

# KRISHNA RATHI & ASSOCIATES COMPANY SECRETARIES

Office No. 22, 2<sup>nd</sup> Floor, Hi-Life Premises CSL, P. M. Road, Santacruz (West), Mumbai - 400 054.  
Tel. No.: +91-8655511099 / +91-22-49716309 E-mail id : associates@krassociates.in

## SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

To,  
The Members,  
**Deltatech Gaming Limited**  
**Kolkata**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Deltatech Gaming Limited (Formerly known as Gaussian Networks Private Limited)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, to the extent the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, the explanations and clarifications given to me and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022 ("the audit period"), generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder;
- (ii) The Securities Contracts ("Regulation") Act, 1956 ("SCRA") and the rules made thereunder;  
**(Not applicable to the Company as it is an Unlisted Deemed Public Company)**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;  
**(Not applicable to the Company as it has neither received FDI and ECB nor invested through ODI)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):  
**(Not applicable to the Company as it is an Unlisted Deemed Public Company)**
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;



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- d. The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(vi) Other laws being specifically applicable to the Company based on their sector/industry - **There are no laws that are specifically applicable to the company based on their sector/industry.**

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, as applicable.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors, as applicable. No change in the composition of the Board of Directors took place during the period under review except appointment of Mr. Ravinder Kumar Jain as Additional Director w.e.f. 14<sup>th</sup> June, 2021 and regularization of Mr. Ravinder Kumar Jain and Mr. Shivanandan Pare as Directors at the Annual General Meeting held on 19<sup>th</sup> August, 2021.

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

As per the minutes of the meetings held during the year and signed by the Chairperson, the decisions of the Board were unanimous and no dissenting views have been recorded. Further, as confirmed by the management, mechanism to capture and record the dissenting Members' views as a part of the minutes, exist.

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

I further report that during the audit there were no instances of specific events / actions having a major bearing on the Company's affairs in pursuance of laws, rules, regulations, guidelines, standards, etc. referred to above except:



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- a) Increase in authorised capital of the Company from INR 1,00,00,000/- to INR 15,00,00,000/- divided into 1,50,00,000 equity shares of INR 10/- each, vide resolution of the Board of Directors dated 29<sup>th</sup> November, 2021 and shareholders resolution dated 27<sup>th</sup> December, 2021.
- b) Sub-division of face value of equity shares of face value of INR 10/- each of the Company into equity shares of face value of INR 1/- each, vide resolution of the Board of Directors dated on 11<sup>th</sup> January, 2022 and shareholders resolution dated 7<sup>th</sup> February, 2022.
- c) Allotment of 2,25,000 equity shares at a price of Rs. 400/- per share on rights issue basis in the ratio of 0.625:1 on 7<sup>th</sup> March, 2022.
- d) The name of the Company was changed from 'Gaussian Networks Private Limited' to 'Deltatech Gaming Private Limited' pursuant to a resolution passed by the Board of Directors on 11<sup>th</sup> March, 2022 and by the Shareholders in an Extra-ordinary General Meeting held on 15<sup>th</sup> March, 2022, and a fresh certificate of incorporation was issued by the RoC dated 24<sup>th</sup> March, 2022.

**For Krishna Rathi & Associates  
Company Secretaries**



**Krishna Rathi  
Proprietor  
CP. NO.: 10079  
FCS NO.: 9359  
UDIN:F009359D000618957**



**Date: 13<sup>th</sup> July, 2022  
Place: Mumbai**

This Report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

To,  
The Members  
**Deltatech Gaming Limited**  
**Kolkata**

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

1. The Company being a unlisted material subsidiary of Delta Corp Limited (listed entity), our appointment was made in terms of requirements of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 vide resolution of the Board of Directors passed in a duly convened meeting held on 9<sup>th</sup> April, 2022.
2. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
3. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, I have obtained the Management Representation about the Compliance of Laws, Rules and Regulations and happening of events, etc.
6. The Compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of Management. My examination was limited to the verification of procedure on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Krishna Rathi & Associates**  
**Company Secretaries**



**Krishna Rathi**  
**Proprietor**  
**CP. NO.: 10079**  
**FCS NO.: 9359**  
**UDIN:F009359D000618957**

**Date: 13<sup>th</sup> July, 2022**  
**Place: Mumbai**