Depreciation & Amortization	545.48	35.70
Loss on Sale of Fixed Assets	0.22	-
Provision for Employee Benefit	126.09	2.94
Finance Costs	1,337.32	33.58
Interest Income	(2,280.59)	(507.34)
Dividend Income	(2,203.92)	(1,929.04)
(Profit)/Loss on Sales of Investment	-	(0.14)
Sundry Balance Written Off / (Written Back)	10.95	0.08
Prior Period Expenses	(7.14)	-
Provision for Doubtful Recovery	13.27	-
Operating Profit before Working Capital Changes	5,282.77	74.41
Adjustments For :		
Inventories	(133.62)	894.79
Trade and Other Receivables	339.90	2,184.94
Loans & Advances	(36,454.56)	2,939.13
Trade Payables	159.76	(1.77)
Other Liabilities	(2,973.70)	(169.50)
Cash Generated From Operations	(33,779.46)	5,921.99
Taxes Paid (Net of Refund)	(991.46)	(152.92)
Net Cash Generated From Operating Activities (a)	(34,770.92)	5,769.07
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(1,582.20)	(30.42)
Purchase of Fixed Assets (Capital Work in Progress)	1,144.33	2,427.40
Sales of Fixed Assets	0.16	9.69
Dividend Income	2,203.92	1,929.04
Interest Income	2,280.59	507.34
Inter Corporate Deposits and Advances to Subsidiary Companies	38,193.46	(16,974.51)
Purchase of Shares of Subsidiary Companies	(5,810.28)	(128.18)
Other Current Investments	(4,646.75)	(23,177.71)
Sale of Investments and Mutual Fund	11,889.58	24,929.11
Net Cash Flow From Investing Activities (b)	43,672.81	(10,508.24)

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2014	Year Ended 31 st March, 2013
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds From Issuance of ESOP Shares	217.50	489.66
Redemption of Preference Share Capital	-	(1,223.85)
Finance Costs	(1,222.36)	(33.58)
Dividend Paid	(567.13)	(937.42)
Dividend Distribution Tax Paid	-	(152.07)
(Increase)/ Decrease in Unclaimed Dividend	(1.99)	(59.26)
Proceeds From Long Term Borrowings	1,499.84	19.64
Repayment of Long Term Borrowings	(579.58)	(466.10)
Repayment of Short Term Borrowings	(6,319.07)	50.00
Net Cash Flow from Financing Activities (c)	(6,972.79)	(2,312.98)
Increase/ (Decrease) in Cash and Cash Equivalents (a+b+c)	1,929.10	(7,052.15)
Cash & Cash Equivalents as at Beginning of Year	106.10	7,158.26
Add: On Amalgamation	777.57	-
Cash & Cash Equivalents as at End of the Year	2,812.77	106.10
Cash and Cash Equivalent includes		
Cash in Hand	865.86	4.02
Balance with Banks		
- In Current Accounts	1,945.74	102.08
- In Fixed Deposit Accounts (less than 3 months)	1.17	-

Notes:

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

As Per Our Report of Even Date

For Haribhakti & Co.
Chartered Accountants

Chetan Desai
Partner

Place : Mumbai
Date : 28th May, 2014

For Amit Desai & Co
Chartered Accountants

Amit Desai
Partner

For and on behalf of Board of Directors

Jaydev Mody
Ashish Kapadia
Mahesh Gupta
Rajeev Piramal
Rajesh Jaggi
Homi Aibara
Hardik Dhebar
Hitesh Kanani

Chairman
Managing Director
Director
Director
Director
Group CFO
Company Secretary



NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Preparation of Financial Statements

The financial statements are prepared under the historical cost convention, on accrual basis and in accordance with the generally accepted accounting principles in India ("GAAP"), and comply with the accounting standards specified in the Companies (Accounting Standards) Rules 2006, issued by the Central Government and the applicable relevant provisions of the Companies Act, 1956.

b) Revenue Recognition

- i) Sale of Services are recognized when the full / complete services have been provided. Sales are stated at contractual realizable value. 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.
- 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) Sale comprise sale of food and beverages, allied services relating to entertainment and hospitality operations. Sale and Services are stated exclusive of taxes.
- iv) Interest income is generally recognized on a time proportion method.
- v) Dividend income is recognized when the right to receive dividend is established.
- vi) Claims for price variation/exchange rate variation in case of contracts are accounted for on acceptance.
- vii) Rent income is accounted on accrual basis.

c) Fixed 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 relates 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.

d) Depreciation

Depreciation is provided on written down value (WDV) method as prescribed in Schedule XIV of the Companies Act, 1956 except on fixed assets directly pertaining to Casino and Hospitality business where depreciation is charged on straight Line Method (SLM). Depreciation is provided from the date of acquisition till the date of sale / disposal of assets.

e) 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.

f) Inventories

- i) Inventories are valued at lower of cost or net realizable value on FIFO basis.
- 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.
- v) 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.
- vi) Stores and Spares once issued from Stores are treated as consumed and charged to Profit & Loss.

g) 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.

h) 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 profit and loss account.
- 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 Profit and Loss Account.
- 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.

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) 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.



NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

k) 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 relevant tax regulations applicable to the Company.

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.

l) 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 has recognised in prior accounting period is reversed if there has been a change in the estimate of recovery amount.

m) 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 terms.

n) 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 / fair value 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 uniformly over the vesting period of the options. The surrendered or lapsed options will be eligible for re-issue.

o) 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 st March, 2014		As at 31 st March, 2013	
	No.	₹ in Lacs	No.	₹ in Lacs
2 SHARE CAPITAL				
Authorised Shares:				
Equity Shares of ₹ 1/- each	420,500,000	4,205.00	350,000,000	3,500.00
10% Non Cumulative Redeemable Preference Shares of ₹ 10/- each	1,000,000	100.00	1,000,000	100.00
8% Non Cumulative Redeemable Preference Shares of ₹ 10/- each	13,000,000	1,300.00	13,000,000	1,300.00
TOTAL	434,500,000	5,605.00	364,000,000	4,900.00
Issued, Subscribed And Fully Paid-Up:				
Equity Shares of ₹ 1/- each	227,576,504	2,275.77	226,851,504	2,268.52
TOTAL	227,576,504	2,275.77	226,851,504	2,268.52

a) Reconciliation of the Shares at the beginning and at the end of the reporting period:

Particulars	As at 31 st March, 2014		As at 31 st March, 2013	
	No.	₹ in Lacs	No.	₹ in Lacs
Equity Shares				
At the Beginning of the Year	226,851,504	2,268.52	225,592,854	2,255.93
ESOP Issued During the Year	725,000	7.25	1,258,650	12.59
Outstanding at the End of the Year	227,576,504	2,275.77	226,851,504	2,268.52
8% Non Cumulative Redeemable Preference Shares				
At the Beginning of the Year	-	-	12,238,535	1,223.85
Redemption During the Year	-	-	(12,238,535)	(1,223.85)
Outstanding at the End of the Year	-	-	-	-

b) Equity Shares issued by the Company without payment being received in cash

Particulars	Year (Aggregate No. of Shares)				
	2009-10	2010-11	2011-12	2012-13	2013-14
Equity Shares - Fully Paid Up:					
Pursuant to contract (Merger) without payment being received in cash	NIL	NIL	1,674,665	NIL	NIL



NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

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 recommend the declaration of dividends for the year 2014 @ 25% (2013: 25%).

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) Terms/Rights Attached to Preference Shares

Preference share carried dividend @ 8% p.a. The Company declares and pays dividends in Indian rupees. Preference shares did not carried any voting rights.

Preference share holder has exercised redemption option and accordingly all Preference shares were redeemed on 19th November, 2012 along with pro-rata dividend till the date of redemption.

e) Details of Shareholders Holding More Than 5% shares in Company

Equity Shares	As at 31 st March, 2014		As at 31 st March, 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Aryanish Finance and Investments Private Limited *	31,213,340	13.72	31,213,340	13.76
Bayside Property Developers Private Limited *	31,213,340	13.72	31,213,340	13.76
Delta Real Estate Consultancy Private Limited *	31,213,341	13.72	31,213,341	13.76
IDBI Trusteeship Services Limited (India Advantage Fund)	8,127,799	3.57	13,835,862	6.10
*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.				

(₹ in Lacs)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
3 RESERVES & SURPLUS		
a) Capital Redemption on Amalgamation		
Opening Balance	1,040.98	1,040.98
(+) Addition During the Year	5,595.25	-
(-) Written Back in Current Year	-	-
Closing Balance	6,636.23	1,040.98
b) Capital Redemption Reserves		
Opening Balance	1,404.88	181.03
(+) Current Year Transfer	-	1,223.85
(-) Written Back in Current Year	-	-
Closing Balance	1,404.88	1,404.88
c) Securities Premium Account		
Opening Balance	49,448.04	48,614.63
(+) Addition During the Year	269.34	833.41
(-) Written back During the Year	-	-
Closing Balance	49,717.38	49,448.04
d) Foreign Currency Translation Reserve		
Opening Balance	250.25	237.78
(+) Current Year Transfer	(320.94)	12.48
Closing Balance	(70.68)	250.25
e) Share Options Outstanding Account		
Opening Balance	118.18	1,984.73
(+) Current Year Transfer	340.53	-
(-) Written Back in Current Year	59.09	1,866.55
Closing Balance	399.62	118.18
f) Deferred Employee Compensation		
Opening Balance	(74.95)	(1,359.02)
(+) Current Year Transfer	(373.22)	-
(-) Written Back in Current Year (Net)	(396.85)	1,284.07
Closing Balance	(51.32)	(74.95)
g) General Reserves		
Opening Balance	4,500.08	5,498.93
(+) Current Year Transfer	621.34	225.00
(-) Transfer to Capital Redemption Reserve	-	1,223.85
Closing Balance	5,121.42	4,500.08



NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
h) Surplus		
Opening Balance	11,122.01	9,909.00
(+) Net Profit/(Net Loss) For the Current Year	6,213.37	2,161.99
(-) Transferred To General Reserves	621.34	225.00
(-) Interim Dividends On Preference Shares	-	55.79
(-) Proposed Dividends On Equity Shares	568.94	567.13
(+) Dividends Distribution Tax Written Back*	92.00	-
(-) Dividends Distribution Tax	96.69	101.06
Closing Balance	16,140.41	11,122.01
TOTAL	79,297.94	67,809.46

*Dividend for Financial Year 2012-13 were paid out of Dividend received from Foreign Subsidiary and accordingly provision of Dividend Distribution Tax adjusted as allowed under Section 115 O (1a) of the Income Tax Act, 1961.

(₹ in Lacs)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
4 LONG-TERM BORROWINGS		
Secured Borrowings :		
From Bank (Refer Note A)	8,786.63	-
Vehicle Loan (Refer Note B)	25.30	18.78
TOTAL	8,811.93	18.78

NOTE A:

Terms of Loan Repayment are :

i) From Bank 1 :	3,236.63	-
Outstanding balance as at balance sheet date carries interest 13% p.a. is repayable over a period of 39 to 46 months in varying monthly installments		
Loan is secured by way of hypothecation of Ship at Goa and exclusive charge by way of hypothecation of all Plant and Machinery, Furniture and Fixture installed on the Ship and mortgage of Immoveable Property at Mumbai owned by Promoter's Beneficiary Trust.		
ii) From Bank 2 :	5,550.00	-
Outstanding balance as at balance sheet date carries interest between 12.60% to 12.85 % p.a. is repayable over a period of 22 Quarter in varying Quarterly installments		
Loan is 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 and charge on the receivable from the said property.		
	8,786.63	-

(₹ in Lacs)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
NOTE B:		
i) From Bank :	11.54	18.78
Outstanding balance as at balance sheet date carries Interest @ 10.26% p.a. and Secured by way of hypothecation of a Motor Vehicle.		
ii) From Financial Institution :	13.76	-
Outstanding balance as at balance sheet date carries Interest @ 10.26% p.a. and Secured by way of hypothecation of a Motor Vehicle.		
	25.30	18.78
5 LONG-TERM PROVISIONS		
Provision for Employee Benefits (Unfunded) :		
Gratuity	86.88	14.31
Leave Encashment	55.21	1.59
TOTAL	142.09	15.90
6 SHORT-TERM BORROWINGS		
Unsecured Borrowings:		
Loans from Related Parties	3,526.36	50.00
(Repayable on demand carries interest @ 8.50% p.a.)		
TOTAL	3,526.36	50.00
7 TRADE PAYABLES		
Micro, Small and Medium Enterprises	0.95	-
Others	503.99	21.79
TOTAL	504.94	21.79

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 given next page:



NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
The principal amount remaining unpaid at the end of the year	0.95	-
The interest amount remaining unpaid at the end of the year	-	-
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	-	-
8 OTHER CURRENT LIABILITIES		
a) Current Maturities of Long-Term Borrowings:		
- From Bank	2,282.04	-
- From Others	4.45	6.54
b) Interest Accrued But Not Due on Borrowings	0.08	1.19
c) Interest Accrued and Due on Borrowings	3.67	-
d) Income Received in Advance	35.20	6.85
e) Investor Education and Protection Fund will be credited by following amounts (as and when due)		
- Unclaimed Dividends	61.26	59.26
f) Duties & Taxes	515.99	27.56
g) Statutory Dues	30.32	0.56
h) Employee Benefits	144.18	3.80
i) Expense Payables	30.30	0.18
j) Book Overdraft	40.07	-
k) Payable Against Capital Assets	414.66	-
TOTAL	3,562.22	105.95
9 SHORT TERM PROVISIONS		
(a) Provision for Employee Benefits (Unfunded):		
Provision for Gratuity	15.88	1.14
Provision Leave Encashment	12.22	0.45
(b) Other Provision:		
Provision for Taxation (Net of Advance Tax of ₹ 1,255.30 Lacs (Previous Year : ₹ 450.69 Lacs))	1,611.57	359.81
Provision for Wealth Tax	0.07	0.20
Proposed Dividend on Equity Shares	568.94	567.13
Dividend Distribution Tax on Proposed Dividend	96.69	92.00
TOTAL	2,305.38	1,020.73

10 TANGIBLE ASSETS

(₹ in Lacs)

Particulars	Land	Building	Plant & Machinery	Furniture & Fixtures	Paintings	Vehicles	Office Equipment	Computers	Gaming Equipment	Boat	Total
Gross Block											
Cost or Valuation at 1 st April, 2012	-	-	7.92	160.35	-	182.81	37.58	20.97	-	-	409.62
Additions	-	-	-	0.34	-	30.08	-	-	-	-	30.42
Disposals	-	-	-	(17.36)	-	-	-	(0.69)	-	-	(18.05)
As at 31 st March, 2013	-	-	7.92	143.32	-	212.88	37.58	20.28	-	-	421.99
As at 1 st April, 2013	-	-	7.92	143.32	-	212.88	37.58	20.28	-	-	421.99
Additions on account of Amalgamation	2,800.00	4,499.64	2,222.45	2,512.75	-	-	463.93	315.86	897.44	7,197.44	20,909.52
Additions	-	-	138.84	81.57	6.53	23.98	19.67	5.32	1,111.86	188.09	1,575.85
Disposals	-	-	-	-	-	-	(0.40)	-	-	-	(0.40)
As at 31 st March, 2014	2,800.00	4,499.64	2,369.20	2,737.65	6.53	236.86	520.78	341.46	2,009.31	7,385.52	22,906.95
Depreciation											
As at 1 st April, 2012	-	-	5.78	99.68	-	116.59	22.02	18.35	-	-	262.42
Charge for the year	-	-	0.29	10.99	-	21.20	2.16	1.05	-	-	35.70
Disposals	-	-	-	(7.75)	-	-	-	(0.61)	-	-	(8.37)
As at 31 st March, 2013	-	-	6.07	102.92	-	137.79	24.18	18.79	-	-	289.75
As at 1 st April, 2013	-	-	6.07	102.92	-	137.79	24.18	18.79	-	-	289.75
Charge for the year	-	73.69	57.01	139.34	0.47	21.81	24.39	28.20	64.52	134.98	544.40
Disposals	-	-	-	-	-	-	(0.01)	-	-	-	(0.01)
As at 31 st March, 2014	-	73.69	63.09	242.26	0.47	159.60	48.56	46.99	64.52	134.98	834.14
Net Block											
As at 31 st March, 2013	-	-	1.85	40.41	-	75.09	13.40	1.49	-	-	132.24
As at 31 st March, 2014	2,800.00	4,425.95	2,306.12	2,495.39	6.06	77.26	472.22	294.47	1,944.79	7,250.55	22,072.82





NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

10. INTANGIBLE ASSETS

(₹ in Lacs)

Particulars	Total
Gross Block	
Cost or Valuation at 1 st April, 2012	-
Additions	-
Disposals	-
As at 31 st March, 2013	-
As at 1 st April, 2013	-
Additions on account of Amalgamation	4.33
Additions	6.35
Disposals	-
As at 31 st March, 2014	10.68
Depreciation	
As at 1 st April, 2012	-
Charges for the Year	-
Disposals	-
As at 31 st March, 2013	-
As at 1 st April, 2013	-
Charge for the Year	1.08
Disposals	-
As at 31 st March, 2014	1.08
Net Block	
As at 31 st March, 2013	-
As at 31 st March, 2014	9.60

Capital Work in Progress

Particulars	Opening	Additions	Deductions	Closing
As at 31 st March, 2013	2,427.40	297.68	(2,725.08)	-
As at 31 st March, 2014	-	95.03	-	95.03

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹ (unless stated otherwise)	As at 31 st March, 2014	As at 31 st March, 2013
11 NON CURRENT INVESTMENTS					
1 Trade Investments					
(A) Unquoted Fully Paid Equity Shares					
(i) Investments in Subsidiary Companies					
Delta Pan Africa Limited **	889,143	889,143	Kshs 1000	1,542.55	5,397.60
Delta Holding (USA) Inc.	100,000	100,000	US\$ 10	428.20	428.20
Delta Adventure & Entertainment Private Limited *	-	10,000	10	-	1.00
Delta Leisure & Entertainment Private Limited *	-	10,000	10	-	1.00
Delta Hospitality & Leisure Private Limited*	-	9,700	10	-	0.97
Delta Pleasure Cruise Company Private Limited	2,218,500	2,218,500	10	289.87	289.87
Delta Offshore Developers Limited	1,200	1,200	US\$ 100	54.20	54.20
Delta Lifestyle & Entertainment Private Limited	30,610	-	10	3.06	-
Daman Entertainment Private Limited	13,731	13,731	10	100.00	100.00
Atled Technologies Private Limited	8,000	-	10	-	-
Caravela Casino (Goa) Private Limited	10,000	-	10	-	-
Highstreet Cruises and Entertainment Private Limited	15,000,000	-	10	13,470.00	-
Marvel Resorts Private Limited	5,000	-	10	310.76	-
Daman Hospitality Private Limited	33,471,667	-	10	12,956.88	-
Delta Hospitality & Entertainment Mauritius Limited	1,200	-	US\$ 100	1,216.48	-
Interactive Gaming and Sports Pty Limited	2,167	-		268.02	-
Gross Value				30,640.03	6,272.85
Provision for Diminution in Investment value				(268.02)	-
Net Value				30,372.01	6,272.85
(ii) Other Companies					
J M Township & Real Estate Private Limited	175,000	-	10	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					
Advani Hotels and Resorts India Limited	16,453,783	-	2	9,253.61	-
Peninsula Land Limited	48,000	-	2	2.64	-
(C) Unquoted, Fully Paid, 0% Optionally Convertible Redeemable Preference Shares of Subsidiary Companies					
Delta Offshore Developers Limited	500	36,050	US\$ 100	29.88	1,953.04
Delta Hospitality and Entertainment Mauritius Limited	36,200	-	US\$ 100	2,163.24	-
Atled Technologies Private Limited	250,000	-	10	-	-
Marvel Resorts Private Limited	250,000	-	10	4,820.00	-



NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹ (unless stated otherwise)	As at 31 st March, 2014	As at 31 st March, 2013
(D) Unquoted, Fully Paid, 0% Optionally Convertible Redeemable Debenture of Other Company					
JM Township and Real Estate Private Limited	9,657,500	-	10	965.75	-
(E) Unquoted, Fully Paid, Fully Convertible Debentures of Subsidiary Company					
Daman Hospitality Private Limited - FCD C	1,710,495	-	10	15.00	-
2 Non Trade Investments					
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	2500	-	10	0.25	-
ii) Quoted Fully Paid Equity Shares					
Piramal Enterprise Limited	433	-	2	0.10	-
Victoria Mills Limited	40	-	100	0.02	-
Arrow Textiles Limited	2	-	10	0.00	-
Piramal Glass Limited #	19	-	10	-	-
Piramal Phytocare Limited (Formerly known Piramal Life Science Limited) #	42	-	10	-	-
# Issued free of Cost against holding of shares of Piramal Enterprises Limited					
TOTAL				47,776.84	8,230.80

* Amalgamated with Delta Corp Limited w.e.f. 01.04.2013

** During the year, Company has received partial liquidation proceeds of ₹ 5,401.16 Lacs from Overseas Subsidiary Company (in liquidation). Partial amount of ₹ 3,855.05 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.

Particulars	As at 31 st March, 2014		As at 31 st March, 2013	
	Book Value	Market Value	Book Value	Market Value
Aggregate Amount of Quoted Investments	9,256.37	5,917.12	-	-
Aggregate Amount of Unquoted Investments	38,788.49	-	8,230.80	-
Aggregate Provision for Diminution in the value of Investments	268.02	-	-	-

12 DEFERRED TAX

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 31st March, 2014 are as follows:

(₹ in Lacs)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
Deferred Tax Liability:		
Difference between Book and Tax Depreciation	-	-
(A)	-	-
Deferred Tax Asset:		
Difference between Book WDV and Tax Depreciation	224.77	23.60
Expenses Disallowed under The Income Tax Act, 1961	89.20	22.31
Carry Forward Losses	215.46	41.49
(B)	529.43	87.40
Net Deferred Tax Liability/(Assets) (A-B)	(529.43)	(87.40)
13 LONG-TERM LOANS AND ADVANCES		
(a) Capital Advances		
Unsecured, Considered Good	135.54	-
(b) Security Deposits		
Unsecured, Considered Good	26.50	50.00
(c) Other Loans and advances		
Unsecured, Considered Good	668.94	730.23
(d) MAT Credit Entitlement	1,690.81	1,512.79
TOTAL	2,521.78	2,293.02
14 OTHER NON CURRENT ASSETS		
Fixed Deposits for more than 12 months (under lien)	450.15	-
Interest Accrued on Fixed Deposits	27.62	-
TOTAL	477.77	-



NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹ (unless stated otherwise)	As at 31 st March, 2014	As at 31 st March, 2013
15 CURRENT INVESTMENT					
Investment in Equity instruments					
Quoted Fully Paid up Share					
(a) Trade Investments (at cost)					
Peninsula Land Limited	-	48,000	2	-	2.64
(b) Non Trade Investments (at cost)					
Piramal Healthcare Limited	-	433	2	-	0.10
Victoria Mills Limited	-	40	100	-	0.02
Arrow Textiles Limited	-	2	10	-	0.00
Piramal Glass Limited*	-	19	10	-	-
Piramal Phytocare Limited * (Formerly known Piramal Life Science Limited)	-	42	10	-	-
* Issued free of Cost against holding of shares of Piramal Enterprise Limited					
TOTAL				-	2.76

(₹ in Lacs)

Particulars	As at 31 st March, 2014		As at 31 st March, 2013	
	Book Value	Market Value	Book Value	Market Value
Aggregate Amount of Quoted Investments	-	-	2.76	20.87
Aggregate Amount of Unquoted Investments	-	-	-	-

(₹ in Lacs)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
16 INVENTORIES		
(Valued at Cost or Net Realizable Value whichever is lower)		
Traded Goods	1,045.93	9.04
Stores and Spares	168.09	-
TOTAL	1,214.02	9.04
17 TRADE RECEIVABLES		
(Unsecured and Considered Good unless stated otherwise)		
Outstanding for a Period Exceeding Six Months from the Date they are Due for Payment		
- Considered Good	239.00	247.18
- Considered Doubtful	8.18	-
Provision for Doubtful Trade Receivables	(8.18)	-
	239.00	247.18
Others		
- From Related Parties	-	277.50
- From Other Parties	196.68	-
	196.68	277.50
TOTAL	435.68	524.68
18 CASH AND BANK BALANCES		
(a) Cash and Cash Equivalent		
Balance with Banks		
- On Current Account	1,945.74	102.08
- Deposit with Maturity (less than 3 months)	1.17	-
Cash on Hand	865.86	4.02
(b) Other Bank Balance		
Unclaimed Dividend Accounts	61.26	59.26
TOTAL	2,874.02	165.36



NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
19 SHORT-TERM LOANS AND ADVANCES		
(a) Unsecured, Considered Good		
Loans and Advances to Related Parties		
Inter Corporate Deposit & Other Advances	18,332.71	47,080.04
Advances for Property	32.30	870.50
Loans and Advances to Others	802.73	830.55
Balances with Statutory/Government Authorities	741.86	-
Deposits	9.12	1.69
Loan to Employee	0.23	-
Prepaid Expenses	493.26	-
MAT Credit Entitlement	325.00	295.32
Other Advances	70.26	-
Advance Tax - (Net of Tax Provision of ₹ 3,530.23 Lacs (Previous Year ₹ 4,382.11 Lacs))	668.33	599.03
	21,475.81	49,677.12
(b) Unsecured, Considered Doubtful		
Loans and Advances to Related Parties	1,152.92	-
Other Advances	5.09	15.02
	1,158.01	15.02
Provision for Doubtful Advances	(1,158.01)	(15.02)
	-	-
TOTAL	21,475.81	49,677.12
20 OTHER CURRENT ASSETS		
Debenture Application Money	458.51	10,188.70
Fixed Assets Held for Sale	201.26	-
Interest Receivable on ICD	284.06	-
TOTAL	943.83	10,188.70

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2014	Year Ended 31 st March, 2013
21 REVENUE FROM OPERATIONS		
Sale of Goods	656.28	3,754.08
Sale of Services	11,048.23	141.24
TOTAL	11,704.52	3,895.33
22 OTHER INCOME		
Interest Received on :		
- Inter Corporate Deposits	2,171.69	430.18
- Fixed Deposit with Bank	25.63	30.92
- Income Tax Refund	83.27	46.24
Dividend Income from :		
- Current Investments	36.84	226.93
- Non Current Investments	2,167.08	1,702.11
Exchange Fluctuation Gain	456.06	64.02
Profit On Sale of Future And Options	-	142.16
Profit On Sale of Investment	-	0.14
Miscellaneous Income	19.91	2.18
TOTAL	4,960.48	2,644.88
23 COST OF MATERIAL / INVENTORY SOLD		
Transfer Under Scheme of Amalgamation	1,007.83	-
Transfer from Capital Working in Progress	-	2,590.15
Purchase of Traded Goods	551.37	-
TOTAL	1,559.21	2,590.15
24 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE		
Opening Stock	9.04	903.83
Less : Closing Stocks	1,045.93	9.04
TOTAL	(1,036.90)	894.79
25 EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages & Bonus	1,323.92	156.31
Managing Director's Commission	15.54	5.42
Contribution to Provident & Other Funds	85.21	3.42
Gratuity Fund & Leave Expenses	132.89	3.50
Employee Compensation Expenses	364.17	290.11
Staff Welfare Expenses	65.38	0.88
TOTAL	1,987.10	459.65



NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2014	Year Ended 31 st March, 2013
26 FINANCE COSTS		
Interest Expenses	1,272.36	31.38
Other Borrowing Costs	64.96	2.20
TOTAL	1,337.32	33.58
27 OTHER EXPENSES		
Advertisement Expenses	144.10	17.06
Payment to Auditors	32.64	22.61
Conveyance Expense	21.08	10.15
Charity and Donation	7.65	-
Director Sitting Fees	3.02	3.16
Compensation	46.50	-
Insurance Charges	31.64	3.68
Legal & Professional Fees	426.01	50.99
Loss on Sale of Fixed Assets	0.22	-
Miscellaneous & General Expenses	138.38	7.70
Amalgamation Expenses	31.01	-
Postage & Telephone	44.29	38.22
Power and Fuel	622.92	1.80
Printing And Stationery	39.90	25.80
Property Tax	-	8.73
Penalty Charges	6.80	-
Rates & Taxes	1,921.34	1.92
Rent	300.56	141.24
Repairs & Maintenance:		
- For Building	14.35	25.01
- For Machinery	175.92	-
- For Others	39.01	8.02
Sales Promotion Expenses	279.23	4.32
Sundry Balance Written off	10.95	-
Provision made for Doubtful Recovery	13.27	-
Travelling & Hotel Expenses	439.47	-
Vehicle Expenses	105.61	7.41
TOTAL	4,895.87	377.82

28 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ in Lacs)

Particulars	As at 31 st March	
	2014	2013
(i) Contingent Liabilities		
(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	146.22	146.22
(b) Guarantees		
- Corporate Guarantees given for Credit facilities taken by Subsidiary Companies	15,836.54	22,825.15
- Guarantees given by the Company's Banker in the normal course of business	566.17	-
(c) Other money for which the Company is contingently liable for litigation matter - Bond given to Custom Authority	3,580.75	-
	20,129.69	22,971.37
(ii) Commitments		
Estimated Amount of Contracts Remaining to be Executed on Capital Account and not Provided for in respect of Capital Assets (Net of Advances paid)	80.43	-
	80.43	-

- (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 ₹ 3,675.32 Lacs (Previous Year : ₹ Nil). Non fulfillment of 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.

- (iv) Subsequent to the balance sheet date, there was a search action at the premises of the Company under section 132 of the Income Tax Act, 1961. Proceedings related to it are yet not concluded. Hence, with regard to the said matter, tax liability, if any, which is not quantifiable, is not provided in the books of accounts. Tax & related consequential amounts, if any, will be provided on completion of the proceedings.

29 SEGMENT DISCLOSURES

As per Accounting Standard (AS) 17 - "Segment Reporting", segment information has been provided under notes to Consolidated Financial Statements.



NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

30 EMPLOYEE STOCK OPTION PLAN

- i. During the Financial Year 2013-14 and 2010-11, the Company has granted Employee Stock Options to Employees of the Company and Subsidiaries.

- ii. Salient 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. The option granted in financial year 2010-11 shall vest in four equal installments. The option granted in financial year 2013-14 shall vest in one installment only. Details of options granted during the financial year 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 ₹	Vesting Period	Vesting Installment
		BSE	NSE			
8 th July, 2010	29,00,000	38.15	38.15	30	8 th July, 2014	Four equal installment
30 th November, 2010	33,00,000	106.60	106.70	51	30 th November 2014**	Four equal installment
9 th May, 2013	2,714,335	65.60	65.75	52	9 th May, 2014	One installment

** Out of ESOP option granted in November, 2010, employees of the Company and Subsidiary Companies have surrender their un-exercised rights of ESOP to the Company. The Compensation Committee of the Board of Directors of the Company at its meeting held on March 30, 2013, have cancelled 23,15,100 options granted in November, 2010.

Weighted Average Exercise Price of Option Granted :

(Amount in ₹)

Sr. No.	Particulars	8 th July, 2010	9 th May, 2013
A	Exercise Price Equals the Market Price	NA	NA
B	Exercise Price is Greater than the Market Price	NA	NA
C	Exercise Price is Less Than the Market Price	30	52

Weighted Average Fair Value of Option Granted whose:

(Amount in ₹)

Sr. No.	Particulars	8 th July, 2010	9 th May, 2013
A	Exercise Price Equals the Market Price	NA	NA
B	Exercise Price is Greater than the Market Price	23.25	35.17
C	Exercise Price is Less Than the Market Price	NA	NA

The Particulars of Option Granted and Lapsed under the Scheme are tabulated herein below;

(Qty in Lacs)

Particulars	8 th July, 2010	9 th May, 2013
Outstanding at the Beginning of Year	14.50	-
	(21.75)	-
Granted During the Year	-	27.14
	(-)	(-)
Exercised During the Year	7.25	-
	(7.25)	(-)
Cancel / Lapsed During the Year	-	2.38
	(-)	(-)
Surrender During the year	-	-
	(-)	(-)
Outstanding As at the Year End	7.25	24.76
	(14.50)	-
Exercisable as at the Year End	7.25	24.76
	(14.50)	-

(Previous Year Figures are shown in brackets)

(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 Intrinsic Value and the Exercise Price is being amortized as Employee Compensation Cost over the vesting period. For the year ended March 31, 2014 the Company has recorded Stock Compensation Expense of ₹ 364.17 Lacs (Previous Year ₹ 290.11 Lacs)

The movement in deferred Employee Compensation Expense during the year is as follows;

(₹ in Lacs)

Particulars	2014	2013
Balance at the Beginning of the Year	74.95	1,359.02
Add: Recognized During the Year	373.22	-
Less: Amortization expense	364.17	290.11
Less: Reversal Due to Surrender	32.69	993.96
Balance Carried Forward	51.32	74.95



NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

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 ₹ 584.84 Lacs (Previous Year lower by ₹ 191.70 Lacs) and earnings as Per Share as reported would be as indicated below:

Particulars	2014	2013
Basic Earnings per share		
- As reported after exceptional item (in ₹)	2.74	0.93
- Adjusted (in ₹)	2.48	0.84
Diluted Earnings per share		
- As reported after exceptional item (in ₹)	2.72	0.92
- Adjusted (in ₹)	2.46	0.84

(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 th July, 2010				9 th May, 13
	Vest 1 8 th July, 11	Vest 2 8 th July, 12	Vest 3 8 th July, 13	Vest 4 8 th July, 14	Vest 1 9 th May, 14
No. of Shares	7,25,000	7,25,000	7,25,000	7,25,000	2,714,335
Risk Free Interest Rate	6.96%	7.23%	7.45%	7.62%	7.38%
Expected Life (Years)	3.5	4.5	5.5	6.5	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

31 DISCLOSURE REQUIRED BY CLAUSE 32 OF THE LISTING AGREEMENT

Amount of Loans and Advances in the nature of Loans outstanding to Subsidiaries /Step down Subsidiaries.

a) Loans and Advances in the nature of Loans

(₹ in Lacs)

Name of the Subsidiaries	Closing Balance		Maximum Balance outstanding during the Year	
	2014	2013	2014	2013
Delta Pleasure Cruise Company Private Limited	2,617.43	3,080.10	3,080.10	3,325.84
Delta Adventures & Entertainment Private Limited*	-	-	-	10,188.70
Delta Lifestyle & Entertainment Private Limited	155.80	-	155.80	1.00
Delta Hospitality & Leisure Private Limited*	-	27,529.37	-	31,006.74
Delta Leisure & Entertainment Private Limited*	-	10,882.11	-	10,882.11
Delta Holding USA Inc	32.10	14.03	32.10	14.03
Interactive Gaming & Sports Pty Limited	1,152.92	-	1,152.92	-
Daman Hospitality Private Limited	15,536.58	-	15,857.50	-
Caravela Casino (Goa) Private Limited**	0.50	-	0.50	-
Coastal Sports Ventures Private Limited	-	-	173.24	-
Highstreet Riviera Leisure (Goa) Private Limited	-	-	528.90	-
Highstreet Cruises & Entertainment Private Limited	-	5,574.43	6,448.19	5,624.84

*Companies amalgamated with Delta Corp Limited w.e.f. 01.04.2013

**Interest Free

Notes:

- Loans and Advances shown above, to subsidiaries and associates 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.

b) Investment by the loanee in the share of the Company

None of the loanees and loanees of subsidiary Companies has, per se, made investments in shares of the Company.

32 RELATED PARTY DISCLOSURES

(A) Related parties and transactions with them during the year as identified by the Management are given below:

(i) Parties where control exists

Direct Subsidiaries:

- Daman Entertainment Private Limited (DEPL)
- Delta Pleasure Cruise Company Private Limited (DPCCPL)



NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

- Delta Adventures and Entertainment Private Limited (DAEPL)*
- Delta Holding USA Inc. (DHUSA)
- Delta Hospitality & Leisure Private Limited (DHLPL)*
- Delta Leisure and Entertainment Private Limited (DLENPL)*
- Delta Lifestyle and Entertainment Private Limited (DLEPL)
- Delta Offshore Developers Limited (DODL)
- Delta Pan Africa Limited (DPAL)
- Highstreet Cruises & Entertainment Private Limited (HCEPL)**
- Atled Technologies Private Limited (ATPL)**
- Caravella Casino (Goa) Private Limited (CCGPL)**
- Daman Hospitality Private Limited (DHPL)**
- Coastal Sports and Ventures Private Limited (CSVPL) (w.e.f. 01.04.2013 till 31.07.2013)
- Interactive Gaming & Sports Pty Limited (IGSP) ***
- Marvel Resorts Private Limited (MRPL)**
- Delta Hospitality and Entertainment (Mauritius) Limited (DHEML)**

Step-down Subsidiaries / LLPS:

- AAA Township Private Limited (AAATPL)*
- Aman Infrastructure Private Limited (AIPL)*
- Argyll Hotels Private Limited (AHPL)*
- Coastal Sports and Ventures Private Limited (CSVPL) (amalgamated with Highstreet Cruises w.e.f 01.10.2013)
- Delta Corp East Africa Limited (DCEAL)
- Delta Hospitality and Entertainment Private Limited (DHEPL)*
- Delta Square Limited (DSL)
- Delta Hotels Lanka (Private) Limited (DHLKPL)
- Freedom Charter Services Private Limited (FCSPL) (upto 28.03.2014)
- Highstreet Riviera Leisure (Goa) Private Limited (HRLGPL) (amalgamated with Highstreet Cruises w.e.f 01.10.2013)
- Kaizan LLP (KLLP)
- Samarpan Properties and Construction Private Limited (SPCPL)*
- Samarpan Township Private Limited (STPL)*
- Shree Mangesh Realty Private Limited (SMRPL)*
- Victor Hotels and Motels Limited (VHML)(amalgamated with the Company w.e.f. 01.10.2013)
- 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) ***

* amalgamated with the Company w.e.f. 01.04.2013

** subsidiary w.e.f. 01.04.2013

*** subsidiary w.e.f. 02.05.2013

Associate Company:

- Zeicast Pte Limited (ZPL) (through its Step down subsidiary Company HCEPL)

(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:

- Anjoss Trading Private Limited (ATPL)
- Aarti Management Consultancy Private Limited (AMCPL)
- Aditi Management Consultancy Private Limited (ADCPL)
- Arrow Textiles Limited (ATL)
- Highland Resorts Private Limited (HRPL)
- AZB & Partners (AZB)
- Delta Magnets Limited (DML)
- Freedom Registry Limited (FRL)
- Peninsula Facility Management Services Limited (PFMS)
- Peninsula Land Limited (PLL)
- Aarti J Mody Trust (AAJMT)
- Aditi J Mody Trust (ADJMT)
- Anjali J Mody Trust (ANJMT)
- Jayem Realty Solutions Private Limited (JRSPL)
- AAA Holding Trust (AAAHT)
- Pavurotti Finance & Investments Private Limited (PFIPL)
- Khemani & Sorabjee Charitable Trust (KSCT)
- NMRT Partners Communication and Consultancy LLP (SKR)
- Whitecity Mercantile Company Private Limited (WC)
- J M Township and Real Estate Private Limited (JMT)



NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

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/ 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	
		2014	2013	2014	2013	2014	2013	2014	2013
1	Rental Charges Received								
	HCEPL	48.00	-	-	-	-	-	48.00	-
	DPCCPL	131.85	141.24	-	-	-	-	131.85	141.24
		179.85	141.24	-	-	-	-	179.85	141.24
2	Partial Liquidation Proceeds Received								
	DPAL	5,401.16	-	-	-	-	-	5,401.16	-
		5,401.16	-	-	-	-	-	5,401.16	-
3	Dividend from Foreign Subsidiary								
	DPAL	2,167.08	1,702.11	-	-	-	-	2,167.08	1,702.11
		2,167.08	1,702.11	-	-	-	-	2,167.08	1,702.11
4	Sales of F & B & Room Rent								
	HCEPL	261.62	-	-	-	-	-	261.62	-
		261.62	-	-	-	-	-	261.62	-
5	Sale of Property								
	AAAHT	-	-	-	-	-	2,910.00	-	2,910.00
	AM	-	-	-	426.85	-	-	-	426.85
		-	-	-	426.85	-	2,910.00	-	3,336.85
6	Maintenance Charges and Other Reimbursement								
	PFMS	-	-	-	-	3.23	33.74	3.23	33.74
		-	-	-	-	3.23	33.74	3.23	33.74
7	Directors Sitting Fees								
	JM	-	-	0.40	0.40	-	-	0.40	0.40
		-	-	0.40	0.40	-	-	0.40	0.40
8	Professional Fees Paid								
	FRL	-	-	-	-	6.49	8.02	6.49	8.02
	AZB	-	-	-	-	11.41	6.85	11.41	6.85
	SKR	-	-	-	-	16.84	-	16.84	-
		-	-	-	-	34.74	14.87	34.74	14.87

(₹ in Lacs)

Sr. No.	Nature of Transactions	Subsidiary/ Fellow Subsidiary Company/ 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	
		2014	2013	2014	2013	2014	2013	2014	2013
9	Remuneration Paid								
	AK	-	-	97.94	97.94	-	-	97.94	97.94
	HD	-	-	28.30	-	-	-	28.30	-
	ADM	-	-	3.00	-	-	-	3.00	-
		-	-	129.24	97.94	-	-	129.24	97.94
10	Commission paid to Managing Director								
	AK	-	-	15.54	5.42	-	-	15.54	5.42
		-	-	15.54	5.42	-	-	15.54	5.42
11	Lease Rent Paid								
	DPCCPL	67.41	-	-	-	-	-	67.41	-
	AAAHT	-	-	-	-	60.84	-	60.84	-
		67.41	-	-	-	60.84	-	128.25	-
12	Compensation paid								
	PLL	-	-	-	-	46.50	-	46.50	-
		-	-	-	-	46.50	-	46.50	-
13	Sales Promotion Expenses								
	DLEPL	-	-	-	-	12.02	-	12.02	-
	SKR	-	-	-	-	1.02	-	1.02	-
		-	-	-	-	13.04	-	13.04	-
14	Purchase F & B & Services								
	HCEPL	289.54	-	-	-	-	-	289.54	-
	DPCCPL	0.01	-	-	-	-	-	0.01	-
	ATPL	59.27	-	-	-	-	-	59.27	-
		348.81	-	-	-	-	-	348.81	-
15	Travelling Expenses								
	FCSPL	332.79	-	-	-	-	-	332.79	-
		332.79	-	-	-	-	-	332.79	-



NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Sr. No.	Nature of Transactions	Subsidiary/ Fellow Subsidiary Company/ 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	
		2014	2013	2014	2013	2014	2013	2014	2013
16	Interest Received / (Paid)								
	HCEPL	3.46	247.43	-	-	-	-	3.46	247.43
	DLEPL	4.11	-	-	-	-	-	4.11	-
	DHUSA	1.96	0.24	-	-	-	-	1.96	0.24
	DPCCPL	169.27	182.50	-	-	-	-	169.27	182.50
	DHPL	1,155.59	-	-	-	-	-	1,155.59	-
	DEPL	(4.08)	(1.20)	-	-	-	-	(4.08)	(1.20)
	JRSPL	-	-	-	-	520.00	-	520.00	-
	WC	-	-	-	-	304.84	-	304.84	-
	MRPL	12.47	-	-	-	-	-	12.47	-
		1,342.78	428.99	-	-	824.84	-	2,167.62	428.99
17	Loans Given /(Taken)								
	HCEPL	694.11	9,300.10	-	-	-	-	694.11	9,300.10
	DPCCPL	1,653.00	1,308.00	-	-	-	-	1,653.00	1,308.00
	DHPL	16,544.50	-	-	-	-	-	16,544.50	-
	DLEPL	152.10	-	-	-	-	-	152.10	-
	IGSP	1,152.92	-	-	-	-	-	1,152.92	-
	DAEPL	-	7,242.75	-	-	-	-	-	7,242.75
	DLENPL	-	2,273.20	-	-	-	-	-	2,273.20
	DHLPL	-	19,222.08	-	-	-	-	-	19,222.08
	DLEPL	-	0.50	-	-	-	-	-	0.50
	DEPL	-	(50.00)	-	-	-	-	-	(50.00)
	DHUSA	14.85	-	-	-	-	-	14.85	-
	WC	-	-	-	-	90.00	-	90.00	-
		20,211.48	39,296.63	-	-	90.00	-	20,301.48	39,296.63
18	Loans Received Back / (Repaid)								
	HCEPL	4,009.44	7,143.10	-	-	-	-	4,009.44	7,143.10
	DPCCPL	2,268.00	1,293.00	-	-	-	-	2,268.00	1,293.00
	DHPL	2,047.95	-	-	-	-	-	2,047.95	-
	WC	-	-	-	-	9,266.91	-	9,266.91	-
	DEPL	(0.01)	-	-	-	-	-	(0.01)	-

(₹ in Lacs)

Sr. No.	Nature of Transactions	Subsidiary/ Fellow Subsidiary Company/ 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	
		2014	2013	2014	2013	2014	2013	2014	2013
	CSVPL	173.24	-	-	-	-	-	173.24	-
	DAEPL	-	14,880.70	-	-	-	-	-	14,880.70
	DLENPL	-	16.00	-	-	-	-	-	16.00
	DHLPL	-	9,628.00	-	-	-	-	-	9,628.00
	DLEPL	-	1.00	-	-	-	-	-	1.00
		8,498.63	32,961.80	-	-	9,266.91	-	17,765.54	32,961.80
19	Corporate Guarantee Given								
	DHPL	5,500.00	1,500.00	-	-	-	-	5,500.00	1,500.00
	FSCPL	-	2,989.53	-	-	-	-	-	2,989.53
	DHLPL	-	4,000.00	-	-	-	-	-	4,000.00
		5,500.00	8,489.53	-	-	-	-	5,500.00	8,489.53
20	ESOP Granted (nos. of share)								
	AK	-	-	4.46	-	-	-	4.46	-
	HD	-	-	1.93	-	-	-	1.93	-
		-	-	6.39	-	-	-	6.39	-
21	Allotments of Equity Shares against ESOP Exercised (nos.)								
	AK	-	-	3.25	3.25	-	-	3.25	3.25
	HD	-	-	1.00	1.25	-	-	1.00	1.25
		-	-	4.25	4.50	-	-	4.25	4.50
22	Dividend paid On Equity Shares								
	JM	-	-	0.00	-	-	-	0.00	-
	UP	-	-	0.01	0.02	-	-	0.01	0.02
	KS	-	-	0.28	0.02	-	-	0.28	0.02
	HD	-	-	0.02	-	-	-	0.02	-
	HRPL	-	-	-	-	0.68	0.95	0.68	0.95
	AAJMT	-	-	-	-	78.03	109.25	78.03	109.25
	ADJMT	-	-	-	-	78.03	109.25	78.03	109.25
	ANJMT	-	-	-	-	78.03	109.25	78.03	109.25
		-	-	0.31	0.04	234.78	328.69	235.09	328.73



NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Sr. No.	Nature of Transactions	Subsidiary/ Fellow Subsidiary Company/ 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	
		2014	2013	2014	2013	2014	2013	2014	2013
23	Dividend paid On Preference Shares								
	JM	-	-	-	76.85	-	-	-	76.85
	ZM	-	-	-	76.85	-	-	-	76.85
		-	-	-	153.70	-	-	-	153.70
24	Investments in Equity Shares / Preference Share / Debentures								
	DODL	-	495.68	-	-	-	-	-	495.68
	DLEPL	3.01	-	-	-	-	-	3.01	-
	IGSP	268.02	-	-	-	-	-	268.02	-
	JMT	-	-	-	-	258.75	-	258.75	-
	ATPL	3.10	-	-	-	-	-	3.10	-
		274.13	495.68	-	-	258.75	-	532.88	495.68
25	Redemption of Preference Share								
	JM	-	-	-	611.93	-	-	-	611.93
	ZM	-	-	-	611.93	-	-	-	611.93
	DODL	2,211.58	431.52	-	-	-	-	2,211.58	431.52
	DHEML	1,133.68	-	-	-	-	-	1,133.68	-
		3,345.26	431.52	-	1,223.85	-	-	3,345.26	1,655.37
26	Purchase of Investment								
	HCEPL	3,108.75	-	-	-	-	-	3,108.75	-
	DHEML	2,419.69	-	-	-	-	-	2,419.69	-
		5,528.44	-	-	-	-	-	5,528.44	-
27	Sale of Investment								
	HCEPL	42.50	-	-	-	-	-	42.50	-
		42.50	-	-	-	-	-	42.50	-
28	Acquisition of Fixed Assets / Inventories								
	PLL	-	-	-	-	-	132.42	-	132.42
	HCEPL	14.20	-	-	-	-	-	14.20	-
	DHPL	20.82	-	-	-	-	-	20.82	-
		35.02	-	-	-	-	132.42	35.02	132.42

(₹ in Lacs)

Sr. No.	Nature of Transactions	Subsidiary/ Fellow Subsidiary Company/ 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	
		2014	2013	2014	2013	2014	2013	2014	2013
29	Reimbursement of Expenses/(payment)								
	HCEPL	113.60	24.65	-	-	-	-	113.60	24.65
	DHPL	34.72	8.47	-	-	-	-	34.72	8.47
	DPCCPL	3.08	0.21	-	-	-	-	3.08	0.21
		151.40	33.34	-	-	-	-	151.40	33.34
30	Shares/ Debenture Application Money given / (received back)								
	DAEPL	-	10,188.70	-	-	-	-	-	10,188.70
	JMT	-	-	-	-	43.10	-	43.10	-
	JMT	-	-	-	-	(32.00)	-	(32.00)	-
	ATPL	-	-	-	-	25.00	-	25.00	-
	ATPL	-	-	-	-	(25.00)	-	(25.00)	-
	MRPL	535.00	-	-	-	-	-	535.00	-
	MRPL	(100.00)	-	-	-	-	-	(100.00)	-
		435.00	10,188.70	-	-	11.10	-	446.10	10,188.70
31	Advances received back								
	PFIPL	-	-	-	-	250.00	-	250.00	-
		-	-	-	-	250.00	-	250.00	-
32	Advances Given								
	FCSPL	4.34	-	-	-	-	-	4.34	-
	PFIPL	-	-	-	-	-	250.00	-	250.00
		4.34	-	-	-	-	250.00	4.34	250.00
33	Sharing of Resources / Infrastructure *								
	ATL	-	-	-	-	-	-	-	-
	CCGPL	-	-	-	-	-	-	-	-
	DEPL	-	-	-	-	-	-	-	-
	DHPL	-	-	-	-	-	-	-	-
	DLEPL	-	-	-	-	-	-	-	-
	DML	-	-	-	-	-	-	-	-
	DPCCPL	-	-	-	-	-	-	-	-
	HCEPL	-	-	-	-	-	-	-	-
	MRPL	-	-	-	-	-	-	-	-
	ZM	-	-	-	-	-	-	-	-
	PLL	-	-	-	-	-	-	-	-
		-	-	-	-	-	-	-	-

* Transactions are of Non Monetary Consideration.



NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Sr. No.	Nature of Transactions	Subsidiary/ Fellow Subsidiary Company/ 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	
		2014	2013	2014	2013	2014	2013	2014	2013
	Closing Balance as on 31st March								
34	Professional Fees Payable								
	FRL	-	-	-	-	1.30	1.75	1.30	1.75
		-	-	-	-	1.30	1.75	1.30	1.75
35	Security & Guarantee Taken								
	AAAHT	-	-	-	-	5,300.00	-	5,300.00	-
		-	-	-	-	5,300.00	-	5,300.00	-
36	Corporate Guarantee Given								
	HCEPL	6,507.00	7,499.22	-	-	-	-	6,507.00	7,499.22
	DPCCPL	836.40	836.40	-	-	-	-	836.40	836.40
	VHML	-	6,000.00	-	-	-	-	-	6,000.00
	FC SPL	2,993.14	2,989.53	-	-	-	-	2,993.14	2,989.53
	DHLPL	-	4,000.00	-	-	-	-	-	4,000.00
	DHPL	5,500.00	1,500.00	-	-	-	-	5,500.00	1,500.00
		15,836.54	22,825.15	-	-	-	-	15,836.54	22,825.15
37	Loans & Advances Receivable								
	HCEPL	-	5,574.43	-	-	-	-	-	5,574.43
	DPCCPL	2,617.43	3,080.10	-	-	-	-	2,617.44	3,080.10
	DLEPL	155.80	-	-	-	-	-	155.80	-
	DHPL	15,536.58	-	-	-	-	-	15,536.57	-
	DLENPL	-	10,882.11	-	-	-	-	-	10,882.11
	DHLPL	-	27,529.37	-	-	-	-	-	27,529.37
	FC SPL	4.34	-	-	-	-	-	4.34	-
	JRSPL	-	-	-	-	-	620.50	-	620.50
	PFIPL	-	-	-	-	-	250.00	-	250.00
	IGSP	1,152.92	-	-	-	-	-	1,152.92	-
	IGSP - Provision for Doubtful Debts	(1,152.92)	-	-	-	-	-	(1,152.92)	-
	CCGPL	0.50	-	-	-	-	-	0.50	-
	DHUSA	32.10	14.03	-	-	-	-	32.10	14.03
		18,346.75	47,080.04	-	-	-	870.50	18,346.75	47,950.54

(₹ in Lacs)

Sr. No.	Nature of Transactions	Subsidiary/ Fellow Subsidiary Company/ 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	
		2014	2013	2014	2013	2014	2013	2014	2013
38	Trade Receivable								
	PLL	-	-	-	-	239.00	-	239.00	-
		-	-	-	-	239.00	-	239.00	-
39	Debenture Application Money								
	DAEPL	-	10,188.70	-	-	-	-	-	10,188.70
	JMT	-	-	-	-	11.10	-	11.10	-
	MRPL	436.19	-	-	-	-	-	436.19	-
		436.19	10,188.70	-	-	11.10	-	447.29	10,188.70
40	Reimbursement of Expenses Receivable								
	HCEPL	46.85	24.65	-	-	-	-	46.85	24.65
	DHPL	11.87	8.47	-	-	-	-	11.87	8.47
	DPCCPL	-	0.21	-	-	-	-	-	0.21
	JMT	-	-	-	-	0.08	-	0.08	-
		58.72	33.34	-	-	0.08	-	58.80	33.34
41	Trade Payable								
	PLL	-	-	-	-	46.86	-	46.86	-
	AAAHT	-	-	-	-	64.56	-	64.56	-
	DLEPL	11.78	-	-	-	-	-	11.78	-
	HCEPL	31.57	-	-	-	-	-	31.57	-
	DPCCPL	10.23	-	-	-	-	-	10.23	-
	ATPL	9.95	-	-	-	-	-	9.95	-
	DHPL	20.82	-	-	-	-	-	20.82	-
		84.35	-	-	-	111.42	-	195.77	-
42	Unsecured Loans								
	HCEPL	3,475.29	-	-	-	-	-	3,475.29	-
	DEPL	51.07	50.00	-	-	-	-	51.07	50.00
		3,526.36	50.00	-	-	-	-	3,526.36	50.00



NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

33 EMPLOYEE BENEFITS

Disclosure required under Accounting Standard (AS) 15 - (Revised 2005) for “employee benefits” are as under:

- i) The Company has recognized the expected liability arising out of the compensated absence and gratuity as at 31st March, 2014 based on actuarial valuation carried out using the Project Credit Method.
- ii) The below disclosure have been obtained from independent actuary. The other disclosures are made in accordance with (AS) 15 - (Revised 2005) pertaining to the Defined Benefit Plan is as given below :

(₹ in Lacs)

Sr. No.	Particulars	Gratuity Unfunded		Leave Encashment Unfunded	
		2014	2013	2014	2013
1	Assumptions :				
	Discount Rate	9.03%	8.25%	9.03%	8.25%
	Salary Escalation	7.00%	5.00%	7.00%	5.00%
	Retirement	58 Yrs	58 Yrs	58 Yrs	58 Yrs
2	Changes in Present Value of Obligations:				
	Present value of obligations as at beginning of year	15.45	12.52	2.04	1.98
	Interest Cost	1.27	1.06	0.17	0.17
	Current Service Cost	0.73	2.40	1.71	0.87
	Liability Transfer In	16.30	-	10.30	-
	Benefit Paid	(0.86)	(0.46)	(5.94)	(0.05)
	Actuarial (Gain) / Loss on obligations	69.86	(0.08)	59.15	(0.93)
	Present Value of Obligations as at End of Year	102.76	15.45	67.43	2.04
3	Changes in the fair value of Plan Assets:				
	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	-	-	-	-

(₹ in Lacs)

Sr. No.	Particulars	Gratuity Unfunded		Leave Encashment Unfunded	
		2014	2013	2014	2013
4	Actuarial Gain/Loss Recognized				
	Actuarial (Gain)/Loss for the Year – Obligation	69.86	(0.08)	59.15	(0.93)
	Actuarial (Gain)/Loss for the Year - Plan Assets	-	-	-	-
	Total (Gain)/Loss for the Year	69.86	(0.08)	59.15	(0.93)
	Actuarial (Gain)/Loss Recognized in the Year	69.86	(0.08)	59.15	(0.93)
5	Amount / Recognized in the Balance Sheet :				
	Liability at the End of the Year	102.76	15.45	67.43	2.04
	Fair value of Plan Assets at the End of the Year	-	-	-	-
	Difference	(102.76)	(15.45)	(67.43)	(2.04)
	Amount Recognized in the Balance Sheet	(102.76)	(15.45)	(67.43)	(2.04)
6	Expenses Recognized in the Profit and Loss Account:				
	Current Service Cost	0.73	2.40	1.71	0.87
	Interest Cost	1.27	1.06	0.17	0.17
	Expected Return on Plan Assets	-	-	-	-
	Past Service Cost (vested benefit) Recognized	-	-	-	-
	Recognition of Transition Liability	-	-	-	-
	Actuarial (Gain) or Loss	69.86	(0.08)	59.15	(0.93)
	Expenses Recognized in the Profit and Loss Account	71.87	3.39	61.03	0.11
7	Balance Sheet Reconciliation :				
	Opening Liability	15.45	12.52	2.04	1.98
	Expenses as Above	71.87	3.39	61.03	0.11
	Employer's Contribution	(0.86)	(0.46)	(5.94)	(0.05)
	Liability Transfer In	16.30	-	10.30	-
	Closing Net Liability	102.76	15.45	67.43	2.04
8	Data :				
	Avg. Age of Employees	29.98	42.60	29.98	42.60
	Avg. Salary of Employees Per Month	92.41	7.08	92.41	7.08



NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Sr. No.	Particulars	Gratuity Unfunded				
		2014	2013	2012	2011	2010
9	Experience Adjustment :					
	Defined Benefit Obligation	-	-	-	-	-
	Plan Assets	-	-	-	-	-
	Deficit / (Surplus)	-	-	-	-	-
	Experience Adjustment on Plan Liabilities	61.08	(0.49)	(0.44)	(2.10)	0.96
	Experience Adjustment on Plan Asset Gain/(Loss)	-	-	-	-	(0.33)

(iii) Under Defined Contribution Plan:

(₹ in Lacs)

Particulars	2014	2013
Contribution to Provident Fund	61.23	3.30
Contribution to ESIC	21.64	0.12

34 OPERATING LEASE INCOME & EXPENSE

(A) The Company has non cancelable operating income.:

(₹ in Lacs)

Particulars	2014	2013
Lease Rental Recognized During the Year	131.85	141.24
TOTAL	131.85	141.24

The Future Minimum Lease Income is as under:

(₹ in Lacs)

Particulars	2014	2013
Upto 1 Year	-	137.50
1 Year to 5 Year	-	-
Above 5 Year	-	-
TOTAL	-	137.50

(B) The Company has non cancelable operating Expenses.:

(₹ in Lacs)

Particulars	2014	2013
Lease Rental Paid During the Year	275.11	141.24
TOTAL	275.11	141.24

The Future Minimum Lease Expense is as under:

(₹ in Lacs)

Particulars	2014	2013
Upto 1 Year	144.23	137.50
1 Year to 5 Year	60.46	-
Above 5 Year	-	-
TOTAL	204.69	137.50

Other Terms

- (i) 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. Lease Rentals are charged on the basis of agreed terms.
- (ii) Additional amount of applicable taxes will be paid on these rentals as per the applicable rates existing at the time of receipts and payments.

35 PAYMENT TO AUDITORS

(₹ in Lacs)

Particulars	2014	2013
Audit Fees (including Limited Review)	21.11	16.10
In Other Capacities		
- Tax Audit	1.00	0.60
- Taxation Matters	0.50	1.93
- Certification and Other Services	5.77	0.87
- Out of Pocket Expenses	0.67	0.55
- Service Tax on above	3.59	2.57
TOTAL	32.64	22.61

36 PRIOR PERIOD ITEMS

(₹ in Lacs)

Particulars	2014	2013
Prior Period expenses Debited in Profit & Loss Account consist of:		
a) Expenses Pertaining of Previous Year		
- Repairs & Maintenance	5.08	-
- Professional Fees	1.05	-
- Other Expense	2.99	-
b) Income Pertaining of Previous Year		
- Interest Received and Other Income	(1.97)	-
	7.14	-



NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

37 EARNINGS PER SHARE

(₹ in Lacs unless specified)

Particulars	2014	2013
Net Profit after Tax	6,213.37	2,161.99
Less:		
Preference Dividend and Dividend Distribution Tax thereon	-	64.85
Numerator Used for Calculating Basic and Diluted Earnings Per Share	6,213.37	2,097.14
Weighted Average Number of Equity Shares used as Denominator for Calculating Basic Earnings Per Share	2,271.71	2,261.40
Weighted Average Number of Equity Shares used as Denominator for Calculating Diluted Earnings Per Share	2,286.23	2,268.63
Basic and Diluted Earnings Per Share (₹)	2.74	0.93
Diluted Earnings Per Share (₹)	2.72	0.92
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	2,271.71	2261.40
Add: Potential Equity Shares (refer note below)	14.52	7.23
Number of Shares used for calculating Diluted EPS	2,286.23	2268.63

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.

38 Pursuant to the Scheme of Amalgamation ('the Scheme') between the Company and AAA Township Private Limited, Aman Infrastructure Private Limited, Argyll Hotel Private Limited, Delta Adventures and Entertainment Private Limited, Samarpan Township Private Limited, Samarpan Properties and Construction Private Limited, Shree Mangesh Realty Private Limited having business in real estate, Delta Hospitality and Leisure Private Limited, Delta Hospitality and Entertainment Private Limited, Victor Hotels and Motels Limited and Delta Leisure and Entertainment Private Limited all having business in hospitality & gaming segment and as approved by the respective shareholders of transferor and transferee Companies and subsequently approved by the Honorable High Court of Bombay Judicature at Goa and High Court of Judicature at Bombay vide its Order dated 2nd May, 2014 and 9th May, 2014 respectively, which has been filed with the Registrar of Companies on 21st May, 2014 and 26th May, 2014 (the Effective Date), the entire business and the whole undertakings of all transferor Companies were transferred to, as a going concern and became vested in the Company, effective from 1st April, 2013 (the appointed date) for all transferor Companies except Victor Hotels & Motels Limited. Entire business and whole undertaking of Victor Hotels & Motels Limited were transferred with effective date of 1st October, 2013. As per the conditions prescribed in the Accounting Standard (AS) 14 – "Accounting for Amalgamations" (AS 14), the Company has adopted Purchase Method prescribed under the AS 14. Accordingly, accounting treatment given as per the scheme approved by the Hon'ble High Court has been given effect in the above financial statements and the same is as under:

- All the Assets and Liabilities of transferor Companies as at respective dates were incorporated in the financials of the Company at their fair value.
- Inter-Company balances, if any, stands Cancelled.
- The Equity Shares, if any held by the Transferee Company or its Wholly Owned Subsidiary in the Transferor Company stands cancelled and there shall be no further obligation/outstanding in that behalf and no consideration paid on account of amalgamation.
- The excess/(shortage) of Net Assets of the Transferor Companies transferred to the Transferee Company over the Investment value held by transferor Company, in case of shortage debited to Goodwill account and in case of excess credited to Capital Reserve of the Transferee Company.

Working of (Goodwill)/ Capital Reserve is as under:

Particulars	(₹ in Lacs)
Fixed Assets (including Capital Work in Progress)	22,053.20
Investment in Shares	39,073.16
Current Assets	20,602.52
Total Assets (A)	81,728.88
Loan Liabilities	58,359.76
Current Liabilities	14,662.12
Total Liabilities (B)	73,021.88
Net Assets C= (A-B)	8,707.00
Investment Value of Shares of Transferor Companies (D)	3,111.75
(Goodwill)/ Capital Reserve (E=D-C)	5,595.25

- 39 a) According to the merger scheme approved by the Honorable High Court of Bombay and Goa, the Company has taken all the assets and liabilities according to their Fair Value. Fair value for all such purposes is taken as on the amalgamation date i.e. appointed date: 1st April, 2013 and 1st October, 2013, which is being worked upon by a recognized valuer. While deriving upon the valuation as on the appointed date, the valuer has factored all the events which took place between the appointed date & effective date and accordingly, the impact of difference, if any, arising on account of such factoring has been adjusted in the value of such assets on the appointed date for recognizing the Capital Reserve in accordance with Accounting Standard 14 – “Accounting for Amalgamations”. In the absence of the fair value report as on the appointed date without considering the subsequent events to the appointed date, impact of such adjustment, if any, is not quantifiable.
- b) According to the merger scheme approved by the Honorable High Court of Bombay and Goa, in one of the valuation aspect, the Company has taken the assets based on the management estimate. Such management estimate is derived upon after considering all the events which took place between the appointed date & effective date and accordingly, the impact of difference of ₹ 1,386.60 Lacs, arising on account of such factoring has been adjusted in the value of such assets on the appointed date for recognizing the Capital Reserve in accordance with Accounting Standard 14 – “Accounting for Amalgamations”.
- 40 Post balance sheet date, the Company has received an order towards the merger scheme from the Honorable High Court of Bombay Judicature at Goa and High Court of Judicature at Bombay. Same has been filed with Registrar of Companies on 21st of May, 2014 and 26th May, 2014 i.e. an effective date. Based on the EAC opinion issued by the ICAI “Accounting for amalgamation after the balance sheet date” and the practical approach being followed by the Corporate World, effect of the said court order has been incorporated in the financial statement of 2013-14, though it is strictly not in conformity with the paragraph 46 of Accounting Standard -14 “Accounting for Amalgamations”.

41 EXCEPTIONAL ITEMS

An exceptional item included in financial statement is on account of gain of ₹ 1,546.11 Lacs arising on partial liquidation proceeds received from overseas subsidiary (in Liquidation) in Current Year and provision made for diminution in value of Investment and loans & advances in Foreign Subsidiary in the business of online gaming amounting to ₹ 268.02 Lacs and ₹ 1,156.03 Lacs respectively. In Previous Year, an exceptional item included in financial statement is comprised of employee compensation expenses written back during the year. Due to the unexpected decrease in share price of the Company, which has fallen beyond exercise price of ₹ 51 for ESOP granted in November, 2012 tranche, employee of the Company and its subsidiaries companies have surrendered their rights of ESOP to the Company. The Compensation Committee of the Board of Directors of the its Company at its meeting held on March 30, 2013, has accordingly, cancelled 23,15,100 options granted to grantees under ESOP Scheme of the Company. In view of the same, the Compensation Cost debited



NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

amounting to ₹ 516.27 Lacs has been reversed and shown as exceptional item in financial statements.

42 Additional information pursuant to the provisions of paragraphs 3, 4C and 4D of Part II of Schedule VI to the Companies Act, 1956

Expenditure in Foreign Currency :

(₹ in Lacs)

Particulars	2014	2013
Travelling Expenses	10.95	-
Capital Asset Purchased	137.00	-
Legal & Professional Fees	26.66	-
TOTAL	174.61	-

Earning in Foreign Currency :

(₹ in Lacs)

Particulars	2014	2013
Dividend Income from Subsidiary Company	2,167.08	1,702.11
Partial Liquidation Proceeds received from Subsidiary	1,546.11	-
Insurance claim received	145.49	-
Sale of Services and Materials	445.50	-
TOTAL	4,304.18	1,702.11

43 DIVIDEND TO NRI / OCB

((₹ in Lacs) unless stated otherwise)

Particulars	2014	2013
Number of Non Resident Shareholders (Nos.)	571	657
Total Number of Shares held by them (Nos.)	28,049,468	17,123,489
Amount of Dividend Paid	70.12	59.93
Year to which Dividend Relates	2012-13	2011-12

44 MAT CREDIT ENTITLEMENT

MAT Credit Entitlement of ₹ 2,015.81 Lacs (Previous Year ₹ 1,808.11 Lacs) is based on future business projections of Company as projected by Management, and the same have been relied upon the Auditors.

45 Borrowing cost capitalized for the year amounts to ₹ Nil (Previous year ₹ Nil Lacs).

46 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. Current Year Figures are really not Comparable with corresponding Previous Year figures as Current Year Figures includes the figures of amalgamated Companies.

For and on behalf of Board of Directors

Jaydev Mody	Chairman
Ashish Kapadia	Managing Director
Mahesh Gupta	Director
Rajeev Piramal	Director
Rajesh Jaggi	Director
Homi Aibara	Director
Hardik Dhebar	Group CFO
Hitesh Kanani	Company Secretary

Place : Mumbai
Date : 28th May, 2014

INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF DELTA CORP LIMITED



To the Board of Directors of DELTA CORP LIMITED

We have audited the accompanying consolidated financial statements of Delta Corp Limited. ("the Company") its subsidiaries, associates, and joint ventures (the Company, its subsidiaries, associates and joint ventures constitute "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2014 and the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements on the basis of separate financial statements and other financial information regarding components that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India. This includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 auditors' 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 control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

Basis for Qualified Opinion

As explained in Note No. 42 of the financial statements, in respect of an overseas subsidiary & its components, the Company is unable to obtain the financial statements / relevant information of such subsidiary & its components for a part of the year. On account of non-receipt of the financial statements / relevant information, the Company could not consolidate the entity for a part of the year. Consequently, such financials which are considered for consolidation for a part of the year are as prepared and certified by the management of parent Company i.e. Delta Corp Limited. The resulting impact, if any, is not quantifiable.

Qualified Opinion

We report that except for the matter stated above the consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standards



INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF DELTA CORP LIMITED

(AS) - 21, "Consolidated Financial Statements", AS - 23, "Accounting for Investments in Associates in Consolidated Financial Statements" and AS - 27 "Financial Reporting of Interests in Joint Ventures" as notified pursuant to the Companies (Accounting Standards) Rules, 2006 and on the basis of the separate financial statements of the Company, its subsidiaries, associates, step-down subsidiaries and step-down associates and joint ventures.

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on the financial statements of the subsidiaries, associates and joint ventures as mentioned in the 'Other Matter' paragraph below, *except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the effect of which is not quantifiable*, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2014;
- (b) in the case of the consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matter

Attention is invited to:

- 1. Note No. 29 (iv) of the financial statements regarding search proceedings carried out by the tax authorities.
- 2. Note No. 39 of the financial statements regarding MAT Credit Entitlement of ₹ 2,019.20 Lacs which is based on the judgment of management.
- 3. Note No. 41 of the financial statements regarding treatment of net assets of the entities in the consolidated financial statements which got merged with the Company.
- 4. Note no. 43 of the financial statements regarding going concern assumption not being followed in case of a subsidiary which is in the process of liquidation.

Our opinion is not qualified in respect of the above matters.

Other Matter

- a) The standalone financial statements of five of the subsidiaries, which reflect total assets of ₹ 8,080.87 Lacs as at 31st March, 2014, total revenues of ₹ 1,022.28 Lacs and net cash outflows of ₹ 152.56 Lacs and consolidated financial statements of two of the subsidiaries, (which comprises consolidation of four step-down subsidiaries, one associate and one joint venture), which reflect total assets of ₹ 22,440.25 Lacs as at 31st March, 2014, total revenues of ₹ 15,131.36 Lacs and net cash outflows of ₹ 132.05 Lacs for the year then ended were audited by one of the joint auditors M/s Amit Desai & Co who have furnished their report to other joint auditor. The other joint auditor has not audited the financial statements of these standalone and consolidated financial statements and their opinion is based solely on the report of the first joint auditor.
- b) The financial statements of one of the subsidiary, which reflect total assets of ₹ 45,947.20 Lacs as at 31st March, 2014, total revenue of ₹ 8.04 Lacs and net cash inflow of ₹ 4.08 Lacs for the year then

ended were audited by one of the joint auditor M/s Haribhakti & Co. who have furnished their report to other joint auditor. The other joint auditors have not audited the financial statements of the fellow subsidiary and their opinion is based solely on the report of the first joint auditor.

- c) The consolidated financial statement of one of the foreign subsidiary, (which comprises consolidation of three fellow subsidiaries), which reflect total assets of ₹ 8,375.68 Lacs as at 31st March, 2014, total revenues of ₹ 29,138.61 Lacs and net cash outflows of ₹ 1,351.09 Lacs for the year then ended were audited by other auditors who have furnished their report to us. We have not audited the consolidated financial statement of this subsidiary and our opinion is based solely on the report of the auditor.
- d) The financial statements of three foreign subsidiaries in which one of the subsidiary reflect total assets of ₹ 432.60 Lacs as at 31st December, 2013, total revenues of ₹ Nil and net cash inflows of ₹ 0.06 Lacs for the year then ended and other one subsidiary and one step down subsidiary reflects total assets of ₹ 1,255.08 Lacs as at 31st March, 2014, total revenues of ₹ 130.50 Lacs and net cash outflow of ₹ 42.46 Lacs and consolidated financials of one foreign subsidiary (which comprises consolidation of one step-down subsidiary) which reflect total assets of ₹ 2,517.57 Lacs as at 31st March 2014, total revenues of ₹ Nil and net cash inflows of ₹ 4.64 Lacs were approved by the management of these subsidiaries, which have been furnished to us. We have not audited the financial statements of these subsidiaries and have relied on such approved Unaudited Financial Statements.
- e) The consolidated financial statements of one foreign subsidiary (which comprises consolidation of five step-down subsidiaries) which reflect total assets of ₹ 232.01 Lacs as at 30th September, 2013 total revenues of ₹ 351.07 Lacs and net cash inflows of ₹ 160.88 Lacs for the period then ended were approved by the management of the parent company, which have been furnished to us. We have not audited the financial statements of this subsidiary and have relied on such approved Unaudited Financial Statements.
- f) The financial statements of one step-down associate, whose aggregate share of net loss amounting to ₹ 14.16 Lacs included in the consolidated financial statements as at 31st March, 2014 were approved by the management of this step-down associate, which have been furnished to us. We have not audited the financial statements of this step-down associate and have relied on such approved unaudited Financial Statements.

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

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

Chetan Desai
Partner
Membership No. 17000
Place: Mumbai
Date: 28th May, 2014

Amit Desai
Partner
Membership No. 32926



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014

(₹ in Lacs)

Particulars	Note No.	As at 31 st March, 2014		As at 31 st March, 2013	
EQUITY AND LIABILITIES					
Shareholders' Funds					
(a) Share Capital	2	2,275.77		2,268.52	
(b) Reserves & Surplus	3	74,734.48	77,010.25	75,051.67	77,320.19
Minority Interest			5,248.06		16,157.05
Non-Current Liabilities					
(a) Long-Term Borrowings	4	24,069.50		30,149.80	
(b) Deferred Tax Liabilities (Net)	12	-		41.26	
(c) Long-Term Provisions	5	223.65	24,293.15	172.92	30,363.98
Current Liabilities					
(a) Short-Term Borrowings	6	2,464.90		11,391.70	
(b) Trade Payables	7	1,774.03		879.02	
(c) Other Current Liabilities	8	14,223.21		13,822.37	
(d) Short - Term Provisions	9	3,935.15	22,397.29	3,462.67	29,555.76
TOTAL			128,948.75		153,396.98
ASSETS					
Non-Current Assets					
(a) Fixed Assets	10				
(i) Tangible Assets		71,223.26		26,165.47	
(ii) Intangible Assets		399.58		19.57	
(iii) Capital Work-in-Progress		9,895.09		52,120.10	
(iv) Intangible Assets under Development		28.48		49.30	
		81,546.41		78,354.44	
(b) Goodwill on Consolidation (Net)	36	3,824.75		8,674.80	
(c) Non-Current Investments	11	10,484.81		11,410.81	
(d) Deferred Tax Assets (Net)	12	146.12		1.96	
(e) Long-Term Loans and Advances	13	4,310.76		4,766.41	
(f) Other Non-Current Assets	14	1,286.61	101,599.46	1,287.63	104,496.05
Current Assets					
(a) Current Investments	15	0.01		2.77	
(b) Inventories	16	7,172.15		23,660.70	
(c) Trade Receivables	17	6,737.32		1,453.31	
(d) Cash and Bank Balances	18	5,509.96		4,664.21	
(e) Short-Term Loans & Advances	19	7,424.32		18,281.90	
(f) Other Current Assets	20	505.53	27,349.29	838.04	48,900.93
TOTAL			128,948.75		153,396.98
Significant Accounting Policies and Notes on Financial Statements		1-49			

As Per Our Report of Even Date

For Haribhakti & Co.
Chartered Accountants

Chetan Desai
Partner

Place : Mumbai
Date : 28th May, 2014

For Amit Desai & Co
Chartered Accountants

Amit Desai
Partner

For and on behalf of Board of Directors

Jaydev Mody
Ashish Kapadia
Mahesh Gupta
Rajeev Piramal
Rajesh Jaggi
Homi Aibara
Hardik Dhebar
Hitesh Kanani

Chairman
Managing Director
Director
Director
Director
Director
Group CFO
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014



(₹ in Lacs)

Particulars	Note No.	Year Ended 31 st March, 2014	Year Ended 31 st March, 2013
INCOME:			
Revenue from Operations	21	55,858.41	42,540.73
Other Income	22	3,121.15	1,852.08
Total Revenue		58,979.56	44,392.81
EXPENSES:			
Cost of Material Consumed/Inventory Sold	23	5,366.14	11,695.56
Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	24	16,566.29	8,138.32
Employee Benefits Expenses	25	4,878.88	3,547.21
Finance Costs	26	3,342.94	1,545.77
Depreciation and Amortization Expenses	10	1,655.83	811.70
Other Expenses	27	14,039.24	10,676.77
Total Expenses		45,849.32	36,415.33
Profit Before Exceptional and Extraordinary Items and Tax		13,130.24	7,977.48
Exceptional Items	38	(1,384.07)	516.27
Profit Before Extraordinary Items and Tax		11,746.17	8,493.75
Extraordinary Items		-	-
Profit Before Tax		11,746.17	8,493.75
Tax Expenses			
- Current Tax		5,371.57	3,220.32
- MAT Credit Entitlement		(556.37)	(7.22)
- Deferred Tax		424.38	149.29
- Earlier Years Tax Adjustments		(37.50)	35.08
Total Tax Expenses		5,202.08	3,397.47
Profit After Tax		6,544.09	5,096.28
Prior Period Items	45	(42.20)	(5.41)
Loss of Associate Companies		(60.56)	(173.13)
Minority Interest		(2,910.11)	(1,983.92)
Net Profit for the Year		3,531.22	2,933.83
Earning Per Equity Share (Nominal Value of ₹ 1/- each)	40		
- Basic		1.55	1.27
- Diluted		1.54	1.26
Significant Accounting Policies and Notes on Financial Statements	1-49		

As Per Our Report of Even Date

For Haribhakti & Co.
Chartered Accountants

Chetan Desai
Partner

Place : Mumbai
Date : 28th May, 2014

For Amit Desai & Co
Chartered Accountants

Amit Desai
Partner

For and on behalf of Board of Directors

Jaydev Mody
Ashish Kapadia
Mahesh Gupta
Rajeev Piramal
Rajesh Jaggi
Homi Aibara
Hardik Dhebar
Hitesh Kanani

Chairman
Managing Director
Director
Director
Director
Group CFO
Company Secretary



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2014	Year Ended 31 st March, 2013
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Extraordinary Items	11,746.17	8,493.75
Adjustments for :		
Employee Stock Option	364.17	290.11
Exceptional Items	1,384.07	(516.27)
Impairment Loss	-	52.91
Depreciation and Amortization	1,655.83	811.70
Loss on Sale of Fixed Assets	58.36	816.13
Provision for Employee Benefits	63.34	87.67
Finance Costs	3,342.94	1,545.77
Interest Income	(1,355.03)	(1,450.52)
Dividend Income	(36.84)	(313.37)
(Profit)/Loss on Sales of Investment	(1,019.99)	223.73
Sundry Balance Written Off/ (Written Back)	(31.66)	68.23
Prior Period Expenses	(42.20)	(5.41)
Provision for Doubtful Recovery	135.72	-
Exchange Difference Arising on Consolidation	(1,302.30)	(336.02)
Operating Profit before Working Capital Changes	14,962.58	9,768.41
Adjustments For :		
Inventories	17,717.50	11,632.79
Trade and Other Receivables	(5,376.09)	5,016.37
Loans and Advances	370.02	3,854.93
Trade Payables	973.93	(14.32)
Other Liabilities	(2,387.03)	1,860.56
Cash Generated from Operations	26,260.91	32,118.73
Taxes Paid (Net of Refund)	(3,315.58)	(3,647.53)
Net Cash Generated From Operating Activities (a)	22,945.33	28,471.20
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(7,456.69)	(17,442.43)
Purchase of Fixed Assets (Capital Work in Progress)	(472.36)	(14,181.61)
Purchase of Intangible Assets	(113.99)	(5,353.86)
Sales of Fixed Assets	512.18	60.79
Dividend Income	36.84	313.37
Interest Income	1,355.03	1,450.52
Sale of Investment and Mutual Fund	6,308.02	2,052.27
Inter Corporate Deposit	11,410.81	(6,013.68)
Investment in Long Term Fixed Deposit	(22.42)	(762.93)
Investment in Shares and Mutual Funds	(4,986.18)	(1,412.84)
Net Cash Generated from Investing Activities (b)	6,571.24	(41,290.39)

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2014	Year Ended 31 st March, 2013
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds From Issue of ESOP Shares	217.50	489.66
Redemption of Preference Shares	-	(1,223.85)
Finance Costs	(3,342.94)	(1,545.77)
Dividend Paid (including Dividend Distribution Tax)	(567.13)	(1,089.49)
Minority Interest	(13,207.51)	4,605.99
(Increase)/ Decrease in Unclaimed Dividend	(2.00)	(59.26)
Proceeds From Long Term Borrowings	6,642.94	15,547.42
Repayment of Long Term Borrowings	(9,486.88)	(13,327.78)
Proceeds From Short Term Borrowings	2,919.70	9,850.00
Repayment of Short Term Borrowings	(11,846.50)	(9,056.54)
Net Cash Generated From Financing Activities (c)	(28,672.82)	4,190.37
Increase/ (Decrease) in Cash and Cash Equivalents (a+b+c)	843.75	(8,628.82)
Cash & Cash Equivalents as at Beginning of Year	4,604.95	13,233.77
Cash & Cash Equivalents as at End of the Year	5,448.70	4,604.95
Cash & Cash Equivalents includes		
Cash in Hand	1,110.44	607.45
Cheques on Hand	-	75.00
Balance with Banks		
- In Current Accounts	2,409.32	737.77
- In Fixed Deposit Accounts (less than 3 Months)	1,928.94	3,184.73

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

For Haribhakti & Co.
Chartered Accountants

Chetan Desai
Partner

Place : Mumbai
Date : 28th May, 2014

For Amit Desai & Co
Chartered Accountants

Amit Desai
Partner

For and on behalf of Board of Directors

Jaydev Mody
Ashish Kapadia
Mahesh Gupta
Rajeev Piramal
Rajesh Jaggi
Homi Aibara
Hardik Dhebar
Hitesh Kanani

Chairman
Managing Director
Director
Director
Director
Group CFO
Company Secretary



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Accounting

The Consolidated Financial Statements have been prepared and presented on the accrual basis of accounting principles in India ("GAAP") and comply with accounting standard prescribed in Companies (Accounting Standards) Rules, 2006 to the extent applicable.

b) Principles of Consolidation

The Consolidated Financial Statements related to Delta Corp Limited ('the Company') and its subsidiary Companies 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" issued by the companies (Accounting Standard) Rule, 2006
- viii) In case of associates, where the Company directly or indirectly through subsidiaries holds more than 20% equity, investments in associates are accounted for using 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 except for depreciation as mentioned in note no. 1(e).

c) Revenue Recognition

- i) Sale of Services are recognized when the full / complete services have been provided. 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.
- ii) Interest income is generally recognized on a time proportion method.

- 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) 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.
- vii) Sale comprise sale of food and beverages, allied services relating to entertainment and hospitality operations.

d) Fixed 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 relates 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

Depreciation is provided on Written Down Value (WDV) method as prescribed in Schedule XIV of the Companies Act, 1956 except on fixed assets directly pertaining to Aviation, Casino and Hospitality business where depreciation is charged on Straight Line Method (SLM). Depreciation is provided from the date of acquisition till the date of sale of assets.

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 or net realizable value on FIFO basis.
- 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.



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

- iv) Realty work in progress represents expenditure incurred on projects undertaken for development and construction.
- v) 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.
- vi) Stores and Spares once issued from Stores are treated as consumed and charged to Profit & Loss.

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.

i) 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.

j) 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.

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 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 relevant tax regulations applicable to the company.

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 has 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 as per the terms of lease agreement over the period of lease terms.

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 / fair value 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 uniformly over the vesting period of the options. The surrendered or lapsed options will be eligible for re-issue.

p) 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 FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	As at 31 st March, 2014		As at 31 st March, 2013	
	No.	₹ in Lacs	No.	₹ in Lacs
2 SHARE CAPITAL				
Authorised Shares:				
Equity Shares of ₹ 1/- each	420,500,000	4,205.00	350,000,000	3,500.00
10% Non Cumulative Redeemable Preference Shares of ₹ 10/- each	1,000,000	100.00	1,000,000	100.00
8% Non Cumulative Redeemable Preference Shares of ₹ 10/- each	13,000,000	1,300.00	13,000,000	1,300.00
TOTAL	434,500,000	5,605.00	364,000,000	4,900.00
Issued, Subscribed And Fully Paid-Up:				
Equity Shares of ₹ 1/- each	227,576,504	2,275.77	226,851,504	2,268.52
TOTAL	227,576,504	2,275.77	226,851,504	2,268.52

a) Reconciliation of the Shares at the beginning and at the end of the reporting period:

Particulars	As at 31 st March, 2014		As at 31 st March, 2013	
	No.	₹ in Lacs	No.	₹ in Lacs
Equity Shares				
At the Beginning of the Year	226,851,504	2,268.52	225,592,854	2,255.93
ESOP Issued during the Year	725,000	7.25	1,258,650	12.59
Outstanding at the End of the Year	227,576,504	2,275.77	226,851,504	2,268.52
8% Non Cumulative Redeemable Preference Shares				
At the Beginning of the Year	-	-	12,238,535	1,223.85
Redemption During the Year	-	-	(12,238,535)	(1,223.85)
Outstanding at the End of the Year	-	-	-	-

b) Equity Shares issued by the Company without Payment Being Received in Cash

Particulars	Year (Aggregate No. of Shares)				
	2009-10	2010-11	2011-12	2012-13	2013-14
Equity Shares - Fully Paid Up:					
Pursuant to contract (Merger) without payment being received in cash	NIL	NIL	1,674,665	NIL	NIL

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 share 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 2014 @ 25% (2013: 25%).

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) Terms/Rights Attached to Preference Shares

Preference Shares carry dividend @ 8% p.a. The Company declares and pays dividends in Indian Rupees. Preference shares did not carry any voting rights.

Preference share holder had exercise redemption option and accordingly all Preference shares were redeemed on 19th November, 2012 along with pro-rata dividend till date of redemption.

e) Details of Shareholders Holdings More Than 5% shares in Company

Equity Shares	As at 31 st March, 2014		As at 31 st March, 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Aryanish Finance and Investments Private Limited (*)	31,213,340	13.72	31,213,340	13.76
Bayside Property Developers Private Limited (*)	31,213,340	13.72	31,213,340	13.76
Delta Real Estate Consultancy Private Limited (*)	31,213,341	13.72	31,213,341	13.76
IDBI Trusteeship Services Limited (India Advantage Fund)	8,127,799	3.57	13,835,862	6.10
*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.				



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
3 RESERVES & SURPLUS		
a) Capital Reserves on Amalgamation		
Opening Balance	1,040.98	1,040.98
(+) Addition During the Year	-	-
(-) Written Back in Current Year	-	-
Closing Balance	1,040.98	1,040.98
b) Capital Redemption Reserves		
Opening Balance	1,404.88	181.03
(+) Current Year Transfer	-	1,223.85
(-) Written Back in Current Year	-	-
Closing Balance	1,404.88	1,404.88
c) Securities Premium Account		
Opening Balance	49,448.04	48,614.63
(+) Securities premium credited on Share issue	269.34	833.41
(-) Premium Utilised for Share Issue And Other Expenses	-	-
Closing Balance	49,717.38	49,448.04
d) Revaluation Reserves		
Opening Balance	-	7.55
(+) Current Year Transfer	-	(5.79)
(-) Transfer to Minority Interest	-	1.76
Closing Balance	-	-
e) Foreign Currency Translation Reserves		
Opening Balance	416.53	735.59
(+) Current Year Transfer	(985.06)	(319.06)
Closing Balance	(568.53)	416.53
f) Share Options Outstanding Account		
Opening Balance	118.18	1,984.73
(+) Current Year Transfer	340.53	-
(-) Written Back in Current Year	59.09	1,866.55
Closing Balance	399.62	118.18
g) Deferred Employee Compensation		
Opening Balance	(74.95)	(1,359.02)
(+) Current Year Transfer	(373.22)	-
(-) Written Back in Current Year	(396.85)	(1,284.07)
Closing Balance	(51.32)	(74.95)

(₹ in Lacs)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
h) General Reserves		
Opening Balance	4,500.08	5,498.93
(+) Current Year Transfer	621.34	225.00
(-) Transfer to Capital Redemption Reserve	-	1,223.85
Closing Balance	5,121.42	4,500.08
i) Surplus		
Opening Balance	18,197.94	16,209.60
(+) Net Profit For the Current Year	3,531.22	2,933.83
(-) Transferred To General Reserves	621.34	225.00
(-) Interim Dividends On Preference Shares	-	55.79
(-) Proposed Dividends On Equity Shares	568.94	567.13
(+) Dividends Distribution Tax Written Back	92.00	-
(-) Dividends Distribution Tax	96.69	101.06
(+) Transfer from Minority	611.59	3.49
(-) Adjustment arising out of Scheme of Amalgamation	3,475.73	-
Closing Balance	17,670.05	18,197.94
TOTAL	74,734.48	75,051.67
4 LONG-TERM BORROWINGS		
Secured Borrowings:		
- From Banks		
Term Loan (Refer Note A)	21,167.88	27,044.15
Vehicle Loan (Refer Note B)	54.25	65.35
- From Others		
Debentures (Refer Note C)		
15 % Series "A"	2,233.03	2,233.03
19 % Series "A"	450.00	450.00
	23,905.16	29,792.53
Unsecured Borrowings:		
- From Others		
Debentures (Refer Note D)		
0% Series "C"	164.34	164.34
0% Series "D"	-	192.93
	164.34	357.27
TOTAL	24,069.50	30,149.80



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
NOTE A:		
Terms of Loan Repayment are :		
i) From Bank 1 :	3,236.63	3,749.62
Outstanding balance as at balance sheet date carries interest 13% p.a. is repayable over a period of 39 to 46 months in varying monthly installments.		
Loan is secured by way of hypothecation of Ship at Goa and exclusive charge by way of hypothecation of all Plant and Machinery, Furniture and Fixture installed on the Ship and mortgage of Immoveable Property at Mumbai owned by Promoter's Beneficiary Trust.		
ii) From Bank 2 :	5,550.00	6,227.52
Outstanding balance as at balance sheet date carries interest between 12.60% to 12.85% p.a. is repayable over a period of 22 Quarter in varying Quarterly installments.		
Loan is 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 and charge on the receivable from the said property.		
iii) From Bank 3 :	972.00	-
Outstanding balance as at balance sheet date carries interest 12% p.a. is repayable over a period of 22 months in varying monthly installments.		
Loan is secured by way of hypothecation of Ship at Goa, Equitable mortgage of Immoveable Property at Goa owned by Promoter Group Company and Property at Mumbai owned by Promoter's Beneficiary Trust, Corporate guarantee is provided by the Promoter Group Company and by the Promoter's Beneficiary Trust.		
iv) From Bank 4 :	-	1,156.73
Outstanding balance as at balance sheet date carried interest 13.75% p.a. is repayable over a period of 11 monthly installments.		
Loan is secured by way of hypothecation of Ship at Goa, Equitable mortgage of Immoveable Property at Goa owned by Promoter Group Company and Property at Mumbai which belongs to the Promoter's Beneficiary Trust.		
v) From Bank 5 :	989.44	1,398.05
Outstanding balance as at balance sheet date carries interest 13.75% p.a. is repayable over a period of 11 quarterly installments.		
Loan is secured by way of hypothecation of Ship at Goa.		
vi) From Bank 6 :	1,221.31	2,734.25
Outstanding balance of ECB Loan as at balance sheet date carries interest @ Libor + 3.50% p.a. is repayable over a period of 53 months in varying monthly installments.		
Loan is secured by exclusive hypothecation charge on the aircraft, the entire current assets / movable fixed assets present and future.		

(₹ in Lacs)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
vii) From Bank 7 :	8,698.50	11,312.00
Outstanding balance as at balance sheet date carries interest @ 12.90% to 16.50% p.a is repayable over a period of 23 quarterly varying installments for three banks and 19 quarterly varying installments to a bank.		
Loan is secured by way of mortgage of Immoveable Property at Daman.		
viii) From Bank 8 :	-	465.98
Outstanding balance as at balance sheet date carried interest @ 16.00% p.a.		
Loan is secured by way of equitable Mortgage of freehold jetty land at Goa, hypothecation of Ship, Stocks, Debts and Machinery at Goa.		
ix) From Bank 9 :	500.00	-
Outstanding balance as at balance sheet date carries interest @ 12.75% p.a is repayable over a period of 72 monthly varying installments.		
Loan is secured by way of mortgage of Immoveable Property at Daman.		
NOTE B:		
i) From Bank :	11.91	33.07
Outstanding balance as at balance sheet date carries Interest @ 9.68% to 12.00% p.a. and Secured by way of hypothecation of Motor Vehicles.		
ii) From Financial Institution :	42.34	32.30
Outstanding balance as at balance sheet date carries Interest @ 10.26% to 15.40% p.a. and Secured by way of hypothecation of Motor Vehicles.		
NOTE C:		
i) 15% Fully Convertible Debenture - Series A	2,233.03	2,233.03
Conversion after 78 months from date of issuance.		
Loan is secured by second charge on Immovable Property at Daman. All Debentures are going to be converted into 4,50,000 Non Voting Class A Equity Shares of ₹10 each of subsidiary company.		
ii) 19% Fully Convertible Debenture - Series A	450.00	450.00
Conversion after 78 months from date of issuance.		
Loan is secured by second charge on Immovable Property at Daman. All Debentures are going to be converted into 90,000 Non Voting Class A Equity Shares of ₹ 10 each of subsidiary company.		



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
NOTE D:		
i) 0% Fully Convertible Debenture - Series C	164.34	164.34
Conversion after 90 months from date of issuance.		
All Debentures are going to be converted into 36,521 Non Voting Class B Equity Shares of ₹ 10 each of subsidiary company.		
ii) 0% Fully Convertible Debenture - Series D	-	192.93
Conversion after 90 months from date of issuance.		
All Debentures are going to be converted into 98 Non Voting Class B Equity Shares of ₹ 10 each of subsidiary company.		

1. Period of default

- Interest to FCD A holders from April, 2010 and FCD A-1 Holder from January, 2012 onwards have not been paid.
- Interest on Term Loan for the month of February and March, 2014 and principal repayment for quarter ended March, 2014 which were due on 31st March 2014, have not been paid as on the balance sheet date.

2. Amount

- Interest on FCD ₹ 2,005.88 Lacs and for Previous Year ₹ 1,453.75 Lacs breakup of which is stated hereunder :
 - 15% Series "A" Debentures ₹ 1,355.53 Lacs & for Previous Year ₹ 1,085.65 Lacs
 - 19% Series "A" Debentures ₹ 353.79 Lacs & for Previous Year ₹ 201.82 Lacs
 - 15% Series "A-1" Debentures ₹ 296.56 Lacs & for Previous Year ₹ 166.28 Lacs
- Interest on Term Loan for the month of March, 2014 is ₹ 280.29 Lacs (Previous Year : ₹ 153.34 Lacs) and principal repayment for quarter ended March, 2014 is ₹ 244.25 Lacs (Previous Year : ₹ 143.00 Lacs) which were due on 31st March, 2014, have not been paid as on the balance sheet date
- Interest on term loan payable of ₹ 130.33 Lacs pertaining to February, 2014 has been subsequently paid in April, 2014 thus default existing on the balance sheet date pertaining to the same has been corrected.

(₹ in Lacs)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
5 LONG-TERM PROVISIONS		
Provision for Employee Benefits (Unfunded) :		
Gratuity	130.40	110.43
Leave Encashment	93.25	62.49
TOTAL	223.65	172.92

(₹ in Lacs)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
6 SHORT-TERM BORROWINGS		
Secured Borrowings :		
- From a Bank - Cash Credit	1,033.20	1,490.70
Cash Credit from bank repayable on demand. Carries interest @ 16.00% 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 (Carries 13.25% p.a. interest)	1,431.70	1,390.00
- From Other Parties (Carried 14% p.a. interest)	-	8,511.00
TOTAL	2,464.90	11,391.70
7 TRADE PAYABLES		
Micro, Small and Medium Enterprises	1.91	1.80
Others	1,772.12	877.22
TOTAL	1,774.03	879.02

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

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:

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
The Principal Amount Remaining Unpaid At The End Of The Year	1.91	1.80
The Interest Amount Remaining Unpaid At The End Of The Year	Nil	Nil
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



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
8 OTHER CURRENT LIABILITIES		
a) Current Maturities of Long-Term Borrowings :		
- From a Bank and FCD	8,700.98	6,961.21
b) Interest Accrued but not Due on Borrowings	2,554.47	860.60
c) Interest Accrued and Due on Borrowings	274.24	1,729.34
d) Investor Education and Protection Fund will be credited by following amounts (as and when due)		
- Unclaimed dividends	61.26	59.26
e) Deposits	243.00	243.00
f) Duties & Taxes	812.26	755.24
g) Other Current Liabilities	354.50	244.40
h) Other Payable	515.22	1,659.67
i) Book Overdraft	111.55	29.17
j) Payable against Capital Assets	595.73	1,280.48
TOTAL	14,223.21	13,822.37
9 SHORT TERM PROVISIONS		
a) Provision for Employee Benefits (Unfunded)		
- Gratuity	16.19	10.85
- Leave Encashment	18.73	16.43
b) Provision for Taxation (Net of Advance Tax of ₹ 3,489.03 Lacs Previous Year : ₹ 1,614.04 Lacs)	3,129.70	1,534.25
c) Provision for Wealth Tax	0.07	0.20
d) Other Provisions	104.83	1,241.81
e) Proposed Dividend on Equity Shares	568.94	567.13
f) Dividends Distribution Tax on Proposed Dividend	96.69	92.00
TOTAL	3,935.15	3,462.67

10 TANGIBLE ASSETS

(₹ in Lacs)

Particulars	Land	Leasehold Land	Leasehold Land Improvement	Building	Paintings	Plant and Machinery	Computer & Accessories	Furniture and Fixture	Gaming Equipment	Vehicles	Ships	Feeder/Speed Boat	Aircraft	Total
GROSS BLOCK														
As at 1 st April, 2012	944.30	160.28	61.90	893.96	-	1,756.10	267.41	1,900.97	1,020.05	523.99	3,877.56	589.15	-	11,995.66
Additions	5,642.93	-	374.68	5,908.47	8.60	321.96	42.99	116.20	115.15	118.17	75.00	-	4,702.45	17,426.60
Disposals	-	-	(61.90)	-	-	(54.34)	(5.34)	(19.98)	-	-	-	-	-	(141.55)
Impairment	-	(23.26)	-	(71.18)	-	-	-	-	-	-	-	-	-	(94.44)
Exchange Difference	-	5.98	-	11.13	-	1.78	0.43	1.80	-	1.57	-	-	-	22.68
As at 31 st March, 2013	6,587.23	143.00	374.68	6,742.37	8.60	2,025.50	305.49	1,998.99	1,135.19	643.74	3,952.56	589.15	4,702.45	29,208.95
As at 1 st April, 2013	6,587.23	143.00	374.68	6,742.37	8.60	2,025.50	305.49	1,998.99	1,135.19	643.74	3,952.56	589.15	4,702.45	29,208.95
Acquisition	-	-	-	-	-	874.55	2.30	7.72	-	-	-	-	-	884.57
Additions	23.35	-	78.76	27,510.31	44.38	8,495.33	330.82	4,145.87	1,869.90	42.16	7,230.82	126.57	-	49,898.27
Amalgamation Effect	-	-	3.66	(1,094.41)	-	196.33	(15.59)	574.49	(257.37)	-	(626.01)	(5.36)	-	(1,224.26)
Disposal of Subsidiary	-	-	-	-	-	(2.34)	(1.04)	-	-	-	-	-	(2,351.22)	(2,354.60)
Disposals	-	(153.85)	-	(153.85)	-	(206.71)	(36.70)	(57.40)	-	(86.51)	-	(0.29)	-	(695.31)
Exchange Difference	18.40	10.85	-	72.90	-	98.55	0.83	4.11	-	3.32	-	-	-	208.96
As at 31 st March, 2014	6,628.98	-	457.10	33,077.32	52.98	11,481.21	586.11	6,673.78	2,747.72	602.71	10,557.37	710.07	2,351.22	75,926.58
DEPRECIATION														
As at 1 st April, 2012	-	5.51	61.90	96.40	-	341.90	156.08	507.35	154.06	300.07	542.10	140.95	-	2,306.32
Charge for the Year	-	2.65	47.50	70.48	-	124.85	74.60	143.92	61.11	80.18	147.53	43.13	44.01	839.98
Disposals	-	-	(61.90)	-	-	(3.32)	(4.95)	(9.50)	-	-	-	-	-	(79.67)
Impairment	-	(7.11)	-	(19.84)	-	-	-	-	-	-	-	-	-	(26.95)
Exchange Difference	-	0.21	-	1.30	-	0.28	0.24	0.94	-	0.84	-	-	-	3.80
As at 31 st March, 2013	-	1.25	47.50	148.34	-	463.71	225.97	642.71	215.18	381.09	689.63	184.08	44.01	3,043.48
As at 1 st April, 2013	-	1.25	47.50	148.34	-	463.71	225.97	642.71	215.18	381.09	689.63	184.08	44.01	3,043.48
Acquisition	-	-	-	-	-	858.55	0.13	7.20	-	-	-	-	-	865.88
Charge for the Year	-	-	86.08	181.82	1.85	209.04	63.41	291.74	117.43	63.66	283.86	51.15	263.34	1,613.38
Amalgamation Effect	-	-	(15.50)	44.97	-	(107.84)	(13.78)	(74.53)	(132.68)	-	(245.25)	(5.36)	-	(549.97)
Disposal of Subsidiary	-	-	-	-	-	(0.35)	(0.43)	-	-	-	-	-	(153.67)	(154.45)
Disposal	-	(1.35)	-	(5.77)	-	(14.24)	(22.47)	(34.58)	-	(44.74)	-	(0.08)	-	(123.23)
Exchange Difference	-	0.10	-	12.13	-	(9.09)	0.67	2.31	-	2.11	-	-	-	8.23
As at 31 st March, 2014	-	-	118.08	381.49	1.85	1,399.78	253.50	834.85	199.92	402.12	726.24	229.80	153.68	4,703.32
NET BOOK VALUE														
As at 31 st March, 2013	6,587.23	141.74	327.18	6,594.04	8.60	1,561.79	79.51	1,356.28	920.02	262.64	3,262.93	405.07	4,658.44	26,165.47
As at 31 st March, 2014	6,628.98	-	339.02	32,695.83	51.13	10,081.44	332.61	5,838.93	2,547.80	200.59	9,829.13	480.27	2,197.54	71,223.26

Note : During the year depreciation of ₹13.40 Lacs transferred to Capital Work in Progress (Previous Year : ₹ 82.77 Lacs).





NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

10 INTANGIBLE ASSETS

(₹ in Lacs)

Particulars	Software/ Website	Goodwill	Total
GROSS BLOCK			
As at 1 st April, 2012	29.45	-	29.45
Additions	15.84	-	15.84
Disposals	(1.12)	-	(1.12)
Exchange Difference	0.19	-	0.19
As at 31 st March, 2013	44.36	-	44.36
As at 1 st April, 2013	44.36	-	44.36
Acquisition	104.19	-	104.19
Additions	40.46	389.05	429.51
Amalgamation Effect	(4.44)	-	(4.44)
Exchange Difference	0.42	-	0.42
As at 31 st March, 2014	184.99	389.05	574.04
DEPRECIATION			
As at 1 st April, 2012	16.35	-	16.35
Charge for the Year	9.35	-	9.35
Disposals	(1.06)	-	(1.06)
Exchange Difference	0.15	-	0.15
As at 31 st March, 2013	24.79	-	24.79
As at 1 st April, 2013	24.79	-	24.79
Acquisition	103.56	-	103.56
Charge for the Year	12.99	38.91	51.90
Amalgamation Effect	(4.44)	-	(4.44)
Disposal	(1.53)	-	(1.53)
Exchange Difference	0.18	-	0.18
As at 31 st March, 2014	135.55	38.91	174.46
NET BOOK VALUE			
As at 31 st March, 2013	19.57	-	19.57
As at 31 st March, 2014	49.44	350.14	399.58

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹ unless stated otherwise)	As at 31 st March, 2014	As at 31 st March, 2013
11 NON CURRENT INVESTMENTS					
1 Investment in Immovable Property					
Opening Balance				536.85	1,714.03
Less: Transferred to Stock in Trade				532.90	1,132.03
Less: Amortization				3.95	45.15
Closing Balance				-	536.85
2 Trade Investments					
(A) Quoted Fully Paid Equity Shares					
Advani Hotels & Resorts Limited	16,453,783	16,453,783	2	9,253.61	8,952.85
Peninsula Land Limited	48,000	-	2	2.64	-
(B) Unquoted Fully Paid Equity Shares					
(i) Associate Companies					
Zeicast PTE Limited	8,966,667	4,275,000	USD 0.17	60.04	208.58
Interactive Gamings & Sports Pty Limited	-	1,380	-	-	982.61
(ii) Other Companies					
Aero Port & Infrastructure Project Private Limited	43,750	43,750	10	4.38	4.38
J M Township & Real Estate Private Limited	175,000	175,000	10	149.43	17.50
3 Non Trade Investments (at cost)					
(i) Unquoted Fully Paid Equity Shares					
The Saraswat Co. Op. Bank Limited	5,000	5,000	10	0.50	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
(ii) Quoted Fully Paid Equity Shares					
Piramal Enterprise Limited	433	-	2	0.10	-
Victoria Mills Limited	40	-	100	0.02	-
Arrow Textiles Limited	2	-	10	0.00	-
Piramal Glass Limited*	19	-	10	-	-
Piramal Phytocare Limited (Formerly known Piramal Life Science Limited)*	42	-	10	-	-
*Issued free against holding of shares of Piramal Enterprise Limited					
(iii) Unquoted Fully Paid 0% Fully paid Optionally Convertible Preference Shares					
Zeicaste PTE Limited	1,000,000	-	USD 0.80	47.80	-
(iv) Unquoted Fully Paid 0% Fully paid Optionally Convertible Debenture					
J M Township & Real Estate Private Limited	9,657,500	7,070,000	10	965.75	707.00
TOTAL				10,484.81	11,410.81



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	As at 31 st March, 2014		As at 31 st March, 2013	
	Book Value	Market Value	Book Value	Market Value
Aggregate amount of Quoted Investments	9,256.37	5,917.12	8,952.85	4,837.41
Aggregate amount of Unquoted Investments	1,228.44	-	2,457.95	-

Statement of Investment in Associate Companies

(₹ in Lacs)

Name of Company	Original Cost	Goodwill/ Foreign Currency Translation Reserve	Accumulated Losses	Carrying Value
Zeicast PTE Limited	373.01	246.08	66.89	60.04
	(361.16)	(99.85)	(52.73)	(208.58)
Interactive Gaming and Sports Pty Limited (*)	-	-	-	-
	(1,386.60)	(273.92)	(130.07)	(982.61)

(Previous Year figures are shown in bracket)

(*) On 2nd May, 2013 it is converted into a Subsidiary Company.

12 DEFERRED TAX

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.

a) Holding Company and Indian Subsidiaries

The components of Deferred Tax Assets to the extent recognized and Deferred Tax Liabilities as on 31st March, 2014 are as follows:

(₹ in Lacs)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
Deferred Tax Liability:		
Difference between Book and Tax Depreciation	585.75	1,220.78
(A)	585.75	1,220.78
Deferred Tax Asset:		
Business Losses	692.11	1,108.79
Expenses Disallowed under The Income Tax Act, 1961	28.82	70.73
(B)	720.93	1,179.52
Net Deferred Tax Liability/(Assets)	(A - B)	41.26

b) Foreign Subsidiaries

The components of Deferred Tax Assets to the extent recognized and Deferred Tax Liabilities as on 31st March, 2014 are as follows:

(₹ in Lacs)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
Deferred Tax Liability		
Other Provisions and Borrowings Cost	-	-
(A)	-	-
Deferred Tax Asset		
Difference Between Book and Tax Depreciation	10.94	1.91
Exchange Gain/Loss	-	0.05
(B)	10.94	1.96
Net Deferred Tax Liability/(Assets) (A - B)	(10.94)	(1.96)

Note :

Deferred Tax Asset and Liabilities related to foreign company is disclosed separately as the governing taxation law is different as per AS- 22 issued by The Institute of Chartered Accountant of India.

(₹ in Lacs)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
13 LONG-TERM LOANS AND ADVANCES		
a) Capital Advances		
Unsecured, considered good	1,368.79	2,189.25
Doubtful	130.74	130.74
Provision for Doubtful Advances	(130.74)	(130.74)
	1,368.79	2,189.25
b) Security Deposits		
Unsecured, Considered Good	454.81	322.64
	454.81	322.64
c) Other Loans and Advances		
Unsecured, Considered Good		
- Others	796.35	741.73
- Doubtful	7.03	7.03
- Provision for Doubtful Advances	(7.03)	(7.03)
	796.35	741.73
d) Mat Credit Entitlement	1,690.81	1,512.79
TOTAL	4,310.76	4,766.41



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
14 OTHER NON CURRENT ASSETS		
Unsecured, Considered Good		
Fixed Deposits for more than 12 months (under lien)	1,123.42	1,192.00
Interest Accrued on Fixed Deposits	163.19	95.63
TOTAL	1,286.61	1,287.63

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹ unless stated otherwise)	As at 31 st March, 2014	As at 31 st March, 2013
15 CURRENT INVESTMENTS					
(a) Investment in Equity instruments					
Quoted fully paid up share					
(i) Trade Investments (at cost)					
Peninsula Land Limited	-	48,000	2.00	-	2.64
(ii) Non Trade Investments (at cost)					
Piramal Enterprise Limited	-	433	2.00	-	0.10
Victoria Mills Limited	-	40	100.00	-	0.02
Arrow Textiles Limited	-	2	10.00	-	0.00
Piramal Glass Limited*	-	19	10.00	-	-
Piramal Phytocare Limited (Formerly known Piramal Life Science Limited)*	-	42	10.00	-	-
* Issued free against holding of shares of Piramal Enterprise Limited					
(b) Investments in Mutual Funds					
J P Morgan India Liquid Fund Super Inst.	95.08	89.11	10.52	0.01	0.01
TOTAL				0.01	2.77

(₹ in Lacs)

Particulars	As at 31 st March, 2014		As at 31 st March, 2013	
	Book Value	Market Value	Book Value	Market Value
Aggregate amount of Quoted Investments	-	-	2.76	20.87
Aggregate amount of Unquoted Investments	0.01	-	0.01	-

(₹ in Lacs)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
16 INVENTORIES		
(Valued at Cost or Net Realisable Value whichever is Lower)		
Traded Goods	6,557.54	5,737.48
Work in Progress	-	17,401.98
Stores and Spares	614.61	521.24
TOTAL	7,172.15	23,660.70
17 TRADE RECEIVABLES		
(Unsecured, Considered Good unless stated otherwise)		
Outstanding for a Period Exceeding Six Months from the Date they are Due for Payment		
- Considered Good	429.24	247.18
- Considered Doubtful	8.18	-
Provision for Doubtful Trade Receivables	(8.18)	-
	429.24	247.18
Other Receivables		
- From Related Parties	-	277.50
- From Other Parties	6,308.08	928.63
	6,308.08	1,206.13
TOTAL	6,737.32	1,453.31
18 CASH AND BANK BALANCES		
a) Cash and Cash Equivalents :		
Balance with Banks		
- On Current Accounts	2,409.32	737.77
- Call and Other Deposits (Less than 3 months)	1,928.94	3,184.73
Cheques on Hand	-	75.00
Cash on Hand	1,110.44	607.45
b) Other Bank Balances :		
Unclaimed Dividend Accounts	61.26	59.26
TOTAL	5,509.96	4,664.21



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
19 SHORT-TERM LOANS AND ADVANCES		
a) Loans and Advances to Related Parties		
Unsecured, Considered Good		
- Inter Corporate Deposits	1,847.70	450.36
- Advance for Property	-	870.50
	1,847.70	1,320.86
b) Other Loans & Advances		
Unsecured, Considered Good		
Loan to Employees	0.23	-
Loans to Other Parties	-	11,192.03
Balances with Statutory/Government Authorities	1,212.32	955.51
Deposits	53.43	35.17
Prepaid Expenses	1,503.50	1,386.21
Advance for Properties	722.30	997.30
Other Advances	989.57	1,243.81
MAT Credit Entitlement	328.39	302.54
Advance Tax (Net of Provision of Taxes of ₹ 3,530.23 Lacs Previous Year : ₹ 5,638.28 Lacs)	766.88	848.47
	5,576.62	16,961.04
Unsecured, Considered Doubtful:		
Deposits	25.34	-
Advance for Properties	75.00	-
Other Advances	27.20	15.02
Provision for Doubtful Advances	(127.54)	(15.02)
	-	-
TOTAL	7,424.32	18,281.90
20 OTHER CURRENT ASSETS		
Debenture Application Money	11.10	247.00
Accrued Interest on Others/Fixed Deposits	274.36	143.27
Fixed Asset Held for Sale	201.26	-
Other Receivable	18.81	447.77
TOTAL	505.53	838.04

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2014	Year Ended 31 st March, 2013
21 REVENUE FROM OPERATIONS		
Sale of Services	25,533.53	15,997.35
Sales of Goods	30,324.88	26,543.38
TOTAL	55,858.41	42,540.73
22 OTHER INCOME		
Interest Received on :		
- Fixed Deposit with Bank	398.06	607.18
- Inter Corporate Deposits	873.03	797.10
- Income Tax Refund	83.95	46.24
Miscellaneous Income	384.47	4.34
Dividend on Equity Shares and Mutual Funds	36.84	313.37
Sundry Balance Written Back	42.61	83.85
Foreign Exchange Gain	282.20	-
Profit on Sale of Long Term Investment	1,019.99	-
TOTAL	3,121.15	1,852.08
23 COST OF MATERIAL CONSUMED/INVENTORY SOLD		
Opening Stocks	58.32	35.27
Purchases of Goods	1,368.27	731.82
Less : Closing Stocks	42.69	58.32
Cost of Food and Beverages	1,383.90	708.77
Cost of Realty	3,490.14	8,344.92
Amalgamation Effect	492.10	-
Purchases of Traded Goods(including Transfer from CWIP)	-	2,641.87
TOTAL	5,366.14	11,695.56
24 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE		
Opening Stocks		
Traded Goods	5,679.16	7,016.59
Work In Progress	17,401.98	24,202.88
(a)	23,081.15	31,219.47
Closing Stocks		
Traded Goods	6,514.85	5,679.16
Work in Progress	-	17,401.98
(b)	6,514.85	23,081.15
TOTAL (a - b)	16,566.29	8,138.32



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Particulars	Year Ended 31 st March, 2014	Year Ended 31 st March, 2013
25 EMPLOYEE BENEFIT EXPENSES		
Salaries, Wages & Bonus	4,013.13	2,833.87
Managing Director's Commission	15.54	5.42
Contribution to Provident & Other Funds	231.61	162.99
Gratuity Fund Expenses	96.03	87.67
Employee Compensation Expenses	364.17	290.11
Staff Welfare Expenses	158.40	167.15
TOTAL	4,878.88	3,547.21
26 FINANCE COSTS		
Interest	2,815.84	1,431.07
Other Borrowing Costs	230.47	114.70
Net (Gain)/Loss on Foreign Currency Transactions	296.63	-
TOTAL	3,342.94	1,545.77
27 OTHER EXPENSES		
Advertisement Expenses	512.92	167.79
Payment to Auditors	97.08	95.86
Bad Debts	-	118.23
Sundry Balance Written Off	10.95	-
Impairment of an Asset	-	52.91
Foreign Exchange Loss	-	553.51
Consumption of Stores and Spare Parts	12.92	14.04
Director Sitting Fees	27.07	38.89
Charities and Donations	13.14	7.78
Hotel Expenses	86.88	144.89
Insurance	116.14	60.28
Legal and Professional Fees	1,761.12	819.73
Loss on Disposal of Stock	34.91	-
Loss on Sale of Assets	58.36	816.13
Loss on Sale of Shares	-	223.73
Miscellaneous Expenses	1,140.77	709.02
Amalgamation Expenses	43.35	-
Penalty	6.87	-
Postage and Telephone Expenses	96.90	82.33
Power and Fuel Expenses	1,482.27	673.43
Provision for Doubtful Advances	135.72	-
Rates and Taxes	5,708.91	4,153.49
Rent	740.81	606.00
Repairs and Maintenance:		
- For Buildings	40.06	98.99
- For Machineries	907.69	566.87
- For Others	43.72	23.63
Sales Promotion Expenses	425.88	322.21
Travelling Expenses	324.04	140.42
Vehicle Expenses	210.76	186.61
TOTAL	14,039.24	10,676.77

- 28 Various Debit and Credit balances are subject to confirmations/reconciliation and consequent adjustments, if any. The Company is of the view that reconciliation(s), if any, arising out of final settlement of accounts with these parties is not likely to have any material impact on the accounts. The Current Assets, Loan and Advances and Investments are stated in the Balance Sheet at the amounts which are at least realizable in ordinary course of business.

29 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ in Lacs)

Particulars	As at 31 st March	
	2014	2013
(i) Contingent Liabilities		
(a) Claims against the Company 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 (a) below)	1,232.90	1,232.90
- Vat Liability for Financial Year: 2010-11	35.63	26.61
- Employees Claim	8.96	-
- Entertainment Tax on Gaming Operations	-	19.10
Management is contesting against these matters and hopeful to succeeding the same		
(b) Guarantees		
- Financial Guarantees Given to Custom Authorities for Litigation	40.00	-
- Outstanding Letters of Credit	-	64.40
- Guarantees given by the Company's Banker in the normal course of business	1,012.04	935.23
- Liability on account of Corporate Guarantee given to bank for loan taken by Joint Venture Company	1,646.24	-
(c) Other money for which the Company is contingently liable		
- Bond given to Custom Authorities	5,627.94	5,627.94
	9,603.71	7,906.18
(ii) Commitments		
Estimated amount of contracts remaining to be executed on capital account (Net of Capital Advances)	225.99	1,104.80
Estimated amount of contracts remaining to be executed on goods other than capital account	48.39	177.07
Other Commitments (Refer Note (b) below)	1,719.78	2,668.90
	1,994.16	3,950.78

Note :

- (a) 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 which are pending with CIT(Appeals) and with Income Tax Appellate Tribunal (ITAT) respectively.
- (b) As per the FCD agreements, the FCD investor shall sell and the Company shall purchase the shares at an IRR, inclusive of monies already received by the investors. The difference between interest accrued / due and the IRR, amounting to ₹ 1,719.78 Lacs equivalent to USD 28,77,904 (Previous Year as on 31.03.2013 amounting to ₹ 2,668.90 Lacs equivalent to USD 49,10,137) has been recognized as other commitment.



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

- (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 ₹ 3,675.32 Lacs (Previous Year : ₹ 3,362.73 Lacs). Non fulfillment of 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.

- (iv) Subsequent to the balance sheet date, there was a search action at the premises of the Group under section 132 of the Income Tax Act, 1961. Proceedings related to it are yet not concluded. Hence, with regard to the said matter, tax liability, if any, which is not quantifiable, is not provided in the books of accounts. Tax & related consequential amounts, if any, will be provided on completion of the proceedings.

30 THE SUBSIDIARY COMPANIES CONSIDERED IN THE CONSOLIDATED FINANCIAL STATEMENTS ARE:

(₹ in Lacs)

Name of the Company	Country of Incorporation	% of Voting Right as on 31 st March	
		2014	2013
Subsidiaries			
Delta Adventures and Entertainment Private Limited *	India	-	100.00
Delta Holding USA Inc.	USA	100.00	100.00
Delta Hospitality and Leisure Private Limited *	India	-	100.00
Delta Leisure and Entertainment Private Limited *	India	-	100.00
Delta Lifestyle and Entertainment Private Limited	India	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	51.00	51.00
Daman Entertainment Private Limited	India	51.00	51.00
Interactive Gaming & Sports Pty Limited (w.e.f. 02.05.2013)	Australia	60.40	-
Atled Technologies Private Limited	India	80.00	-
Caravella Casino (Goa) Private Limited	India	100.00	-
Daman Hospitality Private Limited	India	87.16	-
Delta Hospitality and Entertainment Mauritius Limited	Mauritius	100.00	-
Highstreet Cruises & Entertainment Private Limited	India	100.00	-
Marvel Resorts Private Limited	India	50.00	-

Name of the Company	Country of Incorporation	% of Voting Right as on 31 st March	
		2014	2013
Step-Down Subsidiaries			
AAA Township Private Limited *	India	-	100.00
Aman Infrastructure Private Limited *	India	-	100.00
Argyll Hotels Private Limited *	India	-	100.00
Atled Technologies Private Limited	India	-	80.00
Caravella Casino (Goa) Private Limited	India	-	100.00
Coastal Sports Ventures Private Limited (Merged with Highstreet Cruises and Entertainment Private Limited w.e.f. 01.10.2013)	India	-	100.00
Daman Hospitality Private Limited	India	-	87.16
Delta Corp East Africa Limited	Kenya	39.20	39.20
Delta Hospitality and Entertainment Private Limited *	India	-	100.00
Delta Square Limited	Kenya	-	39.20
Delta Hospitality and Entertainment Mauritius Limited	Mauritius	-	100.00
Delta Hotels Lanka Private Limited	Sri Lanka	100.00	100.00
Freedom Charter Services Private Limited (Till 29.03.2014)	India	-	100.00
Highstreet Cruises & Entertainment Private Limited	India	-	100.00
Highstreet Riviera Leisure (Goa) Private Ltd (Merged with Highstreet Cruises and Entertainment Private Limited w.e.f. 01.10.2013)	India	-	100.00
Kaizan LLP	UK	33.32	33.32
Marvel Resorts Private Limited	India	-	50.00
Samarpan Properties and Construction Private Limited *	India	-	100.00
Samarpan Township Private Limited *	India	-	100.00
Shree Mangesh Realty Private Limited *	India	-	100.00
Victor Hotels and Motels Limited (Merged with Delta Corp Limited w.e.f. 01.10.2013)	India	-	100.00
Buddy Communication Pte Limited	Singapore	51.00	-
iGAS Services Pty Limited	Australia	60.40	-
Results International Pte Limited	Singapore	60.40	-
Results International Pty Limited	Australia	60.40	-
Canbet UK Limited	UK	60.40	-
Canbet Sports Bookmakers UK Limited	UK	60.40	-
Joint Venture			
Freedom Charter Services Private Limited (w.e.f. 29.03.2014)	India	50.00	-
Associates Companies			
Interactive Gaming & Sports Pty Limited (Till 01.05.2013)	Australia	-	44.00
Zeicast Pte Limited	Singapore	40.00	24.32

* Merged with Delta Corp Limited w.e.f. 01.04.2013



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

- 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 significant influence as per Accounting Standard – 23 issued by Institute of Chartered Accountant of India is not exercised by the Company on AHRL thus this company is not considered as an Associate of the Company.
- 32** In case of subsidiaries namely Delta Holding USA Inc., Delta Offshore Developers Limited, Delta Hospitality and Entertainment Mauritius Limited, Interactive Gaming and Sports Pty Limited, Stepdown subsidiary Buddy Communication Pte Limited and associates company namely Zeicast Pte Limited unaudited financial statements as certified by the Management, have been considered in the consolidated financial statements.

33 SEGMENT DISCLOSURES

Primary Segment Information:

(₹ in Lacs)

Sr No.	Particulars	Real Estate	Lease Rent	Gaming	Hospitality	Others	Total
I	Segment Revenue:						
	Gross Turnover	29,138.61 (25,989.87)	131.85 (165.38)	25,788.80 (16,212.13)	1,147.33 (593.48)	8,581.37 (4,664.98)	64,787.98 (47,625.84)
	Inter Segment Turnover	- -	131.85 (141.24)	489.89 (1.74)	578.98 (405.58)	4,607.69 (2,684.47)	5,808.41 (3,233.03)
	Net Turnover	29,138.61 (25,989.87)	- (24.14)	25,298.91 (16,210.39)	568.35 (187.90)	3,973.69 (1,980.51)	58,979.56 (44,392.81)
II	Segment Results	7,851.81	-	9,134.37	(886.07)	330.88	16,430.99
	(Profit before Interest and Tax)	(5,031.36)	(11.78)	(3,694.04)	(-385.72)	(1,166.39)	(9,517.85)
	Less- Finance charges						3,342.95 (1,545.77)
	Profit Before tax						13,088.04 (7,972.08)
	Less : Exceptional Items						1,384.07 (-516.27)
	Less : Taxes						5,202.08 (3,397.47)
	Profit After tax						6,501.89 (5,090.88)
	Less : Minority Interest/ Profit/(Loss) from Associates						2,970.67 (2,157.04)
	Profit After Tax (After adjusting Capital Profit and Minority Interest)						3,531.22 (2,933.83)
III	Other Informations						
	Segment Assets	17,048.11 (42,774.80)	6,866.44 (610.92)	40,392.05 (35,867.88)	58,896.62 (64,192.97)	2,813.33 (7,763.28)	126,016.55 (151,209.85)
	Segment Liabilities	4,587.20 (17,577.81)	6,203.24 (45.46)	14,824.55 (12,584.34)	20,751.35 (38,332.41)	2,442.40 (6,439.42)	48,808.74 (74,979.46)
	Capital Expenditure	21.12 (40.22)	- -	13,341.87 (1,639.31)	36,953.24 (11,055.57)	11.55 (4,707.32)	50,327.78 (17,442.43)
	Depreciation and Amortization	60.39 (127.44)	- -	1,352.47 (538.79)	240.35 (101.25)	2.62 (44.21)	1,655.83 (811.70)

(Previous year number are shown in brackets)

Secondary Segment Information:

(₹ in Lacs)

Particulars	Year Ended 31 st March	
	2014	2013
Segment Revenue		
- From India	29,060.52	23,063.76
- From Kenya	29,553.79	21,329.04
- From Other Countries	365.25	-
TOTAL	58,979.56	44,392.81
Segment Assets		
- From India	115,661.41	123,532.36
- From Kenya	8,239.17	23,933.98
- From Other Countries	2,115.98	3,743.51
TOTAL	126,016.55	151,209.85
Segment Liabilities		
- From India	44,728.91	56,309.25
- From Kenya	3,741.74	18,640.94
- From Other Countries	338.09	29.27
TOTAL	48,808.74	74,979.46
Capital Expenditure		
- From India	50,306.66	14,964.11
- From Kenya	21.12	9.81
- From Other Countries	-	2,468.51
TOTAL	50,327.78	17,442.43

Disclosures:

Primary Segment:

I. Business Segment:

Segment identified by the company comprises of Real Estate, Lease Rental, 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".



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

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.

34 DISCLOSURE REQUIRED BY CLAUSE 32 OF THE LISTING AGREEMENT :

(₹ in Lacs)

Name of the Company	Closing Balance		Maximum Balance outstanding during the year	
	2014	2013	2014	2013
Jayem Realty Solutions Private Limited	-	584.33	584.33	584.33
Freedom Charter Services Private Limited	1,846.84	1332.85	1,846.84	1332.85

Notes:

- Loans and Advances shown above, to associates 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.

35 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 31st March, 2014 based on actuarial valuation carried out using the Project Credit Method.
- The disclosure given below has been obtained from independent actuary. 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	
		2014	2013	2014	2013
1	Assumptions :				
	Discount Rate	9.03%	8.25%	9.03%	8.25%
	Salary Escalation	7.00%	5.00%	7.00%	5.00%
	Retirement	58 Yrs	58 Yrs	58 Yrs	58 Yrs
2	Changes in present value of obligations :				
	Present value of obligations as at beginning of year	121.28	75.57	75.27	50.42
	Interest Cost	9.59	6.21	5.78	4.28
	Current Service Cost	46.29	34.79	29.24	24.41
	Liability Transfer out	(1.14)	-	(3.86)	-
	Benefit Paid	(9.73)	(2.94)	(23.82)	(10.27)
	Actuarial (Gain) / Loss on obligations	(19.69)	7.66	24.90	6.43
	Present value of obligations as at end of year	146.60	121.28	107.51	75.27
3	Actuarial (Gain)/Loss recognized:				
	Actuarial (Gain)/Loss for the year - Obligation	(19.69)	7.66	24.90	6.43
	Actuarial (Gain)/Loss for the year - Plan assets	-	-	-	-
	Total (Gain)/Loss for the year	(19.69)	7.66	24.90	6.43
	Actuarial (gain)/Loss recognized in the year	(19.69)	7.66	24.90	6.43
4	Amount recognized in the Balance Sheet:				
	Liability at the end of the year	146.60	121.28	107.51	75.27
	Fair value of Plan Assets at the end of the year	-	-	-	-
	Difference	(146.60)	(121.28)	(107.51)	(75.27)
	Amount recognized in the Balance Sheet	(146.60)	(121.28)	(107.51)	(75.27)
5	Expenses recognized in the Profit and Loss Account:				
	Current Service Cost	46.29	34.79	29.24	24.41
	Interest Cost	9.59	6.21	5.78	4.28
	Past Service Cost (non-vested benefit) recognized	-	-	-	-
	Past Service Cost (vested benefit) recognized	-	-	-	-
	Recognition of Transition Liability	-	-	-	-
	Actuarial (Gain) or Loss	(19.69)	7.66	24.90	6.43
	Expenses recognized in the Profit and Loss	36.19	48.65	59.92	35.11



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Sr. No.	Particulars	Gratuity Unfunded		Leave Encashment Unfunded	
		2014	2013	2014	2013
6	Balance Sheet Reconciliation:				
	Opening Liability	121.28	75.57	75.27	50.42
	Transfer to Other Company	(1.14)	-	(3.86)	-
	Expenses as above	36.19	48.65	59.92	35.11
	Benefit Paid	(9.73)	(2.94)	(23.82)	(10.27)
	Closing Net Liability	146.60	121.28	107.51	75.27

(₹ in Lacs)

Sr. No.	Particulars	Gratuity Unfunded				
		2014	2013	2012	2011	2010
7	Experience Adjustment :					
	Defined Benefit Obligation	-	-	-	-	-
	Plan Assets	-	-	-	-	-
	Deficit / (Surplus)	-	-	-	-	-
	Experience Adjustment on Plan Liabilities	61.08	(0.49)	(0.44)	(2.10)	0.96
	Experience Adjustment on Plan Asset Gain/(Loss)	-	-	-	-	(0.33)

iii) Under Defined Contribution Plan:

(₹ in Lacs)

Particular	2014	2013
Contribution to Provident Fund	151.09	128.23
Contribution to ESIC	47.86	20.16

36 Gross Value of Goodwill arising on consolidation of subsidiaries and associates Companies is ₹ 11,450.22 Lacs (Previous Year : ₹ 9,308.20 Lacs), against which Capital Reserve arising on consolidation of ₹ 2,030.22 Lacs (Previous Year : ₹ 633.40 Lacs) and Capital Reserve on amalgamation of ₹ 5,595.25 Lacs (Previous Year: Nil) is netted off and net Goodwill of ₹ 3,824.75 Lacs (Previous Year: ₹ 8,674.80 Lacs) is shown in Consolidated financial statement. Capital Reserve of ₹ 5,595.25 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.

37 RELATED PARTY DISCLOSURES

(A) Related parties and transactions with them during the year as identified by Management are given below:

(i) Key Management Personnels:

- Mr. Jaydev Mody (JM)– Chairman
- Mr. Ashish Kapadia (AK) – Managing Director
- Mr. Hardik Dhebar (HD) - Group C.F.O.

(ii) 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

(iii) Enterprises over which persons mentioned in (i) and (ii) above exercise significant influence:

- Aarti J Mody Trust (AAJMT)
- Aarti Management Consultancy Private Limited (AMCPL)
- Aditi J Mody Trust (ADJMT)
- Aditi Management Consultancy Private Limited (ADMPL)
- Anjali J Mody Trust (ANJMT)
- Anjoss Trading Private Limited (ANTPL)
- AAA Holding Trust (AAAHT)
- Arrow Textiles Limited (ATL)
- AZB & Partners (AZB)
- Dacapo Brokerage India Private Limited (DBIPL)
- Delta Magnets Limited (DML)
- Freedom Registry Limited (FRL)
- Freedom Aviation Private Limited (FAPL)
- Freedom Charter Services Private Limited (FCSPL)
- Highland Resorts Private Limited (HRPL)
- J M Township Real Estate Private Limited (JMT)
- Jayem Properties Private Limited (JPPL)
- Jayem Realty Solutions Private Limited (JRSPL)
- Peninsula Facility Management Services Private Limited (PFMS)
- Peninsula Land Limited (PLL)
- Zeicast PTE Limited (ZPL)
- Josmo Studio (JS)
- NMRT Partners Communication and Consultancy LLP (SKR)
- Khemani & Sorabjee Charitable Trust (KSCT)
- Whitecity Mercantile Company Private Limited (WMCPL)
- Pavurotti Finance and Investment Private Limited (PFIPL)
- Interactive Gaming & Sports Pty Limited (IGSP)
- Regal Leisure & Entertainment Private Limited (RLEPL)



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

Details of transactions carried out with related parties:

(₹ in Lacs)

Sr No	Nature of Transactions	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	
		2014	2013	2014	2013	2014	2013
1	Rent and Other Charges for Office Building						
	JPPL	-	-	127.89	137.69	127.89	137.69
	AAAHT	-	-	131.54	44.92	131.54	44.92
		-	-	259.43	182.61	259.43	182.61
2	Maintenance Charges and Other Expenses						
	PFMS	-	-	3.23	33.74	3.23	33.74
		-	-	3.23	33.74	3.23	33.74
3	Directors Sitting Fees						
	JM	0.40	0.40	-	-	0.40	0.40
		0.40	0.40	-	-	0.40	0.40
4	Professional Fees Paid						
	FRL	-	-	6.71	8.02	6.71	8.02
	AZB	-	-	24.58	19.14	24.58	19.14
	SKM	-	-	84.91	38.75	84.91	38.75
		-	-	116.20	65.91	116.20	65.91
5	Remuneration Paid						
	AK	97.94	97.94	-	-	97.94	97.94
	HD	50.65	44.63	-	-	50.65	44.63
	AM	6.00	1.00	-	-	6.00	1.00
		154.59	143.57	-	-	154.59	143.57
6	Commission paid to Managing Director						
	AK	15.54	5.42	-	-	15.54	5.42
		15.54	5.42	-	-	15.54	5.42
7	Compensation paid						
	PLL	-	-	46.50	-	46.50	-
		-	-	46.50	-	46.50	-
8	Sales Promotion Expenses						
	SKM	-	-	1.02	-	1.02	-
		-	-	1.02	-	1.02	-
9	Other Expenses Paid						
	DBIPL	-	-	-	0.07	-	0.07
		-	-	-	0.07	-	0.07



(₹ in Lacs)

Sr No	Nature of Transactions	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	
		2014	2013	2014	2013	2014	2013
10	Interest Income						
	JRSPL	-	-	568.19	72.65	568.19	72.65
	WMCPL	-	-	304.84	688.54	304.84	688.54
		-	-	873.03	761.20	873.03	761.20
11	Loans Repaid						
	AMCPL	-	-	2,121.00	1,935.00	2,121.00	1,935.00
		-	-	2,121.00	1,935.00	2,121.00	1,935.00
12	Loans Taken/(Received Back)					-	
	AMCPL	-	-	2,025.00	3,325.00	2,025.00	3,325.00
	WMCPL	-	-	(9,266.91)	-	(9,266.91)	-
		-	-	(7,241.91)	3,325.00	(7,241.91)	3,325.00
13	Loans Given						
	WMCPL	-	-	90.00	750.00	90.00	750.00
		-	-	90.00	750.00	90.00	750.00
14	Advances for Property Received Back						
	JPPL	-	-	-	980.00	-	980.00
	PFIPL	-	-	250.00	250.00	250.00	250.00
		-	-	250.00	1,230.00	250.00	1,230.00
15	Investment in Equity/ Preference Shares/ Debentures						
	JMT	-	-	258.75	-	258.75	-
	ZPL	-	-	59.66	-	59.66	-
	IGSP	-	-	-	1,386.60	-	1,386.60
		-	-	318.41	1,386.60	318.41	1,386.60
16	Dividend on Equity Shares						
	JM	0.00	-	-	-	0.00	-
	UP	0.01	0.02	-	-	0.01	0.02
	KP	0.28	0.02	-	-	0.28	0.02
	HD	0.02	-	-	-	0.02	-
	HRPL	-	-	0.68	0.95	0.68	0.95
	AAJMT	-	-	78.03	109.25	78.03	109.25
	ADJMT	-	-	78.03	109.25	78.03	109.25
	ANJMT	-	-	78.03	109.25	78.03	109.25
		0.31	0.04	234.77	328.69	235.08	328.73



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Sr No	Nature of Transactions	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	
		2014	2013	2014	2013	2014	2013
17	Dividend on Preference Shares						
	JM	-	76.85	-	-	-	76.85
	ZM	-	76.85	-	-	-	76.85
		-	153.70	-	-	-	153.70
18	Acquisition of Fixed Assets (Including Advances)						
	PLL	-	-	-	132.42	-	132.42
	JS	-	-	11.66	62.28	11.66	62.28
		-	-	11.66	194.70	11.66	194.70
19	Redemption of Preference Share						
	JM	-	611.93	-	-	-	611.93
	ZM	-	611.93	-	-	-	611.93
		-	1,223.85	-	-	-	1,223.85
20	Debenture Application Money Given/(Received Back)						
	JMT	-	-	54.85	247.00	54.85	247.00
	JMT	-	-	(32.00)	-	(32.00)	-
		-	-	22.85	247.00	22.85	247.00
21	Purchase of Shares						
	FAPL	-	-	-	200.00	-	200.00
		-	-	-	200.00	-	200.00
22	ESOP Granted (nos. of options)						
	AK	4.46	-	-	-	4.46	-
	HD	1.93	-	-	-	1.93	-
		6.39	-	-	-	6.39	-
23	Allotments of Equity Shares against ESOP Exercised (nos. of shares)						
	AK	3.25	3.25	-	-	3.25	3.25
	HD	1.00	1.25	-	-	1.00	1.25
		4.25	4.50	-	-	4.25	4.50

(₹ in Lacs)

Sr No	Nature of Transactions	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	
		2014	2013	2014	2013	2014	2013
24	Sale of Property						
	AAAHT	-	-	-	2,910.00	-	2,910.00
	AJM	-	426.85	-	-	-	426.85
		-	426.85	-	2,910.00	-	3,336.85
25	Repayment of Advances						
	FAPL	-	-	-	200.00	-	200.00
		-	-	-	200.00	-	200.00
26	Interest Paid						
	AMCPL	-	-	304.62	151.88	304.62	151.88
		-	-	304.62	151.88	304.62	151.88
27	Deposit Received back						
	JPPL	-	-	-	120.00	-	120.00
		-	-	-	120.00	-	120.00
28	Purchase of Goods						
	JS	-	-	-	82.58	-	82.58
	SKM	-	-	-	17.97	-	17.97
	ATL	-	-	0.60	-	0.60	-
		-	-	0.60	100.55	0.60	100.55
29	Reimbursement of Expenses						
	JPPL	-	-	4.54	-	4.54	-
		-	-	4.54	-	4.54	-
30	Advances Repaid/(Given)						
	SKM	-	-	(0.51)	-	(0.51)	-
	FAPL	-	-	14.30	-	14.30	-
		-	-	13.79	-	13.79	-
31	Sponsorship Given						
	JS	-	-	-	2.02	-	2.02
		-	-	-	2.02	-	2.02
32	Sharing of Resources / Infrastructures *						
	ATL	-	-	-	-	-	-
	ANTPL	-	-	-	-	-	-
	DML	-	-	-	-	-	-
	PLL	-	-	-	-	-	-
	ZM	-	-	-	-	-	-

* Transactions are of non monetary consideration.



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lacs)

Sr No	Nature of Transactions	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	
		2014	2013	2014	2013	2014	2013
	Closing Balance as at 31st March						
33	Professional Fees Payable						
	AZB	-	-	-	0.48	-	0.48
	FRL	-	-	1.30	1.75	1.30	1.75
		-	-	1.30	2.23	1.30	2.23
34	Loans Given (Incl interest)						
	JRSPL	-	-	-	584.33	-	584.33
	FC SPL	-	-	1,846.84	-	1,846.84	-
	WMCPL	-	-	-	9,176.91	-	9,176.91
		-	-	1,846.84	9,761.24	1,846.84	9,761.24
35	Advance Given for Property						
	JRSPL	-	-	-	620.50	-	620.50
	PFIPL	-	-	-	250.00	-	250.00
		-	-	-	870.50	-	870.50
36	Trade Paybles						
	PLL	-	-	46.86	-	46.86	-
	AAAHT	-	-	142.59	20.08	142.59	20.08
	SKM	-	-	-	4.55	-	4.55
	AZB	-	-	-	0.23	-	0.23
	FAPL	-	-	-	14.30	-	14.30
	JPPL	-	-	121.82	28.47	121.82	28.47
		-	-		4.61	-	4.61
		-	-	311.27	72.24	311.27	72.24
37	Debenture Application Money Paid						
	JMT	-	-	11.10	247.00	11.10	247.00
		-	-	11.10	247.00	11.10	247.00
38	Trade Receivables						
	AZB	-	-	0.23	-	0.23	-
	PLL	-	-	239.00	-	239.00	-
		-	-	239.23	-	239.23	-

(₹ in Lacs)

Sr No	Nature of Transactions	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	
		2014	2013	2014	2013	2014	2013
39	Other Receivables						
	JS	-	-	5.85	-	5.85	-
	SKM	-	-	0.51	-	0.51	-
	RLEPL	-	-	0.15	-	0.15	-
	JPPL	-	-	-	18.61	-	18.61
		-	-	6.51	18.61	6.51	18.61
40	Loan Payable						
	AMCPL	-	-	1,704.85	1,526.69	1,704.85	1,526.69
		-	-	1,704.85	1,526.69	1,704.85	1,526.69
41	Reimbursement Receivables						
	JMT	-	-	0.08	-	0.08	-
		-	-	0.08	-	0.08	-
42	Guarantee/Security Taken						
	AAAHT	-	-	5,300.00	5,300.00	5,300.00	5,300.00
	AAAHT/JPPL Jointly	-	-	5,000.00	-	5,000.00	-
		-	-	10,300.00	5,300.00	10,300.00	5,300.00

38 EXCEPTIONAL ITEM

An exceptional item included in financial statement is on account of gain of ₹ 1,546.11 Lacs arising on partial liquidation proceeds received from overseas subsidiary (in Liquidation) in Current Year and provision made for diminution in value of Investment, loans & advances and goodwill in Foreign Subsidiary in the business of online gaming amounting to ₹ 2,930.18 Lacs respectively. In Previous Year, an exceptional item included in financial statement is comprised of employee compensation expenses written back during the year. Due to the unexpected decrease in share price of the Company, which has fallen beyond exercise price of ₹ 51 for ESOP granted in November, 2012 tranche, employee of the Company and its subsidiaries companies have surrendered their rights of ESOP to the Company. The Compensation Committee of the Board of Directors of the its Company at its meeting held on March 30, 2013, has accordingly, cancelled 23,15,100 options granted to grantees under ESOP Scheme of the Company. In view of the same, the Compensation Cost debited amounting to ₹ 516.27 Lacs has been reversed and shown as exceptional item in financial statements.

39 MAT CREDIT ENTITLEMENT

MAT Credit Entitlement of ₹ 2,019.20 Lacs (Previous Year : ₹ 1,815.33 Lacs) is based on future business projections of Company as projected by Management, and the same have been relied upon by the Auditors.



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

40 EARNINGS PER SHARE

(₹ in Lacs unless specified)

Particular	2014	2013
Net Profit after Tax	3,531.22	2,933.83
Less:		
Preference Dividend and Dividend Distribution Tax thereon	-	(64.85)
Numerator used for calculating Basic Earnings per Share	3,531.22	2,868.98
Weighted average number of Equity Shares used as denominator for Calculating Basic Earnings Per Share	2,271.71	2,261.40
Weighted average number of Equity Shares used as denominator for Calculating Diluted Earnings Per Share	2,286.23	2,268.63
Basic Earnings Per Share in ₹	1.55	1.27
Diluted Earnings Per Share in ₹	1.54	1.26
Face Value Per Equity Share in ₹	1	1
Reconciliation between Number of Shares used for calculating Basic and diluted Earning Per share:		
Number of Shares used for calculating Basic EPS	2,271.71	2,261.40
Add: Potential Equity Shares (Refer Note Below)	14.52	7.23
Number of Shares used for calculating Diluted EPS	2,286.23	2,268.63

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 While giving effect to the amalgamation scheme, which is as approved by the Honorable High court of Mumbai and Goa, effects which arose in the net assets on account of de-subsidization of the entities which got merged with the Company, have been adjusted in the Consolidated Financial Statements through the opening balance of the Consolidated Reserve & Surplus, as it is not considered as a disposal of an entity in accordance with the principles of Accounting Standard – 21 “Consolidated Financial Statements”.
- 42 In respect of an overseas subsidiary & its components, due to the differences with its local management, the Company is unable to obtain the financial statements / relevant information of such subsidiary & its components for a part of the year. The Company is in the process of resolving the differences. On account of non-receipt of the financial statements / relevant information, the Company could not consolidate the entity for a part of the year. Consequently, its such financials which are considered for consolidation are as prepared and certified by the management of parent Company i.e. Delta Corp Limited. The resulting impact, if any, is not quantifiable.
- 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 THE GROUP HAS TAKEN ON OPERATING LEASE, CERTAIN ASSETS, THE MINIMUM FUTURE LEASE RENTALS ARE AS FOLLOWS:

- Operating Lease Income Disclosure:**

The Company has non cancelable operating income on leasing of properties:

(₹ in Lacs)

Particular	2014	2013
Lease Rental Recognized During the Year	-	24.14
TOTAL	-	24.14

- Operating Lease Expenses Disclosure:**

The Company has non cancelable operating Lease Expenses for Assets taken on Lease:

(₹ in Lacs)

Particular	2014	2013
Lease Rental Paid During the Year	684.80	542.45
TOTAL	684.80	542.45

The future minimum Lease Expense is as under:

(₹ in Lacs)

Particular	2014	2013
Upto 1 Year	459.47	683.15
1 Year to 5 Year	163.67	1,047.04
above 5 Year	-	-
TOTAL	623.14	1,730.19

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. Lease Rentals are charged on the basis of agreed terms.
- Additional amount of applicable taxes will be paid on these rentals as per the applicable rates existing at the time of receipts and payments.

45 PRIOR PERIOD ITEMS

(₹ in Lacs)

Particular	2014	2013
Prior Period expenses Debited in Statement of Profit & Loss consist of:		
a) Expenses Pertaining of Previous Year		
- Repairs & Maintenance	5.09	1.81
- Professional Fees	1.42	1.90
- Other Expenses	37.45	(0.80)
- Employee Cost	0.21	2.50
b) Income Pertaining of Previous Year		
- Interest Received and Other Income	(1.97)	-
TOTAL	42.20	5.41



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

46 Borrowing cost capitalized for the year amounts to ₹ 3,243.72 Lacs (Previous Year : ₹ 4,268.40 Lacs).

47 FOREIGN CURRENCY EXPOSURE

Particulars of year end foreign currency exposure on loans denominated in foreign currency.

(₹ in Lacs)

Particulars	2014		2013	
	in USD	in ₹	in USD	in ₹
Hedged by derivatives or otherwise	-	-	-	-
Not hedged	50.00	2,993.15	55.00	3,006.03

48 The following amounts are included in the Financial Statements in respect of “Freedom Charter Services Private Limited” the Jointly Controlled Entity from 29th March, 2014, based on the proportionate consolidation method prescribed in the Accounting Standard relating to ‘Financial Reporting of Interest in Joint Ventures’ (AS 27).

(₹ in Lacs)

Particulars	2014	2013
ASSETS		
Non Current Assets		
Fixed Assets	2,200.14	-
Long-Term Loans and Advances	186.25	-
Other Non-Current Assets	101.29	-
Current Assets		
Trade Receivables	81.13	-
Cash and Bank Balance	4.84	-
Short-Term Loans & Advances	20.43	-
Other Current Assets	16.42	-
LIABILITIES		
Non Current Liabilities		
Long-Term Borrowings	1,221.31	-
Deferred Tax Liabilities (Net)	330.99	-
Long-Term Provisions	3.81	-
Current Liabilities		
Short-Term Borrowings	1,781.35	-
Trade Payables	36.20	-
Other Current Liabilities	364.17	-
Short - Term Provisions	1.17	-

Particulars	2014	2013
Income		
Revenue from Operations	790.87	-
Other Income	17.39	-
Expenses		
Employee Benefits Expenses	331.90	-
Finance Costs	574.59	-
Depreciation and Amortization Expenses	264.71	-
Other Expenses	843.46	-
Capital Commitments	0.26	-

49 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.

Place : Mumbai
Date : 28th May, 2014

For and on behalf of Board of Directors

Jaydev Mody	Chairman
Ashish Kapadia	Managing Director
Mahesh Gupta	Director
Rajeev Piramal	Director
Rajesh Jaggi	Director
Homi Aibara	Director
Hardik Dhebar	Group CFO
Hitesh Kanani	Company Secretary

DECLARATION

Our Company certifies that all relevant provisions of Chapter VIII and Schedule XVIII of the SEBI ICDR Regulations have been complied with and no statement made in this Placement Document is contrary to the provisions of Chapter VIII and Schedule XVIII of the SEBI ICDR Regulations. Our Company further certifies that all the statements in this Placement Document are true and correct.

Signed by:

-Sd-
Mr. Ashish Kapadia
(Managing Director)

Date: May 16, 2017

Place: Mumbai

DECLARATION

We, the Directors of our Company, certify that:

- (i) our Company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder;
- (ii) the compliance with the Companies Act, 2013 and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government; and
- (iii) the monies received under the Issue shall be used only for the purposes and objects indicated in this Placement Document (which includes disclosures prescribed under Form PAS-4).

Signed by:

-Sd-
Mr. Ashish Kapadia
(Managing Director)

We are severally authorised by the QIP Committee, a committee of the Board of Directors of our Company, by way of resolution dated March 22, 2017, to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and the Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

-Sd-
Mr. Ashish Kapadia
(Managing Director)

-Sd-
Mr. Dilip Vaidya
(Company Secretary & Compliance Officer)

Date: May 16, 2017
Place: Mumbai

DELTA CORP LIMITED

Registered Office

10, Kumar Place,
2408, General Thimayya Road,
Pune 411 001,
Maharashtra, India
Website: www.deltacorp.in
CIN: L65493PN1990PLC058817

Compliance Officer: Mr. Dilip Vaidya

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Maharashtra, India.
Telephone: +91 22 4079 4700
Facsimile: +91 22 4079 4777
E-mail: secretarial@deltin.com

SOLE CO-ORDINATOR AND BOOK RUNNING LEAD MANAGER

Motilal Oswal Investment Advisors Limited

Motilal Oswal Tower,
Behind Parel S.T. Depot, Prabhadevi,
Junction of Gokhale & Sayani Road
Mumbai 400 025,
Maharashtra, India

CO-BOOK RUNNING LEAD MANAGER

Emkay Global Financial Services Limited

7th Floor, The Ruby,
Senapati Bapat Marg, Dadar (West)
Mumbai 400 028
Maharashtra, India

STATUTORY AUDITORS OF OUR COMPANY

M/s. Walker Chandiok & Co. LLP., Chartered Accountants

16th Floor, Tower II,
Indiabulls Finance Centre,
S B Marg, Elphinstone (W),
Mumbai 400 013,
Maharashtra, India

LEGAL ADVISERS TO THE ISSUE

As to Indian law

AZB & Partners

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Ganpatrao Kadam Marg,
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