

CONSOLIDATE



Annual Report : 2011 - 12



From The Chairman	2
Consolidate	5
Consolidate presence - Goa	7
Consolidate presence - Daman	9
Consolidate presence - Sri Lanka	11
Consolidate Focus...and Customer Base	13
Company Structure	15
Board of Directors	16
Operating Team	19
Corporate Information	20
Notice	21
Directors' Report	32
Management Discussion and Analysis Report	37
Corporate Governance Report	44
Auditors' Report	58
Balance Sheet	62
Profit & Loss Account	63
Cash Flow Statement	64
Notes To The Financial Statements	66
Financial Information of Subsidiary Companies	99
Consolidated Financial Statements	100



Dear Shareholders,

It is always a delight and a privilege to share with you my thoughts as I present to you the Annual Report for the year ended 31st March 2012.

As you are aware, the year was indeed a very challenging one: the strong global macro headwinds due to uncertainty in Europe, and lacklustre recovery of the USA, have led to a significant slowdown witnessed in India. Companies across the globe in all business segments continue to face an extremely difficult operating environment. While many companies have managed to maintain their top-line and meet revenue targets, they all faced profitability pressure due to rising input costs.

The gaming industry too was affected by these adverse factors. While the global casino industry grew by 12.6 percent in 2010-11 in terms of revenues, the growth slowed down to 10.8 percent in 2011-12. However, Asia continues to lead the global casino business captivating over 35% of global gaming revenues. Over the last 10 years, Macau has emerged as the biggest gaming destination, and has driven its GDP growth to the highest in the world. Owing to which, in 2010, Macau overtook Japan as the richest state in Asia with a higher per capita GDP. The gaming business in Asia is expected to grow at a healthy rate of 18.5 percent CAGR between 2010 and 2015.

CONSCO

As a first-mover in this segment, the Company has consolidated its position over the past years as the strongest and most promising player with a formidable presence in Goa and Daman. The Company has also expanded its operations internationally by beginning its foray into Sri Lanka.

As of now in India, gaming is restricted to Goa, Daman and Sikkim. Over time, Goa has transformed into the gaming capital of the country, and is by far the largest market in terms of casino visitations.

In addition, Delta Corp Limited continues to consolidate its position in Daman, where it owns both expressions of in-principle interest for gaming licenses issued till date. Daman, we believe, will emerge as a popular gaming destination in India like Goa.

Hospitality is a business that is closely linked to gaming. As a well-thought strategy, Delta Corp Limited has consolidated and built upon hospitality opportunities wherever it is linked to gaming. Consequently, Delta Corp Limited holds and continues to develop significant hospitality projects in Goa and Daman to complement its gaming business.

The Company's real estate business in Kenya continues to perform well, driven by strong and favourable economic growth, particularly in Nairobi.

Recently, Delta Corp East Africa Limited (DCEAL) conducted the sale of the 'Delta Centre' to the World Bank, and the sale of 'Delta Corner'-Tower A to The University of Nairobi (Pension Scheme), and Tower B to an affiliate of PricewaterhouseCoopers respectively.

In addition, the company will receive a substantial amount of dividends from its Kenyan business in the near future.

We are confident that this consolidation will provide a strong base for a sustained long-term growth for the Company in the years to come. It is only a matter of time before the economy improves, and when this does, at Delta Corp Limited, we are ready!

Yours Sincerely,



Jaydev Mody
Chairman

OLD DATE



Consolidation is an essential part of the growth and expansion strategy of a business. Indeed, successful companies **CONSOLIDATE** at various stages as they progress along the growth curve to fortify and strengthen their position, assimilate and amalgamate their resources, and enhance and integrate their capabilities.

Consolidation links the present position of a business to its expected and envisioned position in the future. It powers the thrust, and fuels the drive to catapult the business into the next phase of growth and expansion.

At DELTA, our focus and strategy has been

to

CONSOLIDATE

- PRESENCE IN EXISTING LOCATIONS
- POSITION IN EXISTING BUSINESSES
- FOCUS ON GAMING AND HOSPITALITY
- BUILD UPON OUR EXISTING CUSTOMER-BASE



DELTA CORP LIMITED

What Macau is to China, Goa is to India!

The gaming business has always been associated with cities that symbolise the thrill and pleasure of playing, and promise of winning – of beating the odds! Macau, Las Vegas, and Singapore are today the biggest gaming destinations in the world. Such is the lure and so powerful is the attraction of gaming at these destinations that there exists no lean season!

Goa presents the biggest gaming opportunity in India and is widely expected to become the gaming capital of India.

Goa has two undeniable advantages: firstly, it is the most popular tourist destination in the country, drawing as many as 2 million visitors every year. Secondly, it is one of the few places in India where live gaming is permitted.

As of today, the state of Goa has issued six live offshore gaming licenses. Delta continues to **CONSOLIDATE** its presence in Goa as it owns three of the six issued licences.

DELTA started early in 2008 with the launch of CASINO ROYALE – India's largest offshore casino (500 gaming positions), and added CASINO CARAVELA in 2010 (200 gaming positions). This makes DELTA the market-leader holding a majority share of the offshore market within the biggest gaming destination in the country.

DELTA is set to further **CONSOLIDATE** its presence in Goa with the addition of another approximate 1500 gaming positions with the introduction of KINGS CASINO aboard M.V. Horseshoe Casino in 2012, taking its total gaming positions in Goa to over 2200.

Hospitality and gaming make a cohesive business model, each driving the other. At DELTA, we have a formidable presence within the hospitality space in Goa as we continue to leverage our gaming dominance, coupled with promising hospitality projects.

With a view to offer a complete experience to its casino guests, Delta Corp operates a boutique hotel – VILLA DE PENHA. Exclusively available to casino guests, VILLA DE PENHA is located on the banks of the Mandovi River, and is a 5-minute feeder boat ride to its respective offshore casinos.

To **CONSOLIDATE** the Company's presence further, DELTA has recently acquired CASTLE ROYALE, an all-suite hotel located at Nerul in north Goa. CASTLE ROYALE is a 10-minute drive from the beaches of Candolim and Calangute, and is in close proximity to the embarkation points of its respective casinos.

In addition, Delta is taking the next step in providing luxury and premium services with the launch of ROYALE FLOATEL – India's first five star floating hotel. This exclusive all-suite boutique hotel will be anchored on the Mandovi River, close to CASINO ROYALE and will provide VVIPs with a uniquely memorable experience.





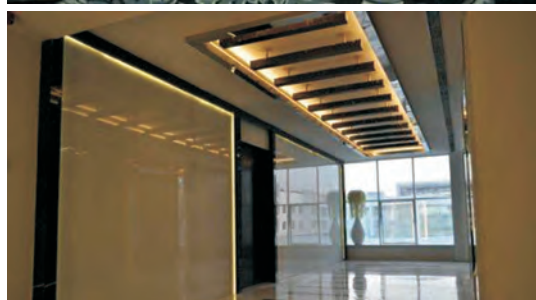
Daman is within a three hour drive from major cities in Gujarat, and similarly, a two-and-half hour drive from Mumbai.

Daman is favourably positioned to be a leading gaming and leisure destination. In addition to gaming, Daman is also set to become a family destination with the introduction of its retail and entertainment facilities.

DELTA continues to **CONSOLIDATE** its first-mover advantage in Daman. DELTA owns a majority stake in Daman Hospitality Private Limited, which owns an upcoming five star hospitality project namely, THUNDERBIRD RESORTS – the largest integrated resort complex in Daman:

- Spread across 10 acres with 300,000 sq.ft. of developed area
- 190 all-suite Five star hotel rooms
- 60,000 sq.ft of gaming space
- 1,000 gaming positions comprising of 750 table positions and 250 slot positions
- 3 bars and 4 speciality restaurants
- 70,000 sq.ft. of outdoor pools and events area
- 29,000 sq.ft. of indoor events and meeting area
- 8,000 sq.ft. of high-end retail space

THUNDERBIRD RESORTS is expected to launch soon.



HOSPITALITY





Today, Sri Lanka is emerging as a favoured holiday destination. The scars of the twenty-five year old civil war are disappearing, and are being replaced by fast-paced development in almost every sphere of the economy. The government is focussed on boosting tourism to encourage revenues, thereby showcasing the country to the world.

Tourist Visitations:

	2012	2011	Change (in %)
May	57,506	48,943	17.5
Jan - May	3,87,622	3,27,902	18.2
Jan - Dec		8,55,975	

Tourist arrivals in Sri Lanka have risen every month since the 25-year old civil war ended in May 2009. In 2012, more than a million tourists are expected to visit Sri Lanka, contributing an estimated spend of more than USD 1 billion.

Due to its close proximity, Indians comprise of almost 30% of total tourist visitations in Sri Lanka. In an effort to further attract tourism, the Sri Lankan government legalised casino gaming in November of 2010.

DELTA is currently expanding its footprint in the region by capitalising on various opportunities in Sri Lanka. The company has taken an initial step in acquiring an 11-acre land parcel near the Bandaranaike International Airport at Katunayake to develop a high-end hotel.

As the Daman and Sri Lankan opportunities mature, DELTA will **CONSOLIDATE** its position at both these emerging destinations, and is set to continue its dominance as the strongest gaming player in the region.

GAMING
&
TOURISM



4

Free Buy

5

6

8

9

10

PLACE BETS

BETS

PLACE BETS

BETS

COME

DICE

6

Pass Double
2

3·4·9·10·11
FIELD

HIGH DICE

8 9 10 11

Don't Pass

PASS LINE

DELTA CORP LIMITED



When in a business as exhilarating as gaming in a country like India, the opportunity set available is colossal.

We have assimilated our investments and resources, combined our strengths and capabilities, and channelled our passion and energy with an unwavering drive to **CONSOLIDATE** focus on our core businesses of gaming and hospitality.

The result of consolidated focus has been steady, persistent, and sustained growth in our customer-base.

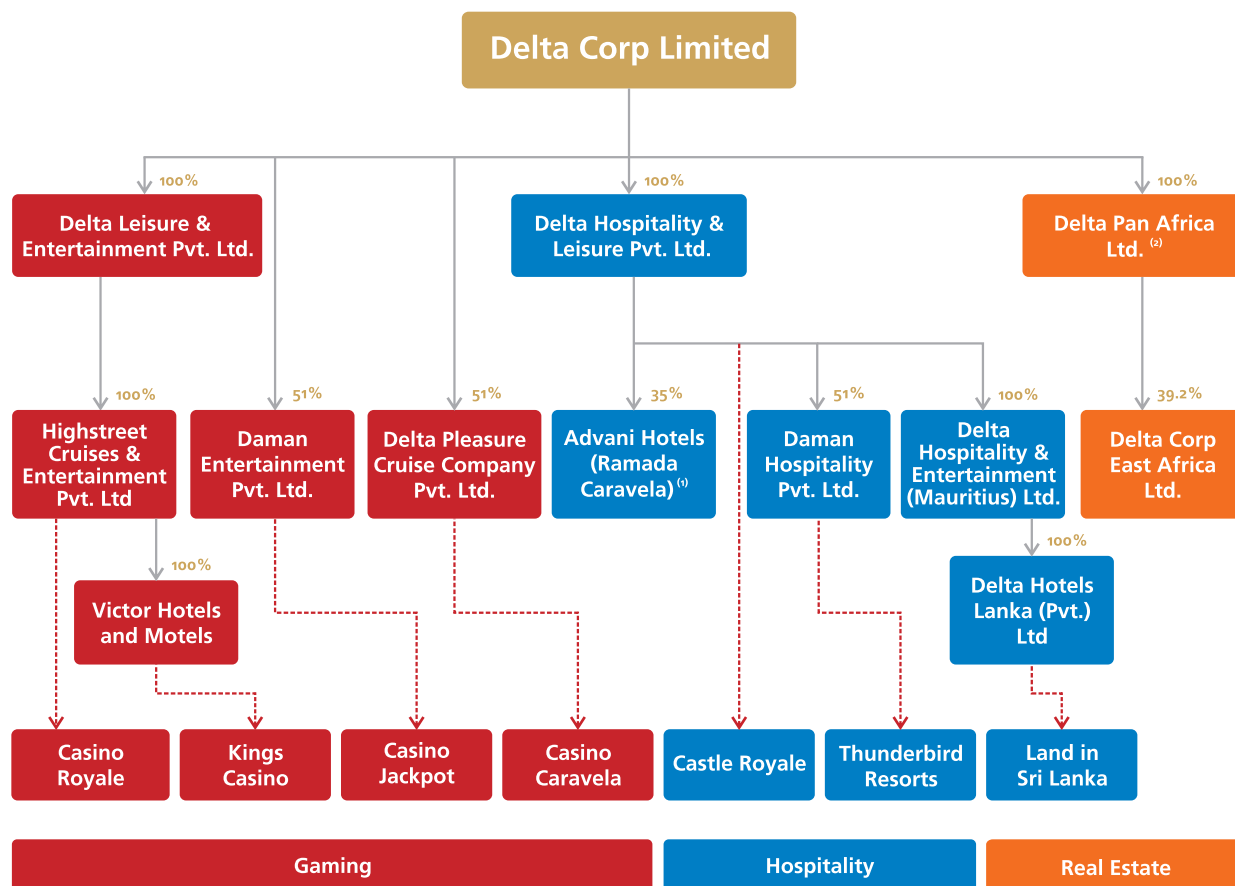
Gaming and hospitality are essentially service-based, and experience driven businesses. As witnessed world over, we at DELTA, delight our customers with an unmatched experience of adrenaline charged gaming, amidst a world class environment.

At DELTA, our ability to attract new customers while retaining our 'frequent' customers is what lies at the heart of our success. It is both a testimony, as well as a validation that all our efforts, aims, and aspirations are being consolidated in the right direction – to continue our dominance in Gaming and Hospitality with an unbeatable and unmatched overall experience.

ATTRACT NEW
& RETAIN
FREQUENT
CUSTOMERS



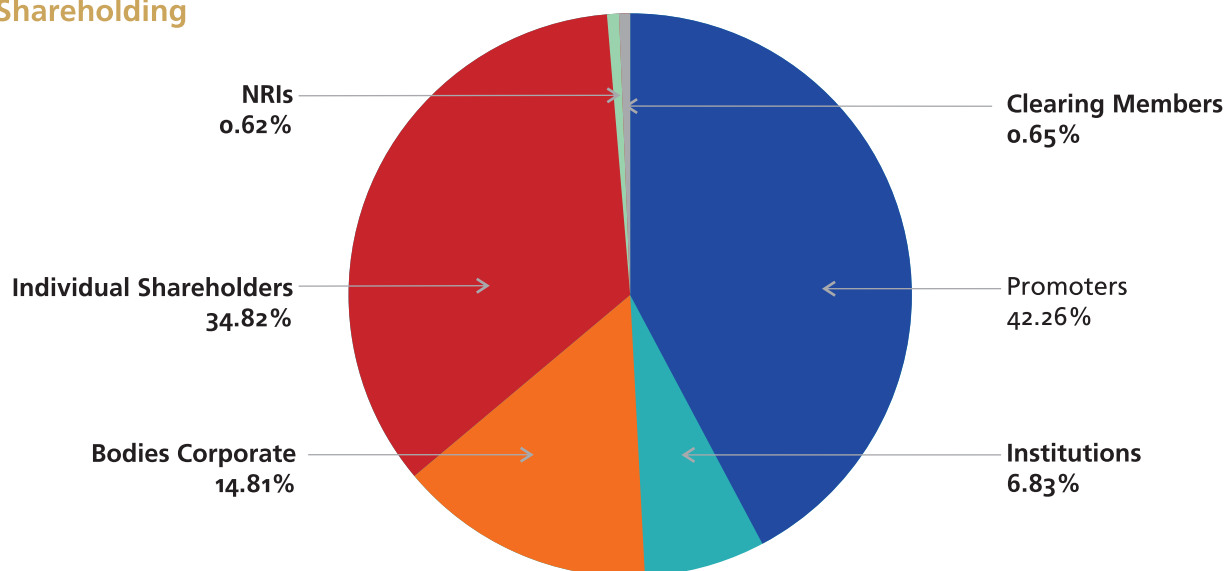
COMPANY STRUCTURE



(1) Delta owns 35% equity stake in Advani Hotels & Resorts India Limited. Not operated or controlled by DCL

(2) Delta Corp owns 39.2% in Delta Corp East Africa Limited. Delta Pan Africa Limited owns 30.3% stake and owns balance 8.9% through one of the Mauritius entity

Shareholding





Mr. Jaydev Mody

Chairman

Mr. Jaydev Mody, 57 years of age, is a well known businessman and has been in business for more than 35 years. He has over 25 years of experience in the field of real estate development and has played a key role in building and developing Crossroads, one of India's first shopping malls of international standards. A graduate in Arts from Mumbai University, Mr. Mody has been instrumental in the development of several large residential complexes, office complexes and retail destinations in and around Mumbai like Peninsula Corporate Park, Ashok Towers, Ashok Gardens, Peninsula I.T. Park to name a few.



Mr. Ashish Kapadia

Managing Director

Mr. Ashish Kapadia, 42 years of age, holds a bachelor's degree in commerce. Mr. Kapadia is an entrepreneur having established and managed several businesses. He has experience in various industries inter alia including paints, textiles, polyester, financial services and aviation. Mr. Kapadia was appointed as a non-executive director on our Board on October 1, 2008. On April 27, 2009 he was appointed as the Managing Director of Delta Corp Limited.



Mr. Mahesh S. Gupta

Mr. Mahesh S. Gupta, 55 years of age has an Honours Degree in B.Com; L.L.B (Gen). Fellow Member of The Institute of Chartered Accountants and The Institute of Company Secretaries of India. He had an outstanding academic record and rank holder and a Silver Medalist in Company Secretaries Final examination.

Mr. Gupta has over 3 decades of professional experience in business management and in all aspects of Corporate Finance such as treasury management, mergers and acquisitions, strategic planning, direct taxation, Company law matters etc.

Mr. Gupta has received a number of recognitions for his business and professional acumen. He is on the Board of several Public Listed Companies. From time to time, he has also been associated with various Committees of The Institute of Chartered Accountants of India (ICAI), Member Governing Council of Indian Association Corporate CFOs and Treasurers (In ACT), Advisory Board of Chennai Business School.



Mr. Rajesh Jaggi

Mr. Rajesh Jaggi, is 43 years of age and a Management professional from Babson Graduate School of Business, Boston. Mr. Jaggi has over thirteen years of experience in every sector of the real estate business, from sourcing new ventures, construction management, facility management, marketing and sales. Mr. Jaggi has been featured as one of India's Hottest Young Executives by Business Today in their 8th February, 2009 issue, for his contribution in expanding Peninsula Land's reach out of Mumbai.

Mr. Rajeev A. Piramal

Mr. Rajeev A. Piramal, is 36 years of age and holds a BBA (Bachelor in Business Administration) from Baldwin Wallace College, Cleveland, USA.

Mr. Piramal spearheads the real estate business of the Ashok Piramal Group. He is the chief strategist and leverages his in-depth understanding of the business to enhance the growth of the Company.

Amongst other accolades, Mr. Piramal was featured in the Top 50 Young Achievers selected by one of the India's largest circulating business magazines.



Lt. Gen (Retd) Noble Thamburaj

Lt. Gen (Retd) Noble Thamburaj, PVSM, SM, 61 years of age, is the former Vice Chief of Army Staff. A second generation Army officer who did his schooling from King George's School and Sainik School prior to joining the National Defence Academy in 1965, General Thamburaj was commissioned as an Officer in the Bombay Sappers from the Indian Military Academy in June 1969 and superannuated from the appointment of Vice Chief of the Army Staff on 30th September, 2009.

General Thamburaj established a reputation of being an astute military commander at a very early stage in his career. He commanded the only Parachute Field Company of the Corps of Engineers as well as an Engineer Regiment.

He was also the only Engineer Officer to have commanded a Rashtriya Rifles Sector in the Kashmir Valley. For his exemplary leadership as the Sector Commander, he was awarded the Sena Medal.

General Thamburaj later commanded an Infantry Division in the deserts during Operation PARAKRAM and a Corps in Punjab. Prior to taking over as the Vice Chief of the Indian Army, he commanded the Southern Army as well.

For his outstanding contribution as the Commander of the Southern Army field force, he was decorated with the Param Vishisht Seva Medal. He was also conferred the Honorary Aide-de-Camp to the President of India.

During his illustrious career of four decades, General Thamburaj has held key appointments in various establishments. He has been an instructor in Officers Training Academy and the prestigious Defence Services Staff College. In addition, he holds an M Tech Degree in Building Sciences from IIT Delhi and an M Phil in Defence Studies.

Known today as a leader on the move with abundant creative energy, General Thamburaj continues to leave an indelible mark on all his assignments.



**Mr. Rakesh Jhunjhunwala**

Mr. Rakesh Jhunjhunwala, 52 years of age, is a certified Chartered Accountant and a well known equity investor in India. Mr. Jhunjhunwala belongs to a class of investors who has created wealth through careful stock selection, patience and conviction. Among India's successful investors, Mr. Jhunjhunwala is perhaps one of the few who has shared his insight into successful investing with the people at large through his articles, interviews and presentations.

Mr. Jhunjhunwala founded his principles of investing – addressable opportunity, competitive ability, operating leverage and scalability, and integrity of management. He is also known for his trading skills and believes that “trend is his friend” and learnt never to preempt trends. He also realized that investing also has a four letter word attached to it – RISK.

As an investor he respects markets and believes that markets are never wrong. Markets are the basis and temples of capitalism. As an investor he never ends any of his opinion without saying that he can always be wrong, always reminding him that market is always right.

As a long term investor, Mr. Jhunjhunwala is credited with identifying stocks early on, believing in his investment, being patient and having conviction to hold the stocks for long periods of time. For him, the price at which you buy is as or more important than what you buy.

Mr. Rakesh Jhunjhunwala, combines diverse skills as a brilliant equity trader, visionary investor and incubator of new businesses through private equity.

**Mr. Sudarshan Bajoria**

Mr. Sudarshan Bajoria, 38 years of age, has been with ICICI Venture since 2000. Prior to this, he has over 2 years of industry experience at Reliance Industries Limited. He brings a blend of experience in investment management, business development, appraisal, valuation and structuring. He has been with real estate practice for last 4 years.

He was involved in the Acquisition of property at Worli, Mumbai from GlaxoSmithKline and purchase & later sale of property at Cyber Gateway, Hitech City, Hyderabad. Prior to association with real estate practice, he has worked on multiple investments across sectors.

He has also executed several exits of portfolio companies of the earlier funds managed by ICICI Venture including sales to strategic investors. He is also on the board of various companies.

OPERATING TEAM



Mr. Neelish A. Shah

Executive Vice-Chairman, DCEAL

Mr. Neelish Shah, 56 years of age, is a certified chartered accountant. Mr. Shah has been instrumental in the incorporation and management of various companies in Africa including Creative Exports Limited which is engaged in the business of supplying emergency aid equipment to NGOs operating out of East Africa and Shah Kanji Lalji and Sons (Kenya) Limited, which is engaged in the business of import & distribution of fertilizers. He has over 33 years of experience in managing various successful businesses in East Africa



Mr. Ashish Kapadia

Managing Director, DCL

Mr. Ashish Kapadia, 42 years of age, holds a bachelor's degree in commerce. Mr. Kapadia is an entrepreneur having established and managed several businesses. He has experience in various industries inter alia including paints, textiles, polyester, financial services and aviation. Mr. Kapadia was appointed as a non-executive director on our Board on October 1, 2008. On April 27, 2009 he was appointed as the Managing Director of Delta Corp Limited.



Mr. Narinder Punj

Managing Director, HCEPL

Mr. Narinder Punj, 57 years of age, is a Commerce Graduate from St. Xavier's College, Kolkata and has over 32 years of experience in the hospitality, entertainment and gaming industries. He has in the past been associated with various hotels, land based and cruise-based casinos inter alia including Hotel Holiday Inn, Juhu, Hotel Al Mansour Melai, Baghdad, Royal Caribbean Cruise Lines, Royal Viking Lines, Norwegian Cruise Lines, Casino Poland, Casino Goa and Casino Bucharest, in various designations including casino inspector, assistant casino manager and casino director of the said casinos.



Mr. Anil Malani

President Operations, HCEPL

Mr. Anil Malani, 45 years of age, is a Commerce Graduate from Mumbai University and has over 28 years of experience having been involved in versatile businesses ranging from hospitality, entertainment, information technology, electronics & office automation. He has in the past been associated with Esquire group of companies, Aims International Ltd., Amazon Food Beverages Pvt. Ltd. (Garcia's Famous Pizza) with his last assignment being with Clover Solar Pvt. Ltd. He has traveled around the globe extensively and has the distinction of being the fifth resident Indian to stay in Prague for 18 months (1991-1992) just after the velvet revolution.



Mr. Hardik Dhebar

Group Chief Financial Officer

Mr. Hardik Dhebar, 37 years of age, holds a Post Graduate Diploma in Finance from the Welingkar Institute of Management, and has an experience of over 16 years in finance and treasury operations. He has in the past worked with the Piramal group of the companies, including holding positions of responsibility in Nicholas Piramal Limited, Morarjee Textiles Limited and Peninsula Land Limited.





CORPORATE INFORMATION

Board of Directors

Mr. Jaydev Mody	Chairman
Mr. Ashish Kapadia	Managing Director
Mr. Mahesh Gupta	
Mr. Rajeev Piramal	
Mr. Rajesh Jaggi	
Mr. Rakesh Jhunjhunwala	
Lt. Gen. (Retd.) Noble Thamburaj	
Mr. Sudarshan Bajoria	

Group Chief Financial Officer

Mr. Hardik Dhebar

Company Secretary & Compliance Officer

Mr. Hitesh Kanani

Registered Office

Peninsula Centre, No. 4,
Galaxy Co-Op. Housing Society,
Off Dhole Patil Road, Pune - 411 001, Maharashtra.
Website: www.deltacorp.in

Statutory Auditors

M/s. Haribhakti & Co
Chartered Accountants

M/s. Amit Desai & Co
Chartered Accountants

Bankers

Axis Bank Limited

Share Transfer Agents

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

Shares Listed on

Bombay Stock Exchange Limited
National Stock Exchange of India Limited

Notice is hereby given that the 21st Annual General Meeting of Members of Delta Corp Limited will be held on Friday, 28th September, 2012 at 2.30 p.m. at the Registered Office of the Company at Peninsula Centre, No. 4, Galaxy Co-Op. Housing Society, Off Dhole Patil Road, Pune - 411 001, Maharashtra, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2012 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Preference Shares and Equity Shares.
3. To appoint a Director in place of Mr. Jaydev Mody, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Rajesh Jaggi, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Rajeev Piramal, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint auditors and to fix their remuneration.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ONLY ON A POLL AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. In terms of the Articles of Association of the Company, read with Section 256 of the Companies Act, 1956, Mr. Jaydev Mody, Mr. Rajesh Jaggi and Mr. Rajeev Piramal, Directors, retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment. The Board of Directors of the Company recommends their respective re-appointments.
4. Brief resume of the Directors proposed to be re - appointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships an memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are attached as Annexure to this notice.
5. Members are requested to bring their attendance slip duly completed and signed along with their copy of annual report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Tuesday the 25th day of September, 2012 To Friday, the 28th day of September, 2012 (both days inclusive), for determining the eligibility for payment of dividend, if declared at the Meeting.

8. The dividend on Equity Shares, if declared at the Meeting, will be paid on or before 27th October, 2012, to those Members or their mandates:
- (a) whose name appears at the end of the business hours on 24th day of September, 2012, in the list of Beneficial Owners to be furnished by Depositories (NSDL and CDSL) in respect of the shares held in dematerialized form ; and
 - (b) whose names appear as Members on the Company's Register of Members after giving effect to valid share transfer request in physical form lodged with Share Transfer Agents (STA) of the Company on or before 24th day of September, 2012.

9. Members of the Company are requested to note that as per the provisions of Section 205A of the Companies Act, 1956, dividends not encashed / claimed by the member of the Company, within a period of seven years from the date of declaration of dividend, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.

Dividends for the financial year 2004-2005 and thereafter which remain unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred by the Company to IEPF.

In view of the above, members of the Company are advised to send all the un-encashed dividend warrants pertaining to the financial year 2004-2005 and thereafter to Company's STA for revalidation or issuance of Demand Draft in lieu thereof and encash the same without any delay.

10. (a) In order to provide protection against fraudulent encashment of dividend warrants, members who hold shares in physical form are requested to intimate to the Company's STA the following information to be incorporated on the dividend warrants duly signed by the sole or first joint holder:
- (i) Name of the Sole/First joint holder and the Folio Number
 - (ii) Particulars of Bank Account, viz:
 - Name of the Bank
 - Name of the Branch
 - Complete address of the Bank with Pin Code number
 - Account type whether Saving or Current
 - Bank Account Number
 - MICR Code
 - IFSC Code
 - (b) Members holding shares in electronic form may please note that their Bank account details, as furnished by their Depository Participant (DP) to the Company, shall be printed on their Dividend Warrants as per the applicable regulation of the Depositories and the Company shall not entertain any direct request from the members for deletion of or change in Bank account details. Further, instructions, if any, already given by them in respect of shares held in physical form shall not be automatically applicable to shares held in demat form. Members who wish to change their bank details or particulars are requested to contact their DP.
 - (c) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided facility to the members for remittance through National Electronic Clearing Services (NECS) / Electronic Clearing System (ECS). The NECS / ECS facility is available at locations designated by Reserve Bank of India. In this regard, members holding shares in



electronic form and desirous of availing the NECS / ECS facility are requested to contact their DP. Further, members holding shares in physical form and desirous of availing the NECS / ECS facility are requested to contact the STA of the Company.

11. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or STA of the Company, for assistance in this regard.
12. Members holding shares in electronic form are requested to intimate immediately any change in their address, email ID or bank mandates to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company / STA.
13. Non-Resident Indian Members are requested to inform STA of the Company, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. Members may please note that, Securities and Exchange Board of India (SEBI) has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also mandated that for securities market transactions and off market/ private transactions involving transfer of shares in physical form, it shall be necessary for the transferee(s) to furnish copy of PAN card to the Company/ STA for registration of such transfer of shares.

Members may please note that, SEBI has also made it mandatory for submission of PAN in the following cases viz., (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.
15. In order to render better and efficient services, we request you to consolidate the multiple folios which are in the same names and in identical order. Consolidation of folios does not amount to transfer of shares and therefore no stamp duty or other expenses are payable by you. In case you decide to consolidate your folios, you are requested to forward your share certificates to the STA of the Company at their Nashik address.
16. To prevent fraudulent transactions, we urge the members to exercise due diligence and notify the Company of any change in address/stay in abroad or demise of any shareholder as soon as possible. Members are requested not to leave their demat account dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
17. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company at least 10 days before the Annual General Meeting, so that the same can be suitably replied.
18. The Ministry of Corporate Affairs (MCA), has taken a “Green Initiative in Corporate Governance” (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing paperless compliances by companies through electronic mode. Accordingly companies are now allowed to send various notices /Annual Reports / documents to its members through electronic mode to those shareholders whose email ids are registered with the respective Depository Participants and downloaded from the depositories viz. National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).

SEBI in line with the aforesaid MCA circulars allowed supply of soft copies of full annual reports to those members of the Company, who have registered their email addresses for the purpose, by way of amending the Clause 32 of the Equity Listing Agreement vide its Circular No. CIR/CFD/DIL/7/2011 dated 5th October, 2011.

Further, in terms of the Circular No. NSDL/CIR/II/10/2012 dated 9th March, 2012 issued by NSDL, email addresses made available by the Depository as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be members registered email address for serving notices/documents including those covered under Section 219 of the Companies Act, 1956 read with Section 53 of the Companies Act, 1956.

In light of the above, soft copy of the Annual Report for the year ended 31st March, 2012 has been sent to all the members whose email address is registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Members of the Company are requested to support this green initiative by registering / updating their email addresses, in respect of shares held in dematerialized form with their respective DP and in respect of shares held in physical form with STA of the Company, M/s. Freedom Registry Limited. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, by post/courier free of cost. The Annual Report of the Company will also be displayed on the website of the Company.

19. The Certificate from one of the Joint Statutory Auditors of the Company M/s. Amit Desai & Co., with regard to DELTACORP ESOS 2009 will be available for inspection at the Annual General Meeting.

By Order of the Board of Directors,

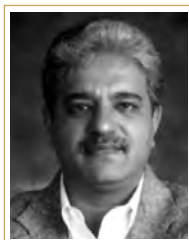
HITESH KANANI
General Manager
Company Secretary and Legal

Mumbai, 31st July, 2012

Registered Office:

Peninsula Centre, No. 4,
Galaxy Co-Op. Housing Society,
Off Dhole Patil Road, Pune - 411 001,
Maharashtra.

BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THIS ANNUAL GENERAL MEETING (IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT)

**Name of Director**

Mr. Jaydev Mody

Date of Birth

9th June, 1955

Date of Appointment

15th March, 2007

Qualification

Mr. Jaydev Mody has completed his graduation in Arts from the Mumbai University.

Profile and Expertise

Mr. Jaydev Mody, 57 years of age, is a well known businessman and has been in business for more than 35 years. Mr. Mody has over 25 years of experience in the field of real estate development and has played a key role in building and developing Crossroads, one of India's first shopping malls of international standards. A graduate in Arts from Mumbai University, Mr. Mody has been instrumental in the development of several large residential complexes, office complexes and retail destinations in and around Mumbai like Peninsula Corporate Park, Ashok Towers, Ashok Gardens, Peninsula I.T. Park to name a few.

Number of shares held in the Company, Individually or Jointly / on a beneficial basis.

Mr. Jaydev Mody holds 200 Equity Shares of the Company.

Directorship and Committee memberships (Excluding Delta Corp Limited)**i) Directorships held in other Companies**

Alibagh Farming and Agriculturist Company Private Limited

Arrow Textiles Limited

Aryanish Finance and Investments Private Limited

Ashok Piramal Management Corporation Limited

Bayside Property Developers Private Limited

Crossroads Shoppertainment Private Limited

Delta Corp East Africa Limited

Delta Holding (USA) Inc

Delta Magnets Limited.

Delta Pan Africa Limited

Delta Real Estate Consultancy Private Limited

Delta Square Limited

Elixir Infotech Private Limited

Freedom Aviation Private Limited

Goodluck Renewable Energy Resources Private Limited



BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THIS ANNUAL GENERAL MEETING (IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT)

Highland Resorts Private Limited

Highpoint Agro Star Private Limited

J M Holding (USA) Inc

J M Holding Ltd (UAE)

J M Livestock Private Limited.

MMG India Private Limited

Peninsula Cross Roads Private Limited

Peninsula Investment Management Company Limited

Peninsula Land Limited.

Peninsula Pharma Research Centre Private Limited

Peninsula SA Realty Private Limited

Peninsula Townships Development Private Limited

Piramyd Retail And Merchandising Private Limited

Providence Educational Academy Private Limited

Royal Touch Real Estate Private Limited

Royal Western India Turf Club Limited

ii) Chairman of Board Committees

Arrow Textiles Limited - Shareholders / Investor Grievance Committee

Delta Magnets Limited - Shareholders / Investor Grievance Committee

iii) Member of Board Committees

Arrow Textiles Limited - Remuneration Committee

Delta Magnets Limited – Remuneration Committee

**Name of Director**

Mr. Rajesh Jaggi

Date of Birth

7th January, 1969

Date of Appointment

28th July, 2007

Qualification

MBA (Boston, U.S.A)

Profile and Expertise

Mr. Rajesh Jaggi, is 43 years of age and a Management professional from Babson Graduate School of Business, Boston. Mr. Jaggi has over thirteen years of experience in every sector of the real estate business, from sourcing new ventures, construction management, facility management, marketing and sales. Mr. Jaggi has been featured as one of India's Hottest Young Executives by Business Today in their 8th February, 2009 issue, for his contribution in expanding Peninsula Land's reach out of Mumbai.

Number of shares held in the Company, Individually or Jointly / on a beneficial basis.

Mr. Rajesh Jaggi holds 19000 Equity Shares of the Company.

Directorship and Committee memberships (Excluding Delta Corp Limited)**i) Directorships held in other Companies**

Addvalue Trading Company Private Limited

Antarctica Trading Company Private Limited

Ashok Piramal Mega Properties Private Limited

Ashok Piramal Mega-City Development Private Limited

Ashok Piramal Township Development Private Limited

Peninsula Integrated Land Developers Private Limited

Red Rocket Entertainment Private Limited

Peninsula Brookfield Investment Managers Private Limited

Peninsula Brookfield Trustee Private Limited

City Parks Private Limited

Delta Magnets Limited

Highstreet Cruises and Entertainment Private Limited

Inox Mercantile Company Private Limited

Peninsula Crossroads Private Limited

Peninsula Holdings and Investments Private Limited

Peninsula Investment Management Company Limited



BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THIS ANNUAL GENERAL MEETING (IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT)

Peninsula Land Limited

Peninsula Mega Township Developers Private Limited

Planetview Mercantile Company Private Limited

Rockfirst Real Estate Limited

RR Real Estate Development Private Limited

Takenow Property Developers Private Limited

ii) Chairman of Board Committees

NIL

iii) Member of Board Committees

Delta Magnets Limited – Audit Committee & Share Transfer and Investors Grievance Committee

**Name of Director**

Mr. Rajeev Piramal

Date of Birth

12th May, 1976

Date of Appointment

28th July, 2007

Qualification

BBA (Bachelor in Business Administration) from Baldwin Wallace College, Cleveland, USA.

Profile and Expertise

Mr. Rajeev A. Piramal, is 36 years of age and holds a BBA (Bachelor in Business Administration) from Baldwin Wallace College, Cleveland, USA. Mr. Piramal spearheads the real estate business of the Ashok Piramal Group. He is the chief strategist and leverages his in-depth understanding of the business to enhance the growth of the Company.

Amongst other accolades, Mr. Piramal was featured in the Top 50 Young Achievers selected by one of the India's largest circulating business magazines.

Number of shares held in the Company, Individually or Jointly/ on a beneficial basis.

Mr. Rajeev Piramal is not holding Equity Shares of the Company.

Directorship and Committee memberships (Excluding Delta Corp Limited)**i) Directorships held in other Companies**

Ashok Piramal Enterprises Private Limited
Ashok Piramal Mega Properties Private Limited
Ashok Piramal Mega-City Development Private Limited
Ashok Piramal Township Development Private Limited
Goldlife Mercantile Company Private Limited
Highpoint Agro Star Private Limited
Lifestar Hospitality Private Limited
Lifezone Mercantile Private Limited
Miranda Few Tools Private Limited
Onestar Trading Company Private Limited
APG Educational Consultants Private Limited
Peninsula SA Realty Private Limited
Peninsula Townships Development Private Limited
PMP Auto Components Private Limited
Powerjet Carriers And Transporters Private Limited



BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THIS ANNUAL GENERAL MEETING (IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT)

Pune Sports Club Private Limited
Toptech Mercantile Company Private Limited
Aarti Management Consultancy Private Limited
Elixir Infotech Private Limited
Providence Educational Academy Private Limited
Highland Resorts Private Limited
Bayside Property Developers Private Limited
Aryanish Finance and Investments Private Limited
Piramal Education and Academy Private Limited
Piramal Energy Private Limited
Piramal Renewable Energy Private Limited
Piramal Transportation Private Limited
Piramal Infrastructure Private Limited
Piramal Roads Infra Private Limited
Piramal Airports Infrastructure Private Limited
Piramal Constructions & Infra Private Limited
Piramal Road & Rail Transports Private Limited
Rockfield Trading Private Limited
Peninsula Brookfield Trustee Private Limited
Peninsula Brookfield Investment Managers Private Limited
APG Transformers and Energy Private Limited
APG Renewable Energy Private Limited
APG Infra Projects Private Limited
APG Infrastructure Private Limited
APG Ports Infrastructure Private Limited
APG Roads Infrastructure Private Limited
APG Airports Infrastructure Private Limited
APG Constructions & Infra Private Limited
APG Road and Rail Transports Private Limited
AGP Infra Private Limited
AGP Education and Academy Private Limited
Delta Real Estate Consultancy Private Limited
Royal Touch Real Estate Private Limited



Piramal Land Private Limited
Ashok Piramal Overseas Investments Company Limited
Ashok Piramal Management Corporation Limited
Inox Mercantile Company Private Limited
Peninsula Investment Management Company Limited
Peninsula Land Limited
Peninsula Pharma Research Centre Private Limited
Planetview Mercantile Company Private Limited
Peninsula Mega Properties Private Limited
Peninsula Mega Township Developers Private Limited
Pune Football Club Limited
Rockfirst Real Estate Limited
RR Mega Property Developers Private Limited
RR Real Estate Development Private Limited
Takenow Property Developers Private Limited
Peninsula Brookefield Capital Advisors Limited

ii) Chairman of Board Committees

Peninsula Investment Management Company Limited – Audit Committee

iii) Member of Board Committees

Nil



DIRECTORS' REPORT

Your Directors present their Twenty-first Annual Report together with the Audited Statement of Accounts for the year ended 31st March 2012.

Financial Highlights

(₹ in Lacs)

Particulars	Standalone		Consolidated	
	Year ended 31.03.2012	Year ended 31.03.2011	Year ended 31.03.2012	Year ended 31.03.2011
Income for the year	1,566.52	27,484.69	37,763.29	38,467.86
Profit before Interest, Depreciation and Tax	529.51	14,478.70	11,336.35	19,399.08
Finance Charges	523.77	1,236.77	1,067.75	1,560.27
Profit before Depreciation and Taxes	5.74	13,241.93	10,268.60	17,838.81
Depreciation & Amortisation	30.29	39.49	645.76	607.43
Provisions for Taxation/ Deferred Tax	5.97	339.86	2,963.82	668.67
Prior Period Items / Extra Ordinary Items	40.85	-	9.59	41.64
Minority Interest & Profit from Associate Company	-	-	2,326.96	(49.75)
Net Profit for the Current Year	(71.37)	12,862.58	4,322.47	16,570.82
Earlier Years Balance Brought forward	10,848.06	802.91	13,916.68	163.30
Net Profit available for Appropriation	10,776.69	13,665.49	18,239.15	16,734.12
Appropriation:				
Proposed dividend on Equity Shares	(783.71)	(605.42)	(783.71)	(605.42)
Proposed dividend on Preference Shares	(97.91)	(97.91)	(97.91)	(97.91)
Dividend on Equity Shares	(66.16)	-	(66.16)	-
Dividend Distribution Tax	(153.75)	(114.10)	(153.75)	(114.10)
Transfer to General Reserves	(1,085.00)	(2,000.00)	(1,085.00)	(2,000.00)
Due to Merger Effect	-	-	-	-
Balance carried to Balance Sheet	8,590.15	10,848.06	16,052.61	13,916.68

Dividend

Your Directors are glad to recommend dividend @ 8 % on the Preference Share Capital (i.e. ₹ 0.80 per Preference Share of ₹ 10/- each) and @ 35 % on the Equity Share Capital (i.e. ₹ 0.35 per Equity Share of ₹ 1/- each) of the Company.

Operations

During the year under review, your Company recorded a total income of ₹ 37,763.29 Lacs (Consolidated) and Net Profit of ₹ 4,322.47 Lacs (Consolidated). For further information, kindly refer to Management Discussion and Analysis Report, forming part of this Annual report.



Subsidiary Companies

The Ministry of Corporate Affairs has vide General Circular No. 2/2011 dated February 8, 2011 granted general exemption from attaching the accounts and financial statements of subsidiary companies as provided under Section 212 (8) of the Companies Act, 1956, provided conditions specified in the said circular are fulfilled. The Company has complied with all the conditions mentioned in the above circular. Therefore, Annual Accounts of subsidiaries of the Company have not been annexed to this report. However, the same are open for the inspection at the Registered as well as Corporate Office of the Company. Any member desirous of obtaining the same may request the Company in writing.

Corporate Governance Report

Pursuant to Clause 49 of the Listing Agreement, the Management Discussion & Analysis Report and Corporate Governance Report together with Certificate from Practising Company Secretary, on compliance with the conditions of Corporate Governance as laid down, forms part of this Annual Report.

Particulars of Employees

In terms of provisions of Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, the names and other particulars of the employees are set out in the Annexure to the Directors' Report. However, having regard to the provisions of Section 219 (1)(b)(iv) of the said Act, the Annual Report excluding the aforesaid information is being sent to all members of the Company and other entitled thereto. Any member interested in obtaining such particulars may write to the Company Secretary at the Registered office of the Company.

Particulars Regarding Conservation of Energy, Technology absorption and Foreign Exchange

The particulars as required under Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are not applicable to the Company. Hence details are not provided.

During the year, the foreign exchange outgo was ₹ 27.77 Lacs (L.Y. ₹ 1,619.76 Lacs) the foreign exchange earned was ₹ Nil (L.Y. ₹ Nil)

Shifting of Registered Office

The Board of Directors of the Company by way of a circular resolution, have approved the shifting of Registered Office of the Company with effect from 13th August, 2012, from Clover Classic, G-4, Ground Floor, North Main Road, Koregaon Park, Pune – 411 001, Maharashtra to Peninsula Centre No.4, Galaxy Co-Operative Housing Society, Off Dhole Patil Road, Pune – 411 001, Maharashtra.

Directors

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Jaydev Mody, Mr. Rajesh Jaggi and Mr. Rajeev Piramal, Directors of the Company retire by rotation at this Annual General Meeting and being eligible, offer themselves for re-appointment.

The brief resume/details relating to directors, who are proposed to be appointed/ re-appointed are furnished as an Annexure to the notice of the ensuing Annual General Meeting.

Your directors recommend their appointment/reappointment at the ensuing Annual General Meeting.

Issue of Equity Shares on Conversion of Warrant

During the year, on 11th August, 2011, the Company has allotted 2,13,30,000 fully paid Equity Shares of ₹ 1/- each, on conversion of 2,13,30,000 Warrants of ₹ 1/- each into Equity Shares.

These Warrants were issued by the Company in accordance with Special Resolution passed by the members of the Company at their Extra Ordinary General Meeting held on 16th October, 2010.

The Company received trading permission from Bombay Stock Exchange Limited and National Stock Exchange of India Limited, for the aforesaid Equity Shares on 2nd September 2011 and 30th August 2011, respectively.



DIRECTORS' REPORT

Directors' Responsibility Statement

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, the Directors confirm that:

1. in the preparation of the annual accounts for the financial year ended 31st March, 2012, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
2. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs as at 31st March, 2012 and of the profit of the Company for the year under review;
3. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. the Directors have prepared the accounts for the financial year ended 31st March, 2012 on 'going concern' basis.

Employee Stock Option Scheme

During the year under review, the Company has not granted any options. Disclosures as required by Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines – 1999 are attached herewith and marked as Annexure A.

Fixed Deposits

During the year under review, the Company has not accepted any fixed deposits from the public.

Auditors

The Board of Directors recommends to re-appoint M/s. Haribhakti & Co., Chartered Accountants and M/s. Amit Desai & Co., Chartered Accountant as Joint Statutory Auditors of the Company, who retire at the conclusion of forthcoming Annual General Meeting and are eligible for re-appointment. M/s. Haribhakti & Co. and M/s. Amit Desai & Co. have given their consent to act as joint auditors, if re-appointed. Members are requested to consider their re-appointment. The auditors comments on the Company's accounts for the year ended on 31st March, 2012 are self explanatory in nature and do not require any explanation as per the provisions of Section 217(3) of the Companies Act, 1956.

Acknowledgements

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

For and on behalf of the Board of Directors

Jaydev Mody
Chairman

Mumbai, 31st July, 2012

Regd. Office:

Peninsula Centre, No. 4,
Galaxy Co-Op. Housing Society,
Off Dhole Patil Road, Pune - 411 001,
Maharashtra.



ANNEXURE A

Information to be disclosed under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999:

(a) Options granted during the year	Nil
(b) The pricing formula	a) 31,00,000 options were granted at a consideration of ₹ 30/- per option granted on 08.07.2010 b) 31,00,000 options were granted at a consideration of ₹ 51/- per option granted on 30.11.2010
(c) Options vested during the year	15,50,000
(d) Options exercised during the year	7,80,000
(e) The total number of shares arising as a result of exercise of option	7,80,000
(f) Options lapsed	NIL
(g) Variation of terms of options	NIL
(h) Money realised by exercise of options	₹ 2,45,55,000
(i) Total number of options in force	54,20,000
(j) Employee-wise details of options granted to:	
(i) Senior managerial personnel ;	As per Annexure – A
(ii) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year;	NIL
(iii) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant;	NIL
(k) Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 'Earnings per Share'	₹ (0.09)
(l) Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options, shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Had the compensation cost for the Company's stock based compensation plan been determined in the manner consistent with the fair value approach as described in the Guidance note, the Company's net Profit would be lower by ₹ 282.40 Lacs (previous year lower by ₹ 137.88 Lacs). Basic EPS Before Adjustment ₹ (0.09) Adjusted EPS ₹ (0.22) Diluted EPS Before Adjustment ₹ (0.09) Adjusted EPS ₹ (0.22)
(m) Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	As per Annexure – B
(n) A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted-average information:	As per Annexure – C
(i) risk-free interest rate,	
(ii) expected life,	
(iii) expected volatility,	
(iv) expected dividends, and	
(v) the price of the underlying share in market at the time of option grant.	

ANNEXURE – A

Name of Senior Managerial Persons to whom Stock Options have been granted	Options granted in 2010
Mr. Ashish Kapadia	17,05,000
Mr. Hardik Dhebar	6,00,000
Mr. Anil Malani	5,00,000
Mr. Narinder Punj	1,00,000

Note: The Company has granted the aforesaid options at the meeting of the Compensation Committee of the Board of Directors of the Company held on 8th July, 2010 and 30th November, 2010.

ANNEXURE – B

Weighted Average exercise price of option granted whose:

(Amount in ₹)

Sr. No.	Particulars	8th July, 2010	30th November, 2010
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	51

Weighted Average fair value of option granted whose:

Sr. No.	Particulars	8th July, 2010	30th November, 2010
A	Exercise Price equals the Market Price	NA	NA
B	Exercise Price is greater than the Market Price	23.25	NA
C	Exercise Price is less than the Market Price	NA	76.66

ANNEXURE – C

Variables	Date of Grant : 8th July, 2010			
	Vest 1	Vest 2	Vest 3	Vest 4
	8th July, 2011	8th July, 2012	8th July, 2013	8th July, 2014
Risk Free Interest Rate	6.96%	7.23%	7.45%	7.62%
Expected Life (Years)	3.50	4.50	5.50	6.50
Expected Volatility	61.24%	61.24%	61.24%	61.24%
Dividend Yield	0.83%	0.83%	0.83%	0.83%
Price of the understanding share in market at the time of option granted	38.15	38.15	38.15	38.15

Variables	Date of Grant : 30th November, 2010			
	Vest 1	Vest 2	Vest 3	Vest 4
	30th November, 2011	30th November, 2012	30th November, 2013	30th November, 2014
Risk Free Interest Rate	7.94%	7.91%	7.91%	7.92%
Expected Life (Years)	3.50	4.50	5.50	6.50
Expected Volatility	62.71%	62.71%	62.71%	62.71%
Dividend Yield	0.83%	0.83%	0.83%	0.83%
Price of the understanding share in market at the time of option granted	106.70	106.70	106.70	106.70



Economic Overview

13 years after China, India began its journey to economic liberalisation in 1991. Yet, after just 20 years, India has emerged as the third largest Asian economy. In 2011, the Gross Domestic Product (GDP) of India in terms of Purchasing Power Parity (PPP) stood at USD 4.46 trillion, edging past Japan to become the third largest economy in the world in terms of PPP (The Economic Times).

The domestic consumption of India is, and will likely remain, the most resilient pillar of the Indian growth story in the coming years. It makes a very strong case as almost 58 percent of GDP is consumed internally. In comparison to the slowdown of the world economy, the Indian economy has still managed to grow at a steady 6.5 percent in 2011-12 owing to its strong internal demand.

India's population is growing at nearly 1.3 percent every year. At this pace, it is estimated to surpass the population of China by 2030, currently the most populous country in the world. With more than 30 percent of India's total population under the age of 15, and approximately 59 percent below the age of 39, the youth will constitute 64 percent of the total population by 2021, thereby reaping rich demographic dividends.

According to findings of the National Council of Applied Economic Research (NCAER), the middle class, representing only 13.1 percent of India's population, currently owns 49 percent of the total number of cars, 21 percent of televisions, 53.2 percent of computers, 52.9 percent of air conditioners, 37.8 percent of microwaves and 45.7 percent of credit cards. It is this growing middle class which is estimated to account for over 20 percent of India's population by 2015 and 40 percent by 2025, that is expected to drive consumption and growth in India.

However, one cannot ignore the challenges in the near term with respect to the long-term growth story. Issues like rising inflation, weakening domestic currency, and high fiscal deficit have hindered consumption trends.

Industry Overview

According to a recent report released by PricewaterhouseCoopers (PWC), revenues from the casino industry across the US, EMEA (Europe, Middle East and Africa), Asia Pacific, Latin America and Canada are expected to grow at an annual rate of 9.2 percent from USD 117.6 billion in 2010 to USD 182.8 billion in 2015.



(Source: PricewaterhouseCoopers)

Las Vegas is the birthplace of legalised gambling and remains a key player in the US casino market. Tourist visitations in Las Vegas increased from 34 million in 2010 to over 37 million in 2011. It generated USD 6 billion in 2012 compared to USD 5.8 billion in 2011.

Ever since 2005, Asia has emerged as a major gaming destination. Its share of global gaming revenues has increased from 12.5 percent in 2005, to 37.1 percent in 2011. Its estimated size is said to be approximately USD 50 billion in 2012.

Since 2008, the Asia-Pacific market has become the largest market in the world in terms of casino winnings. This aggressive growth has today made Asia the epicentre of the world gaming industry.

Despite being one of the smallest states in Asia, over the past decade Macau has recorded the highest GDP growth in the world. In 2010, it edged past Japan to become the richest state in Asia with a higher GDP per capita. Much of Macau's success can be attributed to its exceptional and world-renowned gaming and hospitality facilities.

The EMEA regions generated USD 16.3 billion of gaming revenues in 2010. By 2016, the casino gaming revenues from EMEA regions is estimated to increase to USD 18.3 billion.

Global casino gaming market by region (US\$ billions)

Region	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2010-15 CAGR
United States	57.47	60.44	59.43	57.37	57.49	59.50	62.32	65.50	69.11	73.32	
% Change	8.4	5.2	-1.7	-3.5	0.2	3.5	4.7	5.1	5.5	6.1	5
EMEA	20.78	20.89	19.96	17.57	16.31	16.18	16.25	16.57	17.35	18.34	
% Change	2.8	0.5	-4.5	-12	-7.2	-0.8	0.5	2	4.7	5.7	2.4
Asia Pacific	13.69	17.71	21.38	22.90	34.28	47.04	58.12	66.96	73.43	79.27	
% Change	16.3	29.4	20.7	7.1	49.7	37.2	23.6	15.2	9.7	7.9	18.3
Latin America	2.58	2.96	3.27	3.60	3.80	4.10	4.37	4.76	5.17	5.61	
% Change	25.6	14.5	10.5	10.2	5.5	7.8	6.7	8.9	8.6	8.7	8.1
Canada	5.35	5.69	5.69	5.87	5.70	5.60	5.62	5.74	5.99	6.23	
% Change	10.7	6.2	0.2	3.2	-2.9	-1.9	0.4	2.2	4.2	4.1	1.8
Total	99.88	107.69	109.73	107.31	117.58	132.41	146.68	159.71	171.04	182.77	
% Change	8.7	7.8	1.9	-2.2	9.6	12.6	10.8	8.9	7.1	6.9	9.2

Sources: PwC, Wilkofsky Gruen Associates

India

Remarkable economic growth in India has unleashed a consumption boom making India one of the more attractive consumer markets of the world. The country's rapidly growing middle class has been the biggest beneficiary of this growth. Over the past decade, disposable income has surged at an annual rate of nearly 10 percent and a major portion of this is being spent on domestic travel and tourism. The affluent middle-class with an income of more than INR 200,000 will account for 40 percent of India's population by 2025 (McKinsey). Armed with high disposable income, and a greater willingness to spend, it is evident that the middle class will continue to drive the entertainment and gaming industry for the years to come.

India has always been amongst the top tourist destinations in the world. A history of over 5,000 years makes India a major global destination for both, budget as well as luxury travellers attracted by the blend of colourful culture, religion, and scenic destinations offered. Tourism in India is the third largest foreign exchange earner, contributing 2.5 percent to the GDP.



The arrival of foreign tourists in the country is expected to grow at a CAGR of 10.9 percent during 2011-15. The number of arrivals is expected increase from approximately 6.6 million in 2012 to approximately 8.9 million by 2015. (Source: BMI, Aranca Research)

Currently, the gaming and casino business in India is limited to Goa, Sikkim and Daman. Even though the Indian casino industry was recently legalised, revenue generated from casinos in Goa is growing at an annual rate of over 50 percent. In comparison, Macau, Philippines, and Singapore have witnessed a revenue growth of approximately 30 to 40 percent. With a burgeoning middle class and an influx of tourist visitations, India has the potential to become one of the key gaming destinations in the Asia-Pacific region.

Kenya

Africa is today where India was a decade ago. Kenya is the fifth largest economy of all African countries, and the largest economy of East Africa. Nairobi, the capital of Kenya, is the largest city in East Africa. A combination of literate population (literacy rates over 80%) and attractive business infrastructure has seen a rush of investments in recent years. The Kenyan economy is expected to grow at 5 percent in 2012 and 2013 (World Bank report). There exist ample growth opportunities in Kenya, particularly in the real-estate sector in Nairobi. With rising demand for both commercial and residential space, areas like Upper Hill, Westlands, Kilimani and Mombasa Road are fast emerging as new commercial centres.

Sri Lanka

Sri Lanka had been ravaged by civil war for almost two and a half decades. In 2009, the civil war finally ended and Sri Lanka began the process of reviving its economy. Ever since, it has made swift progress, and stands out today as one of the fastest growing countries in the Asia-Pacific region. With pristine beaches, abundant wildlife, ancient history and modern cities, Sri Lanka is a hot tourist destination. Over the last two years, the tourism industry in Sri Lanka has witnessed an unprecedented boom. The number of visitors to Sri Lanka is expected to top 1 million in 2012, compared to 855,975 in 2011. Due to its close proximity, Sri Lanka has always been a preferred tourist destination for Indians, and thereby annually account for almost a third of all tourist visitations to Sri Lanka.

In a move to boost its tourism industry, the government of Sri Lanka legalised casino gambling in November of 2010. Sri Lanka is well positioned to become one of the major gaming hubs of South Asia due to its potential to attract additional visitors from nearby countries such as China, Australia and Malaysia.

Business Overview

Delta Corp Limited is primarily engaged in the business of Gaming & Entertainment with interests in Hospitality and Real Estate, allowing the Company's geographical footprint to spread across India, Kenya and Sri Lanka.

The Company has a first mover advantage in India and has consistently remained the largest gaming operator in the country. Delta Corp Limited is the only listed player within the gaming space with a dominating capacity of 700 gaming positions till March 31, 2012 in Goa, and similarly in Daman where approximately 1,000 gaming positions are expected to be launched soon.

Over the years, Delta Corp Limited has evolved with its niche business model, seasoned management team, and significant operating expertise which has been instrumental in providing its visitors a 'world-class' gaming experience.

Delta Corp Limited is also developing various real estate projects in Kenya through a 40:60 joint venture with a wholly owned subsidiary of Reliance Industries Limited.

Gaming & Entertainment

Gaming & Entertainment is the core business of Delta Corp Limited. The Company owns three of the six issued offshore gaming licenses in the state of Goa, and similarly in Daman, it has acquired both expressions of in-principle approval issued till date.

Currently, the Company owns and operates two offshore live gaming vessels on the Mandovi River in Goa – Casino Royale and Casino Caravela. These casinos offer a range of international games like Baccarat, Poker, Roulette and Black Jack, providing an unmatched ‘world-class’ experience to its respective guests.

Operational since 2008, Casino Royale is the largest offshore gaming vessel in India with four operational decks. It covers an area of approximately 31,900 sq. ft., offering 500 live gaming positions comprising of 470 table positions and 30 slot positions.

Delta Corp Limited owns a majority stake in Casino Caravela, which is India’s first off-shore gaming casino. It offers a total of 200 gaming positions comprising of 190 table positions and 10 slot positions.

The Company continues to aggressively expand its gaming positions in Goa through the inauguration of Kings Casino aboard M.V. Horseshoe Casino, which is expected to be operational by 2012-13. Kings Casino is three times the size of Casino Royale, and will add approximately 1,500 gaming positions to the Company’s inventory.

During the financial year 2012-13, Delta Corp Limited is also expected to launch a land-based casino in Daman through its hospitality project named Thunderbirds Resorts, adding approximately 1,000 additional gaming positions to its name.

Delta Corp Limited has also initiated its first step towards the development of a high end integrated entertainment hotel/resort complex in Sri Lanka. The Company has recently acquired a 11 acre land parcel near Bandaranaike International Airport, located in Katunayake, Colombo, Sri Lanka. The Company firmly believes that this is a crucial stepping stone in order to enter Sri Lanka, and going forward, expand its footprint within this high growth-potential market.

Hospitality

As witnessed across the world, hospitality and gaming are synergistic, where one complements the other to create a seamless experience for visitors.

Thunderbird Resorts, Daman: Delta Corp Limited owns a majority stake in Daman Hospitality Private Limited, which in turn owns a 190 room five star deluxe property named, “Thunderbird Resorts” in Daman. Thunderbird Resorts is the largest integrated resort in Daman, spread over 10 acres with approximately 300,000 sq. ft. of developed area. This hotel will offer the largest banquet facility in the area with 3 bars, 4 speciality restaurants, 29,000 sq. ft. of indoor event (MICE space) and 8,000 sq. ft. high-end retail space.

Thunderbird Resorts, Daman is only a 2.5 hour drive from Mumbai, and a similar driving distance from major cities of Gujarat.

Castle Royale, Goa: Delta Corp Limited has recently acquired an all-suite hotel namely “Castle Royale” located at Nerul in North Goa. Castle Royale is well equipped with all amenities and recreational facilities. The property is a 5 to 10 minute drive from the beaches of Candolim and Calangute, and is in close proximity to the embarkation points of Delta’s respective casinos.

Villa de Penha, Goa: Delta Corp Limited operates a boutique hotel named “Villa de Penha” which is exclusively for Delta’s Casino guests. The Hotel is located on the banks of the Mandovi River, and is a 5 minute feeder boat ride to the Company’s respective off-shore casinos.

Royale Flotel, Goa: Delta Corp Limited is soon to commence operations of India’s first five star floating hotel, ‘Royale Flotel’, an exclusive all-suite boutique property, which will be anchored on the Mandovi



river in close proximity to 'Casino Royale'. This vessel will offer high end suites to cater exclusively to VVIP guests, making their overall experience a memorable one.

In addition, Delta Corp Limited has an investment of approximately 35% in equity shares of Advani Hotels & Resorts (India) Limited. Advani Hotels owns a 200 room five star hotel named "The Ramada Caravela Beach Resort", located on the pristine white sands of Varca Beach, Goa. The Ramada Caravela Beach Resort is spread over 24 acres with an additional 60,000 sq. ft. of developable area. Ramada also operates a land based Casino called the "Goa Nugget".

Real Estate

Delta Corp Limited holds a 40 percent interest in a joint venture with Reliance Industries Limited to develop real estate in Kenya under the name of Delta Corp East Africa Limited (DCEAL). DCEAL has invested approximately ₹ 200 crores and has acquired 10 prime plots of land in Nairobi with a planned developable area of approximately 1.2 million sq. ft. of commercial and residential assets.

In June 2011, DCEAL entered into a sale agreement with the World Bank for the sale of its Delta Centre for USD 22.8 million. DCEAL has also successfully leased one property to the Kenyan Ministry of Justice and Development. In addition, DCEAL has sold Tower A of its 'Delta Corner' to The University of Nairobi, and similarly Tower B to an affiliate of the advisory giant, PricewaterhouseCoopers' respectively. Currently, four projects are under various stages of development.

Financial Overview

INCOME: The consolidated income of the Company for the year 2011-12 was ₹ 37,763 Lacs compared to ₹ 38,468 Lacs in the previous year.

EBITDA: The consolidated EBITDA of the Company stood at ₹ 11,336 Lacs for the year 2011-12 compared to ₹ 19,399 Lacs in the previous year.

PAT before adjustments: The consolidated Profit after Tax (PAT) of the Company stood at ₹ 4,322 Lacs compared to ₹ 16,571 Lacs in the previous year.

Opportunities

India

Gaming in the Asia-Pacific region has grown phenomenally over the last few years. The spectacular rise of Macau and Singapore as gaming destinations has clearly demonstrated the high growth-potential of gaming in Asia. As the momentum of economic growth continues to churn in Asia, the gaming industry is set to benefit immensely, and is expected to account for almost 40 percent of total global gaming revenues generated by 2014.

Gambling is not new to India. It finds its roots in the epic of Mahabharata and other Indian mythologies. The success of lotteries (industry valued at USD 12.5 billion) and horse-racing (annual turnover more than USD 350 million) is a testimony to the passion India shares for gaming with the rest of the world. Until recently, Indians have been forced to travel to gaming destinations like Macau, Singapore and even closer places like Kathmandu to experience the thrill of gaming. However, with casinos now opening in Goa, Sikkim, and Daman which are at par with the best in the world, the industry is set for exponential growth.

Delta Corp Limited is well poised to benefit from its strategically located gaming facilities on account of favourable demographics and rising income levels. The fact that Indians feature amongst the most prominent visitors to neighbouring countries like Sri Lanka, Thailand, Malaysia, Singapore and Hong Kong, clearly shows the potential of the gaming business in India. During the 1970s, the average age of people that gambled was in the range of 30-55; today it stands at 18-80, thereby reflecting the growing popularity and confidence in gaming across the country.

Goa

Famous for its beaches and long stretches of coastline, Goa attracts close to two million tourists every year and nearly 12 percent of all foreign tourist arrivals in India, leading to a total spend of USD 350 million every year. Goa's close proximity to major cities in India and Sri Lanka makes it ideally placed to emerge as one of the most sought after gaming destinations in South Asia.

Daman

Located along the coast of Gujarat, Daman is favourably positioned to become a leading gaming and leisure destination of the country. As mentioned previously, Delta Corp Limited has capitalised on a first mover advantage in Daman. Regulatory dynamics make granting of new licenses difficult for fresh entrants, and therefore there exists minimal foreseeable competition in the near term, aiding the Company's competitive advantage within the union territory of Daman.

East Africa

Kenya is one amongst the fastest growing countries in East Africa. With abundant natural resources and high levels of literacy, the country has been steadily progressing. It has emerged as one of the top destinations for foreign investment in Africa. It must be noted that Delta Corp Limited was one of the first to recognise the emergence of Kenya. As demand for commercial and residential space continues to increase, the Company is firmly placed to leverage its presence with several projects currently under development.

Sri Lanka

Political stability has returned to Sri Lanka after more than twenty-five years of civil war. In a matter of three years, the Sri Lankan economy has grown at an impressive annual rate of 6 percent. Tourists are flocking back to the emerald island, as are foreign investors, and Sri Lanka is all set to recover lost ground. With the government encouraging tourism as one of its core-focus areas, invariably the hospitality sector is expected to witness high-growth in the years to come.

Outlook

Delta Corp Limited is poised to further consolidate and build upon its dominating position within the Indian gaming space. In India, gaming still bears high entry barriers due to a strict cap on the number of licenses issued. As mentioned earlier, Delta Corp Limited is at a significant advantage, and holds a formidable position by possessing three of the six issued licenses in Goa, and both licenses issued in Daman. The Company has been an early entrant in the space, and is consolidating its position as a leading player as one of the best-known gaming brands in the country.

Over the years, it has built a strong base of customers through consistent high-class service. The Company will continue to focus on gaming as its core business, complementing it with hospitality to create a holistic experience.

The total gaming positions of the Company is set to grow five-fold with the commencement of Kings Casino in Goa and Thunderbird Resorts in Daman. Delta Corp Limited is also exploring possible avenues for expansion in attractive markets such as Sri Lanka.

Risk Management**Macro Economic Risk**

The business of the Company is likely to be affected in the case of a significant slowdown of the domestic economy. Any adverse impact on disposable income, economic stability and consumer confidence will invariably have an impact on the gaming industry.



While several developed economies are facing huge challenges, India continues to witness robust growth of 6-7 percent. Fierce domestic consumption led by a billion plus citizens has shown a significant resilience. Per capita income is expected to remain consistently strong with almost a 10% growth projected from FY11-FY14 (Economic Intelligence Unit). Travel and leisure spending is expected to grow at more than 10 percent per year till 2014 and is the second fastest of all consumer expenditure categories. These factors are expected to have a positive impact on Gaming, Entertainment, and Hospitality businesses, and the Company is confident of consistently delivering excellent results in the years to come.

Regulatory Risk

As highlighted above, Gaming & Entertainment in India is subject to several rules and regulations. The business is largely dependent on licensing which is purely subject to Government approvals. The Company's performance will be affected if there are any adverse changes against the policies of the gaming industry.

However, the Company believes it has sufficient expertise to handle such situations, and with adequate and appropriate planning, this risk is mitigated to a large extent.

Competition Risk

The Company faces competition from other gaming centres in the vicinity of existing and upcoming facilities. Gaming, Entertainment and Hospitality are businesses that are service and experience orientated. Delta Corp Limited provides 'best-in-class' service and experience to its customers at all its destinations, thereby creating a sense of loyalty and utmost satisfaction amongst its respective customers.

Internal Control Systems

The Company adheres to clearly documented policies, processes and procedures, which are strictly followed. The operations of the Company are regularly audited internally as well as externally, and are regularly scrutinised by senior management committees. The Company also has a comprehensive MIS system that ensures prompt and accurate reporting of data. All budgetary allocations are strictly adhered to and any variance is immediately reported and corrected. All statutory and legal compliances are strictly followed.

Human Resources

Delta Corp Limited firmly believes that its respective employees are its most valuable asset, which in turn, drives growth and provides unmatched value to its shareholders. The Company constantly strives to ensure that it provides the best conditions in its offices as well as its gaming and hospitality centres. Health and safety of all its employees are paramount and are never compromised. The Company regularly organises workshops that help upgrade and fine-tune the existing skill-sets of its employees. Employees are also encouraged to undertake courses and programmes for professional development.

The Company has an attractive Employee Stock Option Plan (ESOP) scheme under which 62 lac options have been granted.

As on 31st March, 2012, the Company had 791 employees.

Cautionary Statement

Certain statements in this Management Discussion and Analysis describing the Company's objectives, projections, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Although these expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied.



Company's Philosophy on Corporate Governance

The Company fully subscribes to the principles and spirit of Corporate Governance. The Company has adopted transparency, disclosure, accountability and ethics as its business practices. The management believes that these principles will enable it to achieve the long-term objectives and goals. As part of its Corporate Governance philosophy, the Company focuses its energies in safeguarding the interests of its stakeholders and utilising its resources for the maximizing the benefits to them.

The Company constantly reviews its Corporate Governance policy to not only comply with the business, legal and social framework in which it operates but also to implement the best international practices in that regard.

A report on compliance with the Code of Corporate Governance as prescribed by the Securities and Exchange Board of India and incorporated in the Listing Agreement with the Stock Exchanges is given below.

Board of Directors

A. Composition of the Board

The Board of Directors consists of professionals drawn from diverse fields, who bring in a wide range of skills and experience to the Board. The majority of the Directors on the Board including the Chairman are Non-Executive Directors. Fifty percent of the Board comprises of Independent Directors. The composition of the Board is in conformity with Clause 49 of the Listing Agreement, as amended from time to time.

None of the Director of the Company is a member of the Board of more than fifteen Public Companies (including Private Companies which is subsidiary of Public Companies) or a member of more than ten Board level committees or Chairman of more than five such committees.

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

B. Board Procedure

A detailed Agenda folder is sent to each Director in advance of Board and Committee meetings. The Board members, in consultation with the Chairman, may bring up any matter for the consideration of the Board. All major agenda items are backed by comprehensive background notes and other material information to enable the Board to take informed decisions. Agenda papers are circulated atleast a week in advance to the Board meeting.

C. Information placed before the Board

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

1. Annual operating plans and budgets, Capital budgets and any updates.
2. Quarterly results for the Company.
3. Minutes of meetings of Audit Committee and other Committees of the Board.
4. The information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
5. Materially important show cause, demand, prosecution notices and penalty notices.
6. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.



7. Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
8. Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the Conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
9. Details of any joint venture or collaboration agreement.
10. Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
11. Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front.
12. Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business.
13. Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
14. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

D. Post - meeting follow - up systems

The Governance system in the Company include an effective post - meeting follow-up, review and reporting process for action taken / pending for decisions of the Board and its Committees.

E. Board Support

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

F. Code of Conduct

The Board has laid down Code of Conduct for the Board members and for senior Management and Employees of the Company. The same has been posted on the website of the Company. All Board members and Senior Management Personnel have affirmed compliance with this Code.

G. CEO / CFO Certification

As required under Clause 49 V of the Listing Agreement with the Stock Exchanges, the Managing Director and the Group C.F.O. of the Company have certified to the Board regarding the Financial Statements for the year ended 31st March, 2012.

H. Details of the Board Meetings held during the financial year

During the financial year ended 31st March, 2012, 5 (five) meetings of the Board were held, as follows:

No.	Date	Board Strength	No. of Directors present
1	26th April, 2011	8	8
2	27th July, 2011	8	6
3	24th October, 2011	8	5
4	31st January, 2012	8	7
5	28th January, 2011	8	6

The maximum gap between two Board Meetings was less than four months.

I. Attendance at the Board Meetings and at Annual General Meeting (AGM), no. of Directorship in other Public Companies, no. of Committee positions held in other Public Companies

The current composition of the Board of Directors as on date and attendance of the Directors at the Board Meetings as well as their directorship/membership in Committees of Public Companies as on 31st March, 2012, is as follows:

(Other Directorships do not include Alternate Directorships, Directorships of Private Limited Companies, Unlimited Companies, Section 25 Companies and of Companies incorporated outside India. Chairmanships/Memberships of Board Committees include only Audit and Shareholders/Investors Grievance Committees of other Public Companies.)

Name of the Director	Category	Number of Board Meetings during the year 2011-2012		Whether attended the last AGM held on 26.09.11	Number of Directorships in other Public Companies	Number of Committee positions held in other Public Companies	
		Held	Attended			Chairman	Member
Mr. Jaydev Mody (Chairman)	Non-Executive, Promoter	4	4	Yes	7	2	0
Mr. Ashish Kapadia (Managing Director)	Executive, Non-Independent	4	4	Yes	12	0	0
Mr. Mahesh Gupta	Non-Executive, Independent	4	3	Yes	12	3	5
Mr. Rajeev Piramal	Non-Executive, Independent	4	3	No	14	1	0
Mr. Rajesh Jaggi	Non-Executive, Independent	4	3	No	14	0	1
Mr. Sudarshan Bajoria	Non-Executive, Non-Independent	4	4	No	3	0	0
Lt. Gen. (Retd.) Noble Thamburaj	Non-Executive, Independent	4	2	Yes	1	0	0
Rakesh Jhunjhunwala	Non-Executive, Non-Independent	4	3	No	8	0	0

Details of the Directors being re - appointed

Mr. Jaydev Mody, Mr. Rajesh Jaggi and Mr. Rajeev Piramal are the Directors of the Company, who are retiring by rotation at the ensuing Annual General Meeting of the Company. Their detailed profile in line with Clause 49 of the Listing Agreement is forming the part of the Notice of the Annual General Meeting.

Committees of the Board

A. Audit Committee

The Audit Committee acts as a link between Statutory and internal Auditors and the Board of Directors.

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



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

Powers

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

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

Terms of Reference

The terms of reference of Audit Committee are in accordance with Section 292A of the Companies Act, 1956 and the guidelines set out in Clause 49 of the Listing Agreement with the Stock Exchanges. The Audit Committee is entrusted with the responsibility to supervise the Company's financial control and reporting process and inter-alia perform the following functions:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending to the Board the appointment and removal of external auditors, fixation of audit fees and approval of payment of fees for any other services rendered by the auditors;
- Reviewing with the management the quarterly and annual financial statements before submission to the Board for approval ;
- Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing with the management performance of statutory and internal auditors, the adequacy of internal control systems;
- Reviewing the adequacy of the internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, , coverage and frequency of internal audit;
- Discussion with internal auditors any significant finding and follow up thereon;
- Reviewing reports of internal audit and discussion with internal auditors on any significant findings and follow-up thereon;
- Reviewing the findings of any internal investigations by the internal auditors and the executive management's response on matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;

- Discussion with the statutory auditors, before the audit commences, on nature and scope of audit, as well as after conclusion of the audit, to ascertain any areas of concern and review the comments contained in their management letter;
- Reviewing the Company's financial and risk management policies;
- Looking into the reasons for substantial defaults, if any, in payment to shareholders (in case of non-payment of declared dividends) and creditors;
- Approval of appointment of CFO;
- Considering such other matters as may be required by the Board;
- Reviewing any other areas which may be specified as role of the Audit Committee under the Listing Agreement, Companies Act and other statutes, as amended from time to time.

Review of Information

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

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor;
- Financial statements as well as investments made by unlisted subsidiaries.

Composition

The Audit Committee of the Company presently comprises of three Directors i.e. Mr. Mahesh Gupta, Mr. Rajesh Jaggi and Mr. Ashish Kapadia, majority of whom are independent directors. The constitution of the Committee is in line with Clause 49 of the Listing Agreement with the Stock Exchanges read with Section 292A of the Companies Act, 1956.

The Chairman of the Committee is Mr. Mahesh Gupta, who is an Independent Director. The Group C.F.O., Internal Auditors and the Statutory Auditors are invitee to the meetings of the Audit Committee. The Secretary of the Company acts as the Secretary to the Committee. All the members of the Committee are financially literate and have accounting and financial management expertise.

Meeting and attendance

During the financial year ended 31st March, 2012, 4 (four) meetings of the Audit Committee were held. The meetings of the Audit Committee were held on 26th April, 2011, 25th July, 2011, 24th October, 2011 and 30th January, 2012 and the same were attended by all the members of the Committee.

The maximum gap between any two meetings of the Audit Committee of the Company was not more than four months.

The previous Annual General Meeting of the Company held on Monday, 26th September, 2011 was attended by Mr. Mahesh Gupta, Chairman of the Audit Committee.



B. Compensation (Remuneration) Committee

Terms of reference

- Recommending remuneration including periodic revision, performance bonus, incentives, commission, stock options, other services, perquisites and benefits payable to the executive directors;
- Formulation of the detailed terms and conditions of stock options, granting of administration and superintendence thereof;
- Such other matters as the Board may from time to time request the Compensation Committee to examine and recommend / approve.

Composition

The Compensation (Remuneration) Committee as on date comprises of four members i.e. Mr. Mahesh Gupta, Mr. Jaydev Mody, Mr. Rajesh Jaggi and Mr. Rajeev Piramal. All of them are Non Executive Directors. The Chairman of the Committee is Mr. Mahesh Gupta, who is a Non-Executive and Independent Director.

The Secretary of the Company acts as the Secretary to the Committee.

Meeting and attendance

During the financial year ended 31st March, 2012, 2 (two) meetings of the Compensation Committee were held on 26th April, 2011 and 25th July, 2011 and the same were attended by all the members of the Committee.

Remuneration Policy

The remuneration policy of the Company for the Executive Directors is based on the following criteria:

- Performance of the Company and its associate and subsidiary companies;
- Performance of the individual Executive Director;
- External competitive environment.

Service contract, Severance Fee and Notice Period

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

Employee Stock Option Scheme

During the Financial Year ended 31st March, 2012, the Allotment Committee of the Board of Directors of the Company at its meeting held on 24th February, 2012, allotted 55,000 Equity Shares of the Company to, grantees, who exercised their Options under DELTACORP ESOS 2009.

Details of remuneration paid to Executive and Non Executive Directors for the year ended 31st March, 2012 and their relationship with other directors of the Company

Executive Director

Name	Relationship with other Directors	Salary (₹)	Benefits, perks and allowances (₹)	Commission (₹)	Contribution to Provident Fund (₹)	Stock Option granted upto 31st March, 2012
Mr. Ashish Kapadia	None	90,78,000	-	0.25% of Net Profit (after tax)	NIL	17,05,000

Non Executive Directors

Name	Relationship with other Directors	Sitting Fees (₹)	Commission (₹)	Total (₹)
Mr. Jaydev Mody	None	40,000	-	40,000
Mr. Mahesh Gupta	None	60,000	-	60,000
Mr. Rajeev Piramal	None	30,000	-	30,000
Mr. Rajesh Jaggi	None	60,000	-	60,000
Mr. Rajkesh Jhunjunwala	None	30,000	-	30,000
Lt. Gen. (Retd.) Noble Thamburaj	None	20,000	-	20,000
Mr. Sudarshan Bajoria	None	40,000	-	40,000

During the financial year ended 31st March, 2012, except payment of sitting fees and dividend on ordinary shares held, if any, by the Non - Executive Directors, the Company does not have any pecuniary relationship or transactions with the Non - Executive Directors.

Shareholding of Non-executive Directors

The Individual shareholding of Non-executive Directors (including shareholding as joint holder) as on 31st March, 2012 are given below:

Names	No. of shares held
Mr. Jaydev Mody	200
Mr. Mahesh Gupta	41,500
Mr. Rajeev Piramal	0
Mr. Rajesh Jaggi	19,000
Mr. Sudarshan Bajoria	0
Lt. Gen. (Retd.) Noble Thamburaj	0
Mr. Rakesh Jhunjunwala	80,00,000

C. Investors Grievance Committee

Terms of reference

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

Composition

The Investors Grievance Committee as on date comprises of three members i.e. Mr. Jaydev Mody, Mr. Rajeev Piramal and Mr. Ashish Kapadia. Majority of them are Non-Executive Directors. The Chairman of the Committee is Mr. Jaydev Mody.



Meeting and attendance

During the financial year ended 31st March, 2012, 5 (five) meetings of the Investors Grievance Committee meetings were held, as follows:

No.	Date	Committee Strength	No. of Members present
1	11th April, 2011	3	3
2	27th April, 2011	3	3
3	6th July, 2011	3	2
4	5th October, 2011	3	2
5	9th January, 2012	3	2

Compliance officer

Mr. Hitesh Kanani, Company Secretary is the Compliance Officer for complying with the requirements of SEBI Regulations and the Listing Agreement with the Stock Exchanges.

Listing fees:

The Company has paid the listing fees to all the Stock Exchanges till 31st March, 2012.

Redressal of Investors Grievances

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

During the financial year under review, total 8 investors' complaints were received and resolved. No investor complaints were pending as at the end of the financial year.

Details of Annual General Meetings:

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

Year	Location	Date	Day	Time	No. of Special Resolutions
2008 - 09	Peninsula Centre, No 4, Galaxy Co-op. Housing Society, Off Dhole Patil Road, Pune - 411 001	September 25, 2009	Friday	1.30 p.m.	1
2009 - 10	Peninsula Centre, No 4, Galaxy Co-op. Housing Society, Off Dhole Patil Road, Pune - 411 001	September 25, 2010	Monday	3.00 p.m	2
2010- 11	Peninsula Centre, No 4, Galaxy Co-op. Housing Society, Off Dhole Patil Road, Pune - 411 001	September 26, 2011	Monday	2.00 p.m.	1

During the last year, no resolution was passed by Postal Ballot. At present there is no proposal to pass any resolution by Postal Ballot.

Disclosures

- a) During the financial year 2011-2012 there were no materially significant transactions entered into between the Company and its promoters, Directors or the management or relatives etc. that may have potential conflict with the interests of the Company at large.

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

- b) The Company has complied with the requirements of Stock Exchanges, SEBI and all other statutory authorities on all matters related to the capital markets during the last three years. There were no penalty imposed nor did any strictures pass on the Company by Stock Exchanges, SEBI and all other statutory authorities relating to above.
- c) The Company has adopted a Code of Conduct for its Directors and Employees. This Code of Conduct has been communicated to each of them. The Code of Conduct has also been put on the Company's website www.deltacorp.in.
- d) The Company is fully compliant with the applicable mandatory requirements of Clause 49 of the Listing Agreement. As far as Non-mandatory requirements are concerned, the Company has constituted Compensation (Remuneration) Committee.

The financial statements of the Company are unqualified. The Company has not adopted other non-mandatory requirements.

Means of Communication

Financial Results

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

- Economic Times & / Free Press Journal (English)
- Maharashtra Times & / Navshakti (Marathi)

The financial results are displayed on Company's website on www.deltacorp.in.

The Management Discussion & Analysis Report forms part of this Annual Report.

General Shareholder Information

Annual General Meeting:

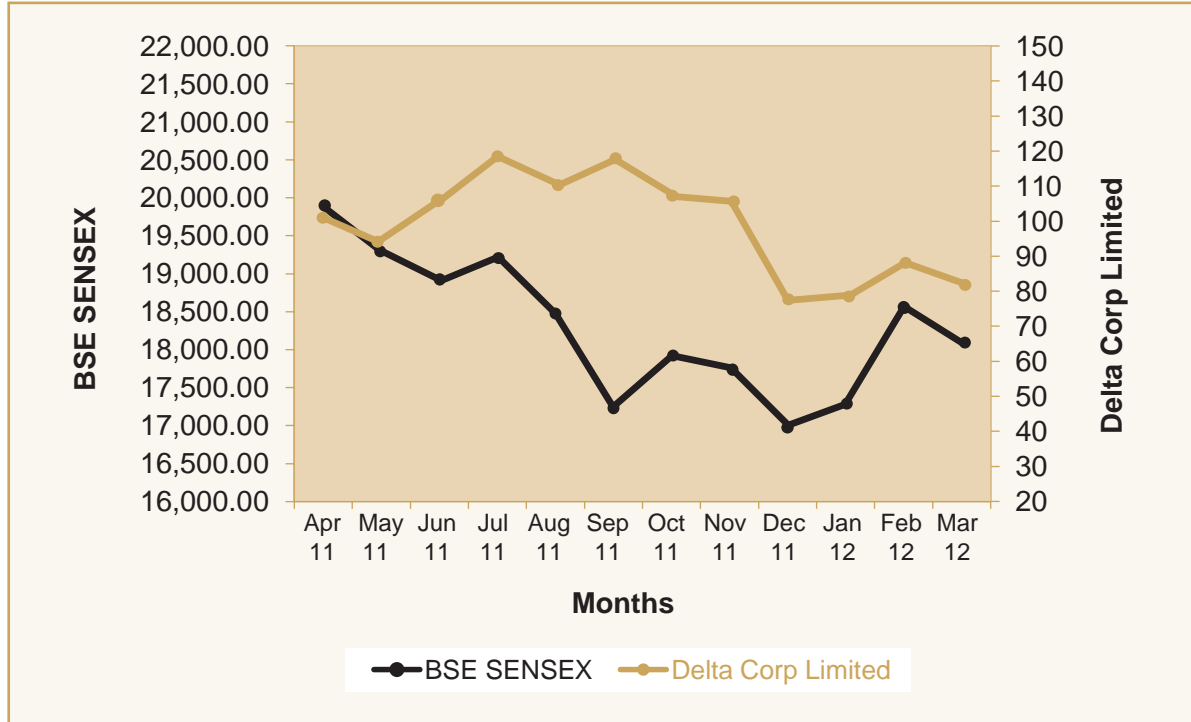
Date and Time	Friday, the 28th day of September, 2012, at 2.30 P.M
Venue	Peninsula Centre, No. 4, Galaxy Co-Op. Housing Society, Off Dhole Patil Road, Pune - 411 001, Maharashtra,
As required under Clause 49 (IV) (G)(i) of the Listing Agreements with the Stock Exchanges, particulars of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (AGM) are given in the Annexure to the Notice of the AGM to be held on 27th September, 2012.	
Financial Year	1st April to 31st March.
Dates of Book Closure	From Tuesday the 25th day of September, 2012 To Friday, the 28th day of September, 2012 (both days inclusive.)



Dividend payment date	The final Dividend, if declared by the Shareholders at the Annual General Meeting shall be paid / credited on or before 27th October, 2012 i.e. within 30 days from the date of declaration.		
Dividend History	Sr	Financial Year	Dividend Per Equity Share (₹)
	1	2008-2009	0.20
	2	2009-2010	0.25
	3	2010-2011	0.30
Stock Exchange where Company's Shares are listed	Bombay Stock Exchange Limited Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai 400 001, Maharashtra. Scrip Code: 532848		
	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra. Scrip Symbol: DELTACORP		

Stock Market Price data : High /Low during each month for the financial year ended 31st March, 2012

Months	Bombay Stock Exchange Ltd.		National Stock Exchange of India Ltd.	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2011	99.5	76.15	99.45	76.1
May 2011	93.25	78.6	93.25	78.4
June 2011	103.65	82	103.75	81.25
July 2011	116.75	98.55	116.75	98.5
August 2011	108.85	83.6	108.85	83.55
September 2011	115.5	87.5	115.5	88.1
October 2011	106	91.45	105.95	91.3
November 2011	104.3	67.4	104.35	65.2
December 2011	76.5	52.2	76.6	52.25
January 2012	77.8	54.25	77.8	54.15
February 2012	87.1	70.2	87.3	70.0
March 2012	80.75	65.6	80.8	59.1



Share Transfer Agents

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

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

Share Transfer Process

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

Distribution of Equity Shareholding according to Numbers as at 31st March, 2012

Category	No. of holders	% to total number of shareholders	No. of shares held in that slab	% to total number of shares
1 to 5000	83547	98.48	29887665	13.35
5001 to 10000	621	0.73	4680496	2.09
10001 to 20000	320	0.38	4622153	2.06
20001 to 50000	186	0.22	5892646	2.64
50001 to 100000	67	0.08	4995176	2.23
100001 & above	95	0.11	173840053	77.63
TOTAL	84836	100	223918189	100



Distribution of Equity Shareholding according to categories of Shareholders as at 31st March, 2012

Sr. No.	Category of Shareholder	Number of Share holders	Number of shares	%
(A)	Shareholding of Promoter and Promoter Group	15	94638841	42.26
(B)	Public shareholding			
1	Institutions			
(a)	Mutual Funds/ UTI	-	-	-
(b)	Financial Institutions / Banks	3	32100	0.01
(c)	Insurance Companies			
(d)	Foreign Institutional Investors	24	14021366	6.26
2	Non-Institutions			
(a)	Bodies Corporate	1708	35236030	15.74
(b)	Individuals			
(i)	holding nominal share capital up to ₹ 1 Lacs	83047	42282088	18.89
(ii)	holding nominal share capital in excess of ₹ 1 Lacs	39	37707764	16.84
	Total Public Shareholding	84821	129279348	57.74
	TOTAL (A) + (B)	84836	223918189	100

Dematerialisation of shares and liquidity

As on 31st March, 2012, 21,93,62,709 Equity Shares (97.97 % of the total number of shares) are in dematerialised form as compared to 19,67,32,785 Equity Shares (97.49 % of the total number of shares) as on 31st March, 2011.

Outstanding GDRs/ ADRs / Warrants or any convertible instruments

The Company has not issued any GDR's/ADR's, Warrants or any convertible instruments during the financial year ended 31st March, 2012.

During the year, on 11th August, 2011, the Company has allotted 2,13,30,000 fully paid Equity Shares of ₹ 1/- each, on conversion of 2,13,30,000 Warrants of ₹ 1/- each into Equity Shares. As on date there are no outstanding GDR's/ADR's, Warrants or any convertible instruments.

Plant Location

The Company has no manufacturing plant.

Investor Correspondence

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

Name	Address	Telephone No. / Fax No.	Email id
Mr. Hitesh Kanani Company Secretary & Compliance Officer	109, Bayside Mall, 1st Floor, Opp. Sobo Central Mall, Tardeo Road, Haji Ali, Mumbai - 400 034, Maharashtra.	(022) 4079 4700 (022) 4079 4777	secretarial@jmggroup.in

DECLARATION

I, Ashish Kapadia, Managing Director of Delta Corp Limited hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed Compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of Clause 49(1)(D)(ii) of the Listing Agreement entered into with the Stock Exchanges, for the year ended 31st March, 2012.

For Delta Corp Limited

**Ashish Kapadia
Managing Director**

Date : 31st July, 2012



CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Delta Corp Limited

We have examined the compliance of conditions of Corporate Governance by Delta Corp Limited for the year ended 31st March 2012 as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

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

Hitesh Buch
Proprietor

For, Hitesh Buch & Associates
Company Secretaries
FCS 3145; COP No. 8195

Date : 31st July, 2012
Place : Ahmedabad



AUDITORS' REPORT

To

The Members of DELTA CORP LIMITED

1. We have audited the attached Balance Sheet of Delta Corp Limited ('the Company') as at March 31, 2012 and also the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 ('Order'), as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-Section (4A) of Section 227 of 'The Companies Act, 1956' of India (the 'Act') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the paragraph 3 above, we report that:
 - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - ii. 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;
 - iii. 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;
 - iv. In our opinion, the balance sheet, statement of profit and loss and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-Section (3C) of Section 211 of the Companies Act, 1956.
 - v. Without qualifying our opinion, attention is drawn to note no. 36 of Notes to Accounts, with regards to MAT Credit Entitlement of ₹ 2,142.12 Lacs which is based on the judgment of management.
 - vi. On the basis of the written representations received from the directors, as on March 31, 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2012 from being appointed as a director in terms of clause (g) of Sub-Section (1) of Section 274 of the Companies Act, 1956.
 - vii. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the notes thereon give the information required by the Companies Act, 1956, 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, 2012;
 - b) in the case of the statement of profit and loss, of the loss for the year ended on that date; and
 - c) in the case of cash flow statement, of the cash flows for the year ended on that date.

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

Chetan Desai
Partner
Membership No. 17000

Place: Mumbai
Date: 27th April, 2012

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

Amit Desai
Proprietor
Membership No. 32926

Referred to in paragraph 3 of the Auditors' Report of even date to the members of DELTA CORP LIMITED on the financial statements for the year ended 31st March, 2012

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, the Company has a policy to carry out a physical verification of fixed assets in a phased manner at regular intervals which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. We are informed that 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 have not been disposed of by the Company during the year.
- (ii) The Company is not having any inventory; hence clause (ii) of the Order is not applicable.
- (iii) (a) The Company has granted loan to four subsidiary companies covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 30,699.71 Lacs and the year- end balance of loans granted to such parties was ₹ 24,030.87 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 not, prima facie, 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 repayment / payment 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) As informed, the Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
- Accordingly, clause (iii) (f) and (g) of the Order is not applicable to the Company and hence, not reported upon.
- (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 fixed assets and with regard to the sale of 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) (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 there are transactions made in pursuance of contracts or arrangements exceeding the value of ₹ Five Lacs and the same are made at the prices which are reasonable having regards to the prevailing market price at the relevant time.
- (vi) The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA and directions issued by the Reserve Bank of India or any other relevant provisions of the Act and the rules framed there under.



ANNEXURE TO AUDITORS' REPORT

- (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 not prescribed the maintenance of cost records under Clause (d) of Sub-Section (1) of Section 209 of the Act for the Company.
- (ix) (a) The Company is 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 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 statutory dues which were outstanding, at the year end for a period of more than six months from the date they became payable.
- (c) According to the records of the Company, the dues outstanding as at the year end, of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty and cess on account of any dispute, 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	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	796.23	F.Y. 2007-08	Rectification u/s 154 is pending before the assessing officer
Income Tax Act, 1961	Income Tax	108.91	F.Y. 2010-11	Rectification u/s 154 is pending before the assessing officer

- (x) The Company does not have any accumulated losses at the year end. Further, the Company has not incurred cash losses during the financial year covered by our audit and the 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 or bank. There are no debentures issued by the company.
- (xii) In our opinion and according to the information and explanations given to us, no loans and advances have been granted by the Company 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 4(xiii) of the Order (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 fund for which proper records for the transaction and contracts have been maintained and timely entries have been made therein. The shares, securities, debentures 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 guarantees given by the Company, for loans taken by its subsidiary companies from a bank during the year, is not prejudicial to the interest of the Company.
- (xvi) In our opinion and on overall examination, we report that 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 explanations given to us, the Company has made preferential allotment of equity shares on conversion of warrants to the parties covered in the Register maintained under Section 301 of the Companies Act, 1956 and the price at which these equity shares have been issued is not prejudicial to the interest of the Company.
- (xix) The Company has not issued debentures during the year.
- (xx) During the year the Company has not raised any money by way of public issue.
- (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 any 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: 27th April, 2012

Amit Desai
Proprietor
Membership No. 32926



BALANCE SHEET AS AT 31ST MARCH, 2012

(₹ in Lacs)

Particulars	Note No.	As at 31st March, 2012		As at 31st March, 2011	
EQUITY AND LIABILITIES					
Shareholders' Funds					
(a) Share Capital	2	3,463.04		3,241.94	
(b) Reserves & Surplus	3	63,748.22		53,479.28	
(c) Money received against Share Warrants	4	-	67,211.26	2,719.58	59,440.79
Non-Current Liabilities					
(a) Long-Term Borrowings	5	-		4,894.72	
(b) Long-Term Provisions	6	13.10	13.10	11.21	4,905.93
Current Liabilities					
(a) Trade Payable & Others	7	21.07		68.79	
(b) Other Current Liabilities	8	303.10		1,935.52	
(c) Short-Term Provisions	9	1,026.04	1,350.21	868.49	2,872.80
TOTAL			68,574.57		67,219.52
ASSETS					
Non-Current Assets					
(a) Fixed Assets					
i) Tangible Assets	10	116.15		145.40	
ii) Capital Work-in-Progress		2,427.40		2,033.14	
		2,543.55		2,178.54	
(b) Non-Current Investments	11	8,091.39		6,179.01	
(c) Deferred Tax Assets (Net)	12	75.41		35.68	
(d) Long-Term Loans and Advances	13	2,335.44	13,045.79	3,413.23	11,806.46
Current Assets					
(a) Current Investments	14	1,752.76		6,702.50	
(b) Trade Receivable	15	220.62		176.77	
(c) Cash and Bank Balance	16	7,148.26		4,667.54	
(d) Short-Term Loans & Advances	17	46,401.95		42,195.53	
(e) Other Current Assets	18	5.19	55,528.78	1,670.72	55,413.06
TOTAL			68,574.57		67,219.52
Summary of Significant Accounting Policies	1				

As Per Our Report of Even Date

For Haribhakti & Co
Chartered Accountants

Chetan Desai
Partner

Place : Mumbai
Date : 27th April, 2012

For Amit Desai & Co
Chartered Accountants

Amit Desai
Proprietor

For and on Behalf of Board of Directors

Jaydev Mody
Ashish Kapadia
Mahesh Gupta
Rajeev Piramal
Rajesh Jaggi
Lt. Gen. N. Thamburaj
Hitesh Kanani

Chairman
Managing Director
Director
Director
Director
Director
Company Secretary

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2012



(₹ in Lacs)

Particulars	Note No.	Year Ended 31st March, 2012	Year Ended 31st March, 2011
INCOME:			
Revenue from Operations	19	116.94	26,163.04
Other Income	20	1,449.58	1,321.65
Total Revenue		1,566.52	27,484.69
EXPENSES:			
Cost of Premises/Inventory Sold		-	8,259.31
Loss on Sale of Shares		-	3,239.06
Employee Benefits Expenses	21	676.83	412.30
Finance Costs	22	523.77	1,236.77
Other Expenses	23	360.19	1,095.31
Depreciation and Amortization Expenses	10	30.29	39.49
Total Expenses		1,591.08	14,282.25
Profit before Exceptional, Extra Ordinary Items and Tax		(24.55)	13,202.44
Exceptional Items		-	-
Profit before Tax and Extra Ordinary Items		(24.55)	13,202.44
Extraordinary Items		-	-
Profit Before Tax		(24.55)	13,202.44
Tax Expenses			
- Current Tax		-	2,520.87
- MAT Credit (Entitlement)/Reversal		35.28	(2,177.41)
- Deferred Tax		(39.73)	(9.78)
- Earlier Years Tax Adjustments		10.41	6.18
Total Tax Expenses		5.97	339.86
Profit / (Loss) after Tax		(30.52)	12,862.58
Prior Period items	33	40.85	-
Net Profit / (Loss) for the year		(71.37)	12,862.58
Earning Per Share (Nominal Value of Re. 1/- each)	32		
- Basic		(0.09)	7.01
- Diluted		(0.09)	6.82
Summary of Significant Accounting Policies	1		

As Per Our Report of Even Date

For Haribhakti & Co
Chartered Accountants

Chetan Desai
Partner

Place : Mumbai
Date : 27th April, 2012

For Amit Desai & Co
Chartered Accountants

Amit Desai
Proprietor

For and on Behalf of Board of Directors

Jaydev Mody	Chairman
Ashish Kapadia	Managing Director
Mahesh Gupta	Director
Rajeev Piramal	Director
Rajesh Jaggi	Director
Lt. Gen. N. Thamburaj	Director
Hitesh Kanani	Company Secretary



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ in Lacs)

Particulars	Year Ended 31st March, 2012	Year Ended 31st March, 2011
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Extraordinary Items	(24.55)	13,202.43
Adjustments For :		
Depreciation	30.29	39.49
(Profit)/ Loss on Sale of Fixed Assets	-	13.63
Sundry Balance Written off / (Written back)	(0.14)	14.36
Fixed Assets Written off	-	0.40
Provision for Employee Benefit	3.30	0.35
Provision for Doubtful Recovery	15.02	8.40
Employee Stock Compensation Expenses	518.61	196.82
Prior Period Expenses	(40.85)	-
Interest Paid	523.77	1,236.77
Interest Income	(771.97)	(761.62)
Dividend Income	(677.45)	(554.18)
(Profit)/Loss on Sale of Investments	(0.17)	3,233.22
Operating Profit Before Working Capital Changes	(424.14)	16,630.07
Adjustments For :		
Trade and Other Receivables	(58.87)	100.07
Loans & Advances	1,637.18	(1,962.92)
Trade Payable	(47.59)	(202.15)
Other Liabilities	(14.88)	(1,854.66)
Cash Generated from Operations	1,091.71	12,710.40
Taxes Paid (Net of Refund)	(53.47)	(2,515.61)
Net Cash Flow From Operating Activities (A)	1,038.24	10,194.79
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(1.05)	(10.82)
Purchase of Fixed Assets (Capital Work in Progress)	(394.26)	(871.09)
Sales of Fixed Assets	-	0.13
Dividend Income	677.45	554.18
Interest Income	771.97	761.62
Inter Corporate Deposits and Advances to Subsidiary Companies	(4,641.82)	(22,393.99)
Investment in Subsidiary Companies	(125.28)	(1,546.08)
Other Current Investments	(31,225.71)	(105,915.44)
Sale of Investments	36,175.61	115,821.56
Net Cash Flow From Investing Activities (B)	1,236.91	(13,599.93)



(₹ in Lacs)

Particulars	Year Ended 31st March, 2012	Year Ended 31st March, 2011
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds From Issuance of Share Capital	-	17,670.00
Proceeds From issue of ESOP Shares	245.55	-
Proceeds From issue of Shares on Conversation of Warrants	8,158.73	2,719.58
Share Issue Expenses	(217.29)	(1.28)
Interest Paid	(523.77)	(1,236.77)
Dividend Paid	(769.50)	(515.81)
Dividend Distribution Tax Paid	(124.83)	(85.68)
Proceeds From Long-Term Borrowing	-	2,034.08
Repayment of Long-Term Borrowing	(6,563.32)	(12,959.15)
Net Cash Flow From Financing Activities (C)	205.57	7,624.97
Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)	2,480.72	4,219.83
Cash & Cash Equivalents as at Beginning of Year	4,667.54	447.71
Cash & Cash Equivalents as at End of the Year	7,148.26	4,667.54
Cash and Cash Equivalent includes:		
Cash on Hand	0.02	0.15
Balance with Scheduled Banks		
In Current Accounts	595.83	184.97
In Fixed Deposit Accounts	6,500.00	4,436.40
In Unclaimed Dividend Account	52.41	46.02

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 : 27th April, 2012

For Amit Desai & Co
Chartered Accountants

Amit Desai
Proprietor

For and on Behalf of Board of Directors

Jaydev Mody	Chairman
Ashish Kapadia	Managing Director
Mahesh Gupta	Director
Rajeev Piramal	Director
Rajesh Jaggi	Director
Lt. Gen. N. Thamburaj	Director
Hitesh Kanani	Company Secretary



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

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 Properties & Services are recognized when significant risks and rewards of ownership are passed on to customers or when the full / complete services have been provided. Sales are stated at contractual realizable value.
- 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. 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.

Capital Work-In-Progress

Expenses incurred for acquisition of Capital Assets outstanding at each balance sheet date are disclosed under Capital Work-in-Progress. From current year onwards 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. 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. 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.



g. 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 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.

h. 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.

i. Taxation

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.

j. 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 (AS) 28 - "Impairment of Assets".



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

k. 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.

l. 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. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

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 Profit & Loss Account as per the terms of lease agreement over the period of lease term.



Particulars	As at 31st March, 2012		As at 31st March, 2011	
	No.	₹ In Lacs	No.	₹ In Lacs
2 SHARE CAPITAL				
Authorised Shares:				
Equity Shares of Re.1/- Each	350,000,000	3,500.00	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	364,000,000	4,900.00	364,000,000	4,900.00
Issued, Subscribed And Fully Paid-Up:				
Equity Shares of Re. 1/- each	223,918,189	2,239.18	201,808,189	2,018.08
8% Non Cumulative Redeemable Preference Shares of ₹ 10/- each	12,238,535	1,223.85	12,238,535	1,223.85
TOTAL	236,156,724	3,463.04	214,046,724	3,241.94

a) Reconciliation of the Shares at the beginning and at the end of the reporting period:

Particulars	As at 31st March, 2012		As at 31st March, 2011	
	No.	₹ In Lacs	No.	₹ In Lacs
Equity Shares				
At the beginning of the year	201,808,189	2,018.08	167,161,130	1,671.61
Issued during the year				
- Preferential Allotment	-	-	34,647,059	346.47
- Conversion of Share Warrants	21,330,000	213.30	-	-
- ESOP	780,000	7.80	-	-
Bought back during the year	-	-	-	-
Outstanding at the end of the year	223,918,189	2,239.18	201,808,189	2,018.08
8% Non Cumulative Redeemable Preference Shares				
At the beginning of the year	12,238,535	1,223.85	12,238,535	1,223.85
Issued during the year	-	-	-	-
Bought back during the year	-	-	-	-
Outstanding at the end of the year	12,238,535	1,223.85	12,238,535	1,223.85



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

b) Terms/Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of Re. 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 2012: 35% (2011: 30%). 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.

c) Terms of conversion /redemption of Preference Shares

Preference share carry dividend @ 8% p.a. 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.

If preference share holder do not exercise conversion option, all preference shares are redeemable at par at the end of 10 year from the date of issue i.e. 5th January, 2007. In the event of liquidation of the company before conversion of redeemable preference shares, the holder of preference share will have priority over equity shares in the payment of dividend and repayment of capital. Preference Share does not carry any voting rights.

d) Details of shareholders holding more than 5 % shares in the Company:

Particulars	As at 31st March, 2012		As at 31st March, 2011	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares				
Aryanish Finance and Investments Private Limited *	31,213,340	13.94	29,386,673	14.56
Bayside Property Developers Private Limited *	31,213,340	13.94	29,386,673	14.56
Delta Real Estate Consultancy Private Limited *	31,213,341	13.94	29,386,673	14.56
IDBI Trusteeship Services Limited (India Advantage Fund)	13,835,862	6.18	14,446,753	7.16
*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.				
8% Non Cumulative Redeemable Preference Shares				
Mr. Jaydev Mody	6,119,265	49.99	6,119,265	49.99
Mrs. Zia Mody	6,119,266	49.99	6,119,266	49.99



(₹ in Lacs)

Particulars	As at 31st March, 2012	As at 31st March, 2011
3 RESERVES & SURPLUS		
a) Capital Redemption Reserves		
Opening Balance	181.03	181.03
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	181.03	181.03
b) Securities Premium Account		
Opening Balance	37,839.45	20,517.20
(+) Securities premium credited on Share issue	10,992.47	17,323.53
(-) Premium Utilised for Share Issue and Other Expenses	(217.29)	(1.28)
Closing Balance	48,614.63	37,839.45
c) Share Options Outstanding Account		
Opening Balance	2,074.45	-
(+) Current Year Transfer	-	2,074.45
(-) Written Back in Current Year	89.73	-
Closing Balance	1,984.73	2,074.45
d) Deferred Employee Compensation		
Opening Balance	(1,877.63)	-
(+) Current Year Transfer	-	(2,074.45)
(-) Written Back in Current Year	518.61	196.82
Closing Balance	(1,359.02)	(1,877.63)
e) Foreign Currency Translation Reserves		
Opening Balance	-	-
(+) Current Year Transfer	237.78	-
Closing Balance	237.78	-
f) General Reserves		
Opening Balance	4,413.93	2,413.93
(+) Current Year Transfer	1,085.00	2,000.00
Closing Balance	5,498.93	4,413.93
g) Surplus		
Opening Balance	10,848.06	802.91
(+) Net Profit/(Net Loss) For the current year	(71.37)	12,862.58
(-) Transferred To General Reserves	(1,085.00)	(2,000.00)
(-) Proposed Dividends On Preference Shares	(97.91)	(97.91)
(-) Proposed Dividends On Equity Shares	(783.71)	(605.42)
(-) Dividends On Equity Shares	(66.16)	-
(-) Dividends Distribution Tax	(153.75)	(114.10)
Closing Balance	8,590.15	10,848.06
TOTAL	63,748.22	53,479.28



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ in Lacs)

Particulars	As at 31st March, 2012	As at 31st March, 2011
4 MONEY RECEIVED AGAINST SHARE WARRANTS		
Opening Balance	2,719.58	2,719.58
(+) Current Year Transfer	8,158.73	-
(-) Converted into Equity Share	10,878.31	-
Closing Balance	-	2,719.58

During financial year 2010-11 Company has raised ₹ 17,670 Lacs through allotment of 3,46,47,059 equity shares of Re. 1 each at a price of ₹ 51 per equity share on preferential basis to promoter group and selected investors. Further, Company has received ₹ 2,719.58 Lacs towards 25% payment of ₹ 51 per warrant for 2,13,30,000 warrants (face value of Re. 1) issued to promoter group and to selected investors.

During financial year 2011-12 on receipt of balance payment of 75% of the above 2,13,30,000 warrants, has converted into Equity Shares of Re. 1.

The details of utilization of both the above proceeds during financial year 2011-12 are as under:

Particulars	₹ In Lacs
Balance unutilized fund from preferential allotment and 25% payment of warrants	10,286.00
Amount received on 75% of warrant	8,158.73
Total Amount received	18,444.73
Utilization in Financial Year 2011-12:	
Investment in Preference Share of a Foreign Subsidiary Company	125.28
Business advances to Subsidiary Companies for Hospitality and Entertainment Business	5,113.24
ICD given to Subsidiary Companies for its Operations	4,182.62
Share Issue Expenses	217.29
Fixed Deposits	7,056.30
Amount lying in Mutual Funds	1,750.00
TOTAL	18,444.73



(₹ in Lacs)

Particulars	As at 31st March, 2012	As at 31st March, 2011
5 LONG-TERM BORROWINGS		
Secured Borrowings:		
Term Loan		
From Bank	-	4,889.04
Vehicle Loan		
From Other	-	5.67
a) Term Loan from Bank carried Interest @14.50% p.a. The loan repayable in 60 equal monthly installment of ₹ 139 each along with interest, from the date of loan viz 30.03.2010. The loan was secured by the mortgage of Immovable property of the Company at Mumbai and Ship belonging to the Subsidiary Company.		
b) Vehicle loan from Kotak Mahindra Prime Limited carried Interest @12% p.a. & Secured by way of hypothecation of a Motor Vehicle.		
TOTAL	-	4,894.72
6 LONG-TERM PROVISIONS		
Provision for Employee Benefits:		
Gratuity (Unfunded)	11.56	9.36
Leave Encashment (Unfunded)	1.55	1.85
TOTAL	13.10	11.21
7 TRADE PAYABLE & OTHERS		
Micro, Small and Medium Enterprises	-	0.08
Others	21.07	68.71
TOTAL	21.07	68.79

Details of dues to Micro, Small and Medium 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:



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ in Lacs)

Particulars	As at 31st March, 2012	As at 31st March, 2011
The principal amount remaining unpaid at the end of the year	-	-
The interest amount remaining unpaid at the end of the year	-	0.08
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	-	0.08
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	-	0.08
8 OTHER CURRENT LIABILITIES		
(a) Current maturities of long-term borrowings		
- From a Bank	-	1,668.00
- From Other	5.67	6.27
(b) Interest accrued but not due on borrowings	0.03	0.06
(c) Income received in advance	6.40	-
(d) Investor Education and Protection Fund will be credited by following amounts (as and when due)		
- Unpaid dividends	52.41	46.02
(e) Deposit	181.21	181.21
(f) Duties & Taxes		
- TDS Payable	2.53	8.15
- Service Tax Payable	16.82	16.82
(g) Other Current Liabilities	38.04	9.00
TOTAL	303.10	1,935.52
9 SHORT-TERM PROVISIONS		
Provision for employee benefits:		
- Gratuity (Unfunded)	0.97	-
- Leave Encashment (Unfunded)	0.43	-
Provision for Taxation	-	51.06
Proposed Dividend on Preference Shares	97.91	97.91
Proposed Dividend on Equity Shares	783.71	605.42
Provision for Dividend Distribution Tax	143.02	114.10
TOTAL	1,026.04	868.49



10. TANGIBLE ASSETS

(₹ in Lacs)

Particulars	Electrical Equipment	Computers	Office Equipment	Furniture & Fixtures	Vehicles	Total
COST						
At 1st April, 2010	7.91	19.22	40.17	174.57	141.54	383.41
Additions	-	2.22	1.13	7.47	-	10.82
Disposal	-	(0.47)	(4.22)	(22.48)	(0.32)	(27.49)
At 31st March, 2011	7.91	20.97	37.08	159.56	141.22	366.74
Additions	-	-	0.26	0.79	-	1.05
At 31st March, 2012	7.91	20.97	37.33	160.35	141.22	367.78
DEPRECIATION						
At 1st April, 2010	5.01	14.37	18.25	80.61	76.93	195.18
Additions	0.40	2.61	3.10	16.65	16.73	39.49
Disposal	-	(0.38)	(1.81)	(10.94)	(0.20)	(13.33)
At 31st March, 2011	5.41	16.60	19.54	86.33	93.46	221.34
Charge for the year	0.35	1.75	2.47	13.35	12.37	30.29
At 31st March, 2012	5.76	18.35	22.02	99.68	105.82	251.63
NET BLOCK						
At 31st March, 2012	2.15	2.62	15.32	60.67	35.40	116.15
At 31st March, 2011	2.50	4.37	17.53	73.23	47.77	145.40



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹	As at 31st March, 2012	As at 31st March, 2011
11 NON CURRENT INVESTMENT					
1 Investment in Immovable Property					
Opening Balance				-	8,259.31
Less: During the year transferred to stock in trade				-	8,259.31
Closing Balance				-	-
2 Trade Investments (at cost)					
(A) Unquoted Fully Paid Equity Shares:					
(i) Other Companies					
Aero Port & Infrastructure Project Private Limited	43,750	43,750	10	4.38	4.38
(ii) Investments in Subsidiary Companies					
Delta Pan Africa Limited	889,143	889,143	Kshs 1000	5,397.60	5,397.60
Delta Holding (USA) Inc.	100,000	100,000	US\$ 10	428.20	428.20
Delta Adventure & Entertainment Private Limited	10,000	10,000	10	1.00	1.00
Delta Cruises & Entertainment Private Limited	10,000	10,000	10	1.00	1.00
Delta Hospitality & Entertainment Private Limited	9,700	9,700	10	0.97	0.97
Delta Pleasure Cruises 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	10,000	10,000	10	1.00	1.00
Daman Entertainment Private Limited	13,731	-	10	100.00	-
(B) Unquoted Fully Paid Preference Shares:					
Subsidiary Company					
Delta Offshore Developers Limited	34,800	-	US\$ 100	1,812.38	-
3 Non Trade Investment (at cost)					
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
TOTAL				8,091.39	6,179.01



(₹ in Lacs)

Particulars	As at 31st March, 2012		As at 31st March, 2011	
	Book Value	Market Value	Book Value	Market Value
Aggregate amount of Quoted Investments	-	-	-	-
Aggregate amount of Unquoted Investments	8,091.39	-	6,179.01	-

Acquisitions

During the year, the Company has Invested/ acquired shares in following subsidiary Companies:

- Daman Entertainment Private Limited, 13,731 equity shares of ₹ 10 each for ₹ 100 Lacs for holding of 51% of total paid up Capital.
- During F.Y. 2011-12 Company has remitted share application money of ₹ 25.28 Lacs (Previous Year ₹ 1,549.33 Lacs) to Delta Offshore Developers Limited (Mauritius), against which 0% optionally convertible redeemable 34,800 Preference Shares @ \$ 100 for ₹ 1,574.61 Lacs were issued in F.Y. 2011-12.

12 DEFERRED TAX

In accordance with Accounting Standard (AS) 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, 2012 are as follows:

(₹ in Lacs)

Particulars	As at 31st March, 2012	As at 31st March, 2011
Deferred Tax Liability:		
Difference between Book and Tax Depreciation	-	-
(A)	-	-
Deferred Tax Asset:		
Difference between Book WDV and WDV as per Income Tax	15.73	17.34
Expenses Disallowed under Income Tax Act	21.56	18.34
Carry Forward Losses	38.12	-
(B)	75.41	35.68
Net Deferred Tax Liability/(Assets) (A-B)	(75.41)	(35.68)
13 LONG-TERM LOANS AND ADVANCES		
(a) Capital Advances		
Unsecured Considered Good	28.12	28.12
(b) Security Deposits		
Unsecured Considered Good	50.00	50.00
(c) Other Loans and advances		
Unsecured Considered Good	744.53	1,487.04
(d) MAT Credit Entitlement	1,512.79	1,848.07
TOTAL	2,335.44	3,413.23



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹	As at 31st March, 2012	As at 31st March, 2011
14 CURRENT INVESTMENT					
(a) Investment in Equity Instruments					
Quoted Fully Paid up Share					
Peninsula Land Limited	48,000	48,000	2.00	2.64	2.64
Piramal Healthcare Limited	423	423	2.00	0.10	0.10
Victoria Mills Limited	40	40	100.00	0.02	0.02
Arrow Textiles Limited	2	1	10.00	0.00	0.00
Piramal Glass Limited*	19	19	10.00	-	-
Piramal Life Science Limited*	42	42	10.00	-	-
*Issued free against holding of shares of Piramal Healthcare Ltd.					
(b) Investments in Mutual Funds (Unquoted)					
Birla Dynamic Bond	-	9,635,388	10.52	-	1,013.86
ICICI Pru Monthly Interval V Plan A	-	14,999,700	10.05	-	1,507.78
ICICI Quarterly Interval Plan III	-	10,000,000	10.01	-	1,001.38
HDFC FMP 92D March 2012	5,000,000	-	10.00	500.00	-
ICICI Pru Interval II Quarterly Plan D	4,998,300	-	10.00	500.00	-
J P Morgan India Fixed Maturity Plan 95 D Series 1	-	11,553,679	10.06	-	1,162.18
J P Morgan Fixed Maturity Plan Series 7	7,500,000	-	10.00	750.00	-
Kotak Flexi Debt Fund	-	9,997,830	10.01	-	1,001.22
Templeton Short-Term Fund	-	93,974	1,078.28	-	1,013.30
TOTAL				1,752.76	6,702.50

(₹ in Lacs)

Particulars	As at 31st March, 2012		As at 31st March, 2011	
	Book Value	Market Value	Book Value	Market Value
Aggregate amount of Quoted Investments	2.76	18.61	2.76	31.40
Aggregate amount of Unquoted Investments	1,750.00	-	6,699.74	-



(₹ in Lacs)

Particulars	As at 31st March, 2012	As at 31st March, 2011
15 TRADE RECEIVABLES		
Unsecured Considered Good:		
Outstanding for a period exceeding six months from the date they are due for payment	210.33	167.22
Others	10.29	9.55
TOTAL	220.62	176.77
16 CASH AND BANK BALANCE		
(a) Cash and Cash Equivalent:		
On Current Accounts	595.83	184.97
Deposit with Maturity less than 3 months	6,500.00	4,436.40
Cash on Hand	0.02	0.15
(b) Other Bank Balance:		
Unpaid Dividend Account	52.41	46.02
TOTAL	7,148.26	4,667.54
17 SHORT-TERM LOANS AND ADVANCES		
(a) Unsecured Considered Good:		
Loans and Advances to Related Parties		
Inter Corporate Deposit	40,294.23	35,239.41
Advances for Property	1,160.50	1,573.50
Loans and Advances to others	3,415.03	4,142.44
Deposits	1.55	1.55
MAT Credit Entitlement	629.34	329.34
Advance Income Tax - (Net of Provision of Taxes of ₹ 4,268.34, Previous Year ₹ 4,219.99)	901.30	909.29
	46,401.95	42,195.53
(b) Unsecured Considered Doubtful:		
Advances Receivable	23.42	8.40
Provision for Doubtful Debt	(23.42)	(8.40)
	-	-
TOTAL	46,401.95	42,195.53
18 OTHER CURRENT ASSETS		
Share Application Money	-	1,549.33
Interest Accrued on Fixed Deposits	5.19	14.88
Ancillary cost of arranging the Borrowings	-	106.51
TOTAL	5.19	1,670.72



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ in Lacs)

Particulars	Year Ended 31st March, 2012	Year Ended 31st March, 2011
19 REVENUE FROM OPERATIONS		
Sale of Property	-	25,000.00
Lease Rentals	116.94	849.94
Compensation Income	-	313.10
TOTAL	116.94	26,163.04
20 OTHER INCOME		
Interest Received on :		
- Inter Corporate Deposits	747.39	704.93
- Fixed Deposit with Banks	24.58	16.53
- Income tax Refund	-	40.17
Dividend Income from Current Investments	677.45	554.18
Profit On Sale of Investments	0.17	5.85
TOTAL	1,449.58	1,321.65
21 EMPLOYEE BENEFIT EXPENSES		
Salaries, Wages & Bonus	150.39	206.97
Contribution to Provident & Other Funds	3.22	3.94
Employee Benefits	3.30	1.82
Employee Compensation Expenses	518.61	196.82
Staff Welfare Expenses	1.30	2.76
TOTAL	676.83	412.30
22 FINANCE COST		
Interest Charges	500.74	1,142.83
Other Borrowing Costs	23.03	93.94
TOTAL	523.77	1,236.77



(₹ in Lacs)

Particulars	Year Ended 31st March, 2012	Year Ended 31st March, 2011
23 OTHER EXPENSES		
Advertisement Expenses	5.97	62.69
Auditors Remuneration	16.29	16.41
Conveyance	6.81	9.02
Director Sitting Fees	2.80	3.50
Fixed Assets Written Off	-	0.40
Insurance	3.34	6.13
Legal & Professional Fees	53.37	647.79
Loss on Sale of Fixed Assets	-	13.63
Miscellaneous & General Expenses	9.03	21.40
Postage & Telephone	30.38	26.44
Power and Fuel	1.82	7.50
Printing and Stationery	22.82	20.87
Property Tax	8.45	13.06
Provision for Doubtful Recovery	15.02	8.40
Rates & Taxes	11.10	3.78
Rent	116.94	120.00
Repairs & Maintenance:		
- Building	38.79	54.95
- Others	5.76	4.23
Sales Promotion Expenses	0.68	20.41
Travelling Expenses	3.43	27.23
Vehicle Expenses	7.40	7.47
TOTAL	360.19	1,095.31



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

24 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ in Lacs)

Particulars	As at 31st March	
	2012	2011
(I) Contingent Liabilities		
(Excluding interest and penalty on the respective amount if any arrived upon the final out come)		
(a) Claims against the company not acknowledged as debt Appeal filed in respect of disputed demand of Income Tax for Assessment Year 2007-08	146.22	146.22
Management is contesting against these matter and is hopeful of succeeding in the same		
(b) Guarantees		
Corporate Guarantee given for loan taken by Subsidiary Companies	13,835.61	1,836.40
	13,981.83	1,982.62
(II) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances)	147.13	147.13

25 SEGMENT DISCLOSURES

As per Accounting Standard (AS) 17 - "Segment Reporting", segment information has been provided under notes to Consolidated Financial Statements.

26 EMPLOYEE STOCK OPTION PLAN

- During the year 2010-11, the Company has granted Employee Stock Options to employees of the Company and Subsidiaries.
- 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 Re. 1/- each. The option shall vest in four equal installments. Details of options granted during the year 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
		BSE	NSE		
8th July, 2010	29,00,000	38.15	38.15	30	8th July, 2014
30th November, 2010	33,00,000	106.60	106.70	51	30th November 2014

Weighted Average Exercise Price of Options granted whose:

(Amount in ₹)

Sr. No.	Particulars	8th July, 2010	30th November, 2010
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	51



Weighted Average Fair Value of Options granted whose:

(Amount in ₹)

Sr. No.	Particulars	8th July, 2010	30th November, 2010
A	Exercise Price is less than the Market Price	NA	NA
B	Exercise Price is less than the Market Price	23.25	NA
C	Exercise Price is less than the Market Price	NA	76.66

The particulars of options granted and lapsed under the scheme are tabulated herein below;

(Qty in Lacs)

Particulars	8th July, 2010	30th November, 2010
Outstanding at the beginning of year	29.00	33.00
	(-)	(-)
Granted during the year	(-)	(-)
	29.00	33.00
Exercised during the year	7.25	0.55
	(-)	(-)
Lapsed during the year	-	-
	(-)	(-)
Outstanding as at the year end	21.75	32.45
	(29.00)	(33.00)
Exercisable as at the year end	21.75	32.45
	(29.00)	(33.00)

(iii) Method of Accounting of ESOP

The Company has adopted the Intrinsic Value-based method of accounting for stock options granted to the employee of the Company and 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 31st March, 2012 the Company has recorded stock compensation expense of ₹ 518.61 Lacs (previous year ₹ 196.82 Lacs).

The movement in deferred Employee Compensation Expense during the year is as follows;

(₹ in Lacs)

Particulars	2011-12	2010-11
Balance at the beginning of the year	1,877.63	-
Add: Recognized during the year	-	2,074.45
Less: Amortization expense	518.61	196.82
Less: Reversal due to forfeiture	-	-
Balance carried forward	1,359.02	1,877.63



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

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, the Company's net Profit would be lower by ₹ 282.40 Lacs (Previous Year lower by ₹ 137.88 Lacs) and earnings as per share as reported would be as indicated below:

Particulars	2011-12	2010-11
Basic Earnings per share		
- As reported after exceptional item (in ₹)	(0.09)	7.01
- Adjusted (in ₹)	(0.22)	6.94
Diluted Earnings per share		
- As reported after exceptional item (in ₹)	(0.09)	6.82
- Adjusted (in ₹)	(0.22)	6.75

(iv) Method and assumption used to estimate the fair value of options granted:

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 : 8th July, 2010			
	Vest 1 8th July, 11	Vest 2 8th July, 12	Vest 3 8th July, 13	Vest 4 8th July, 14
No. of Shares	7,25,000	7,25,000	7,25,000	7,25,000
Risk Free Interest Rate	6.96%	7.23%	7.45%	7.62%
Expected Life (Years)	3.5	4.5	5.5	6.5
Expected Volatility	61.24%	61.24%	61.24%	61.24%
Dividend Yield	0.83%	0.83%	0.83%	0.83%
Price of the understanding share in market at the time of option granted	38.15	38.15	38.15	38.15

Variables	Date of Grant : 30th November, 2010			
	Vest 1 30th Nov.11	Vest 2 30th Nov.12	Vest 3 30th Nov.13	Vest 4 30th Nov.14
No. of Shares	8,25,000	8,25,000	8,25,000	8,25,000
Risk Free Interest Rate	7.94%	7.91%	7.91%	7.92%
Expected Life (Years)	3.5	4.5	5.5	6.5
Expected Volatility	62.71%	62.71%	62.71%	62.71%
Dividend Yield	0.83%	0.83%	0.83%	0.83%
Price of the understanding share in market at the time of option granted	106.70	106.70	106.70	106.70



27 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 / Associates etc.

a) Loans and Advances in the nature of Loans

(₹ in Lacs)

Name of the Subsidiaries	Closing Balance		Maximum Balance outstanding during the Year	
	2011-12	2010-11	2011-12	2010-11
Delta Pleasure Cruise Company Private Limited	2,900.84	2,566.08	2,971.18	2,566.08
Delta Adventures & Entertainment Private Limited	7,637.95	2,774.00	7,637.95	2,774.00
Delta Hospitality & Entertainment Private Limited	-	20.00	20.00	4,466.30
Delta Lifestyle & Entertainment Private Limited	0.50	-	0.50	-
Delta Hospitality & Leisure Private Limited	17,935.29	12,450.25	17,935.29	12,450.25
Delta Leisure & Entertainment Private Limited	8,624.91	8,545.41	8,624.91	8,545.41
Highstreet Cruises & Entertainment Private Limited	3,194.74	8,883.67	9,773.25	9,386.12

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 repayable on demand.
- 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.

28 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:

- AAA Aviation Private Limited (AAPL) (till 13.09.2010)
- Daman Entertainment Private Limited (from 22.12.2011)
- Delta Pleasure Cruise Company Private Limited (DPCCPL) (from 20.09.2010)
- Delta Adventures and Entertainment Private Limited (DAEPL)
- Delta Holding USA Inc. (DHUSA)
- Delta Hospitality & Leisure Private Limited (DHLPL) (from 30.04.2010)
- Delta Hospitality and Entertainment Private Limited (DHEPL) (till 25.05.2010)
- Delta Leisure and Entertainment Private Limited (earlier known as Delta Cruises and Entertainment Private Limited (DLEPL)
- Delta Lifestyle and Entertainment Private Limited (DLIEPL)
- Delta Offshore Developers Limited (DODL) (from 15.12.2010)
- Delta Pan Africa Limited (DPAL)
- Goodluck Renewable Energy Resources Private Limited (GRERPL) (from 08.09.10 to 20.01.11)



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

Step-down Subsidiaries / LLPS:

- AAA Township Private Limited (AAATPL)
- Aman Infrastructure Private Limited (AIPL) (from 24.11.2010)
- Argyll Hotels Private Limited (AHPL) (from 24.11.2010)
- Atled Technologies Private Limited (ATPL) (from 29.07.2011)
- Caravela Casino (Goa) Private Limited (CCGPL) (from 23.09.2010)
- Coastal Sports and Ventures Private Limited (CSVPL)
- Daman Hospitality Private Limited (DHPL) (from 03.06.2011)
- Delta Corp East Africa Limited (DCEAL)
- Delta Hospitality and Entertainment Private Limited (DHEPL) (from 26.05.2010)
- Delta Square Limited (DSL)
- Highstreet Cruises & Entertainment Private Limited (HCEPL)
- Highstreet Riviera Leisure (Goa) Private Limited (HRLGPL) (through its Subsidiary Company DLEPL) (from 20.09.2011)
- Kaizan LLP (KLLP)
- Marvel Resorts Private Limited (MRPL) (from 21.02.2011)
- Richtime Realty Private Limited (RRPL)
- Samarpan Properties and Construction Private Limited (SPCPL) (from 18.03.2011)
- Samarpan Township Private Limited (STPL) (from 14.03.2011)
- Shree Mangesh Realty Private Limited (SMRPL) (from 10.03.2011)
- Victor Hotels and Motels Limited (VHML)

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 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 Singhania (KS) - Sister of Chairman

(iv) Enterprises over which persons mentioned in (ii) and (iii) above exercise significant influence:

- Anjoss Trading Private Limited (ATPL)
- Arrow Textiles Limited (ATL)
- AZB & Partners (AZB)
- Dacapo Brokerage India Private Limited (DBIPL)
- Delta Magnets Limited (DML)
- Freedom Registry Private Limited (FRPL)
- Peninsula Facility Management Services Private Limited (PFMS)
- Peninsula Land Ltd (PLL)
- Aarti J Mody Trust (AAJMT)
- Aditi J Mody Trust (ADJMT)
- Anjoss J Mody Trust (ANJMT)
- Jayem Realty Solution Private Limited (JRSPL)



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 Individuals/ Key Management Personnel exercise significant influence		Total	
		11-12	10-11	11-12	10-11	11-12	10-11	11-12	10-11
1	Maintenance Charges and Other reimbursement PFMS	-	-	-	-	71.30	58.34	71.30	58.34
		-	-	-	-	71.30	58.34	71.30	58.34
2	Directors Sitting Fess JM	-	-	0.40	0.50	-	-	0.40	0.50
		-	-	0.40	0.50	-	-	0.40	0.50
3	Professional Fees Paid FRPL	-	-	-	-	7.08	4.60	7.08	4.60
	AZB	-	-	-	-	8.48	28.76	8.48	28.76
		-	-	-	-	15.56	33.36	15.56	33.36
4	Remuneration Paid AK	-	-	112.96	99.94	-	-	112.96	99.94
	HD	-	-	-	0.10	-	-	-	0.10
		-	-	112.96	100.04	-	-	112.96	100.04
5	Other Expenses Paid DBIPL	-	-	-	-	-	0.01	-	0.01
		-	-	-	-	-	0.01	-	0.01
6	Lease Rent Received DPCCPL	116.94	63.33	-	-	-	-	116.94	63.33
		116.94	63.33	-	-	-	-	116.94	63.33
7	Interest Received HCEPL	586.65	587.33	-	-	-	-	586.65	587.33
	AAPL	-	14.92	-	-	-	-	-	14.92
	DPCCPL	160.74	64.03	-	-	-	-	160.74	64.03
		747.39	666.28	-	-	-	-	747.39	666.28
8	Loans Given AAPL	-	114.50	-	-	-	-	-	114.50
	DHEPL	-	319.50	-	-	-	-	-	319.50
	HCEPL	2,637.49	6,827.89	-	-	-	-	2,637.49	6,827.89
	DPCCPL	1,058.00	1,752.61	-	-	-	-	1,058.00	1,752.61
	DAEPL	5,083.95	3,053.60	-	-	-	-	5,083.95	3,053.60
	DLEPL	94.50	8,545.41	-	-	-	-	94.50	8,545.41
	GRERPL	-	102.23	-	-	-	-	-	102.23
	DHLPL	6,346.43	12,458.26	-	-	-	-	6,346.43	12,458.26
	DLIEPL	0.50	-	-	-	-	-	0.50	-
		15,220.87	33,174.00	-	-	-	-	15,220.87	33,174.00



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ 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 Individuals/ Key Management Personnel exercise significant influence		Total	
		11-12	10-11	11-12	10-11	11-12	10-11	11-12	10-11
9	Loans Received Back (Including Interest)								
	AAPL	-	42.69	-	-	-	-	-	42.69
	HCEPL	8,854.40	5,307.05	-	-	-	-	8,854.40	5,307.05
	DHEPL	20.00	4,736.30	-	-	-	-	20.00	4,736.30
	DPCCPL	867.90	621.39	-	-	-	-	867.90	621.39
	DAEPL	220.00	279.60	-	-	-	-	220.00	279.60
	GRERPL	-	102.23	-	-	-	-	-	102.23
	DLEPL	15.00	-	-	-	-	-	15.00	-
	DHLPL	861.40	8.00	-	-	-	-	861.40	8.00
		10,838.70	11,097.26	-	-	-	-	10,838.70	11,097.26
10	Corporate Guarantee given								
	HCEPL	7,699.22	1,000.00	-	-	-	-	7,699.22	1,000.00
	DPCCPL	836.40	836.40	-	-	-	-	836.40	836.40
	VHML	5,300.00	-	-	-	-	-	5,300.00	-
		13,835.62	1,836.40	-	-	-	-	13,835.62	1,836.40
11	ESOP Granted (nos. of Options)								
	AK	-	-	-	17.05	-	-	-	17.05
	HD	-	-	-	6.00	-	-	-	6.00
		-	-	-	23.05	-	-	-	23.05
12	Allotments of Equity Shares against ESOP Conversion								
	AK	-	-	3.25	-	-	-	3.25	-
	HD	-	-	1.00	-	-	-	1.00	-
		-	-	4.25	-	-	-	4.25	-
13	Hypothecation of Fixed Assets of Subsidiary Company								
	HCEPL (fair value)	-	4,100.00	-	-	-	-	-	4,100.00
		-	4,100.00	-	-	-	-	-	4,100.00



(₹ 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 Individuals/ Key Management Personnel exercise significant influence		Total	
		11-12	10-11	11-12	10-11	11-12	10-11	11-12	10-11
14	Dividend On Equity Shares Paid								
	JM	-	-	-	49.02	-	-	-	49.02
	ZM	-	-	-	150.78	-	-	-	150.78
	UP	-	-	0.02	-	-	-	0.02	-
	KS	-	-	0.02	-	-	-	0.02	-
	AAJMT	-	-	-	-	93.64	-	93.64	-
	ADJMT	-	-	-	-	93.64	-	93.64	-
	ANJMT	-	-	-	-	93.64	-	93.64	-
		-	-	0.04	199.80	280.92	-	280.96	199.80
15	Dividend On Preference Shares Paid								
	JM	-	-	48.95	48.95	-	-	48.95	48.95
	ZM	-	-	48.95	48.95	-	-	48.95	48.95
		-	-	97.91	97.91	-	-	97.91	97.91
16	Amount Received for Shares Warrants								
	AAJMT	-	-	-	-	699.98	233.32	699.98	233.32
	ADJMT	-	-	-	-	699.98	233.32	699.98	233.32
	ANJMT	-	-	-	-	699.98	233.32	699.98	233.32
		-	-	-	-	2,099.93	699.96	2,099.93	699.96
17	Amount Received for Equity Shares								
	AAJMT	-	-	-	-	-	1,400.80	-	1,400.80
	ADJMT	-	-	-	-	-	1,400.80	-	1,400.80
	ANJMT	-	-	-	-	-	1,400.80	-	1,400.80
		-	-	-	-	-	4,202.40	-	4,202.40
18	Advance for Properties								
	RRPL								
	Advance given	877.00	953.00	-	-	-	-	877.00	953.00
	Received Back	(1,290.00)	-	-	-	-	-	(1,290.00)	-
		(413.00)	953.00	-	-	-	-	(413.00)	953.00



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ 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 Individuals/ Key Management Personnel exercise significant influence		Total	
		11-12	10-11	11-12	10-11	11-12	10-11	11-12	10-11
19	Investments in Shares / Debenture								
	ATL	-	-	-	-	0.00	-	0.00	-
	DEPL	100.00	-	-	-	-	-	100.00	-
	DODL-Preference Shares	1,574.61	-	-	-	-	-	1,574.61	-
	DODL-Equity Shares	-	54.20	-	-	-	-	-	54.20
	AAPL	-	1,200.00	-	-	-	-	-	1,200.00
	DHLPL	-	1.00	-	-	-	-	-	1.00
	GREPL	-	1.00	-	-	-	-	-	1.00
		1,674.61	1,256.20	-	-	0.00	-	1,674.61	1,256.20
20	Sale of Shares								
	DCEPL	-	1,200.03	-	-	-	-	-	1,200.03
	DAEPL	-	18.00	-	-	-	-	-	18.00
	DHLPL	-	77.65	-	-	-	-	-	77.65
	PLL	-	-	-	-	-	0.26	-	0.26
		-	1,295.68	-	-	-	0.26	-	1,295.94
21	Share Application Money								
	DODL Preference Shares	-	1,549.33	-	-	-	-	-	1,549.33
	ATL	-	-	-	-	-	0.00	-	0.00
		-	1,549.33	-	-	-	0.00	-	1,549.33
22	Acquisition of Fixed Assets								
	PLL	-	-	-	-	-	322.14	-	322.14
		-	-	-	-	-	322.14	-	322.14
23	Sundry Balance Written off								
	AAPL	-	-	-	-	-	16.16	-	16.16
		-	-	-	-	-	16.16	-	16.16
24	Reimbursement of Expenses								
	AAPL	-	0.54	-	-	-	-	-	0.54
	ATL	-	-	-	-	-	0.01	-	0.01
	DAEPL	-	0.08	-	-	-	-	-	0.08
	DCEPL	-	0.06	-	-	-	-	-	0.06
	DHEPL	-	0.02	-	-	-	-	-	0.02
	DML	-	-	-	-	-	0.37	-	0.37
	HCEPL	318.75	127.67	-	-	-	-	318.75	127.67
	RRPL	-	0.15	-	-	-	-	-	0.15
	VHML	-	0.00	-	-	-	-	-	0.00
		318.75	128.52	-	-	-	0.38	318.75	128.90



(₹ 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 Individuals/ Key Management Personnel exercise significant influence		Total	
		11-12	10-11	11-12	10-11	11-12	10-11	11-12	10-11
25	Sharing of Resources *								
	AAATPL	-	-	-	-	-	-	-	-
	AHPL	-	-	-	-	-	-	-	-
	AIPL	-	-	-	-	-	-	-	-
	ATL	-	-	-	-	-	-	-	-
	ATPL	-	-	-	-	-	-	-	-
	CCGPL	-	-	-	-	-	-	-	-
	CPVPL	-	-	-	-	-	-	-	-
	DAEPL	-	-	-	-	-	-	-	-
	DEPL	-	-	-	-	-	-	-	-
	DHEPL	-	-	-	-	-	-	-	-
	DHLPL	-	-	-	-	-	-	-	-
	DHPL	-	-	-	-	-	-	-	-
	DLEPL	-	-	-	-	-	-	-	-
	DLNEPL	-	-	-	-	-	-	-	-
	DML	-	-	-	-	-	-	-	-
	DPCCPL	-	-	-	-	-	-	-	-
	HCEPL	-	-	-	-	-	-	-	-
	HRLGPL	-	-	-	-	-	-	-	-
	MRPL	-	-	-	-	-	-	-	-
	RRPL	-	-	-	-	-	-	-	-
	SMRPL	-	-	-	-	-	-	-	-
	SPCPL	-	-	-	-	-	-	-	-
	STPL	-	-	-	-	-	-	-	-
	VHML	-	-	-	-	-	-	-	-
	ZM	-	-	-	-	-	-	-	-
		-	-	-	-	-	-	-	-

* Transactions are of non monetary consideration.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ 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 Individuals/ Key Management Personnel exercise significant influence		Total	
		11-12	10-11	11-12	10-11	11-12	10-11	11-12	10-11
	Closing Balance as on 31st March:								
26	Professional Fees Payable								
	AZB	-	-	-	-	-	0.01	-	0.01
	FRPL	-	-	-	-	1.72	1.73	1.72	1.73
		-	-	-	-	1.72	1.74	1.72	1.74
27	Loans & Advances								
	DHEPL	-	20.00	-	-	-	-	-	20.00
	HCEPL	3,194.74	8,883.67	-	-	-	-	3,194.74	8,883.67
	RRPL	540.00	953.00	-	-	-	-	540.00	953.00
	DPCCPL	2,900.84	2,566.08	-	-	-	-	2,900.84	2,566.08
	DLIEPL	0.50	-	-	-	-	-	0.50	-
	DAEPL	7,637.95	2,774.00	-	-	-	-	7,637.95	2,774.00
	DLEPL	8,624.91	8,545.41	-	-	-	-	8,624.91	8,545.41
	DHLPL	17,935.29	12,450.26	-	-	-	-	17,935.29	12,450.26
	JRSPL	-	-	-	-	620.50	620.50	620.50	620.50
		40,834.23	36,192.41	-	-	620.50	620.50	41,454.73	36,812.91
28	Sundry Creditor								
	PLL	-	-	-	-	36.79	36.79	36.79	36.79
	PFMS	-	-	-	-	2.85	6.90	2.85	6.90
		-	-	-	-	39.64	43.69	39.64	43.69

29 EMPLOYEE BENEFITS

Disclosure required under Accounting Standard (AS) 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, 2012 based on actuarial valuation carried out using the Project Credit Method.
- 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	
		2012	2011	2012	2011
1	Assumptions :				
	Discount Rate	8.50%	8.25%	8.50%	8.25%
	Salary Escalation	5.00%	5.00%	5.00%	5.00%
	Attrition	2.00%	2.00%	2.00%	2.00%
	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	9.36	7.80	1.85	3.06
	Interest Cost	0.77	0.64	0.15	0.25
	Current Service Cost	3.14	3.27	1.89	1.98
	Liability Transfer In	-	-	-	-
	Liability Transfer out	-	-	-	-
	Benefit Paid	-	(0.26)	(0.02)	(0.34)
	Actuarial (Gain) / Loss on obligations	(0.75)	(2.10)	(1.89)	(3.11)
	Present value of obligations as at end of year	12.52	9.36	1.98	1.85
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	-	(0.26)	(0.02)	(0.34)
	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	(0.75)	(2.10)	(1.89)	(3.11)
	Actuarial (Gain) / Loss for the year - plan assets	-	-	-	-
	Total (Gain) / Loss for the year	(0.75)	(2.10)	(1.89)	(3.11)
	Actuarial (Gain) / Loss recognized in the year	(0.75)	(2.10)	(1.89)	(3.11)



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ in Lacs)

Sr. No.	Particulars	Gratuity Unfunded		Leave Encashment Unfunded	
		2012	2011	2012	2011
5	Amount recognized in the Balance Sheet :				
	Liability at the end of the year	12.52	9.36	1.98	1.85
	Fair value of Plan Assets at the end of the year	-	-	-	-
	Difference	(12.52)	(9.36)	(1.98)	(1.85)
	Amount recognized in the Balance Sheet	(12.52)	(9.36)	(1.98)	(1.85)
6	Expenses recognized in the Profit and Loss Account :				
	Current Service Cost	3.14	3.27	1.89	1.98
	Interest Cost	0.77	0.64	0.15	0.25
	Expected return on Plant assets	-	-	-	-
	Past Service Cost (vested benefit) recognized	-	-	-	-
	Recognition of Transition Liability	-	-	-	-
	Actuarial (Gain) / Loss	(0.75)	(2.10)	(1.89)	(3.11)
	Expenses recognized in the Profit and Loss Account	3.16	1.82	0.15	(0.88)
7	Balance Sheet Reconciliation :				
	Opening Liability	9.36	7.80	1.85	3.06
	Expenses as above	3.16	1.82	0.15	(0.88)
	Employer's Contribution	-	(0.26)	(0.02)	(0.33)
	Closing Net Liability	12.52	9.36	1.98	1.85
8	Data :				
	Average Age of Employees	41.73 Yrs	39 Yrs	41.73 Yrs	38 Yrs
	Average Salary of Employees Per Month	7.18	8.37	7.18	3.02



(₹ in Lacs)

Sr. No.	Particulars	Gratuity Unfunded			
		2012	2011	2010	2009
9	Experience Adjustment :				
	Defined Benefit Obligation	-	-	-	-
	Plan Assets	-	-	-	-
	Deficit / (Surplus)	-	-	-	-
	Experience adjustment on plan liabilities	(0.44)	(2.10)	0.96	0.10
	Experience adjustment on plan asset gain/(loss)	-	-	(0.33)	0.53

(iii) Under Defined Contribution Plan:

(₹ in Lacs)

Particulars	2011-12	2010-11
Contribution to Provident Fund	3.11	3.76
Contribution to ESIC	0.15	0.18

30 OPERATING LEASE INCOME & EXPENSE

The Company has non cancelable operating income and expenses:

(₹ in Lacs)

Particulars	2011-12	2010-11
Lease rental recognized during the year	116.94	849.94
TOTAL	116.94	849.94

The Company has taken Bare boat - M. V. Caravela from Waterways Shipyard Private Limited which is sub leased to its subsidiary Delta Pleasure Cruise Company Private Limited (earlier known as Advani Pleasure Cruise Company Private Limited.)

The future minimum lease income is as under:

(₹ in Lacs)

Particulars	2011-12	2010-11
Upto 1 Year	141.70	100.00
1 Year to 5 Year	144.35	-
above 5 Year	-	-
TOTAL	286.05	100.00



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

The future minimum lease expense is as under:

(₹ in Lacs)

Particulars	2011-12	2010-11
Upto 1 Year	141.70	100.00
1 Year to 5 Year	144.35	-
above 5 Year	-	-
TOTAL	286.05	100.00

*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 moveable property.
- (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.

31 AUDITORS REMUNERATION

(₹ in Lacs)

Particulars	2011-12	2010-11
Audit Fees (including Limited Review and Consolidation fees)	11.85	11.85
In Other Capacities:		
- Tax Audit	0.60	0.60
- Taxation Matters	0.90	0.70
- Certification and Other Services	1.13	1.13
- Out of Pocket Expenses	0.30	0.67
- Service Tax on above	1.51	1.46
TOTAL	16.29	16.41



32 EARNINGS PER SHARE

(₹ in Lacs unless specified)

Particulars	2011-12	2010-11
Net Profit after Tax	(71.37)	12,862.57
Less:		
Preference Dividend and Dividend Distribution Tax thereon	113.79	113.79
Numerator used for calculating basic earnings per share	(185.16)	12,748.78
Weighted average number of equity shares used as		
Denominator for calculating basic earnings per share	2,159.62	1,817.79
Weighted average number of equity shares used as		
Denominator for calculating diluted earnings per share	2,171.28	1,868.06
Basic and Diluted Earnings Per Share (₹)	(0.09)	7.01
Diluted Earnings Per Share (₹)	(0.09)	6.82
Nominal value per Equity Share (Re.)	1	1

33 PRIOR PERIOD ITEMS

Prior Period expenses debited in profit & loss account consist of :

(₹ in Lacs)

Particulars	2011-12	2010-11
Professional fees pertaining of previous year	18.67	-
Short provision made for commission payable to Managing Directors	22.18	-
TOTAL	40.85	-

34 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	2011-12	2010-11
Travelling Expenses	0.25	6.14
Investment in Foreign Subsidiary	25.28	54.20
Professional Fees	2.24	10.09
Share Application Money for Preference share	-	1,549.33
TOTAL	27.77	1,619.76



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

35 DIVIDEND TO NRI / OCB

(₹ in Lacs)

Particulars	2011-12	2010-11
Number of Non Resident Shareholders (Nos.)	575	163
Total Number of Shares hold by them (Nos.)	13,181,606	21,00,889
Amount Dividend paid	39.54	5.25
Year to which dividend relates	2010-11	2009-10

36 MAT CREDIT ENTITLEMENT

MAT Credit Entitlement of ₹ 2,142.12 Lacs (Previous Year ₹ 2,177.41 Lacs) is based on business projection of Company provided by Management, and the same have been relied upon the Auditors.

37 Borrowing cost capitalized for the year amounts to ₹ 168.58 Lacs (Previous year ₹ 188.82 Lacs).

38 The Company has filed a Scheme of Amalgamation dated 30.03.2012 with an appropriate authority, u/s. 391 to 395 of The Companies Act, 1956 where by step down subsidiary Company Richtime Realty Private Limited will merge with the Company, w.e.f . 1st April, 2011. The Scheme is yet to be approved by Bombay High Court. The effect of the same will be given on receipt of the order from Bombay High Court approving the Scheme.

39 PREVIOUS YEAR COMPARATIVES

As notified by Ministry of Corporate Affairs, Revised Schedule VI under the Companies Act, 1956 is applicable to the Financial Statements for the financial year commencing on or after 1st April, 2011. Accordingly, the financial statements for the year ended March 31, 2012 are prepared in accordance with the Revised Schedule VI. The amounts and disclosures included in the financial statements of the previous year have been reclassified to conform to the requirements of Revised Schedule VI.

For and on Behalf of Board of Directors

Jaydev Mody	Chairman
Ashish Kapadia	Managing Director
Mahesh Gupta	Director
Rajeev Piramal	Director
Rajesh Jaggi	Director
Lt. Gen. N. Thamburaj	Director
Hitesh Kanani	Company Secretary

Place : Mumbai
Date : 27th April, 2012

FINANCIAL INFORMATION OF SUBSIDIARY COMPANIES



FINANCIAL INFORMATION OF SUBSIDIARY

Sr. No.	Name of Subsidiary Companies	Reporting Currency	Capital	Reserves	Total Liabilities	Total Assets	Investment	Turnover	Profit before taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	Country of Company
									(₹ in Lacs)				
1.	Delta Adventures & Entertainment Private Limited	INR	1.00	34.31	7,648.61	6,825.26	858.66	51.35	50.90	15.75	35.15	-	India
2.	Richtime Realty Private Limited	INR	1.00	2,327.83	1,668.77	3,997.60	-	5,281.51	1,905.55	634.45	1,271.10	-	India
3.	Aman Infrastructure Private Limited	INR	1.00	(1.40)	275.80	275.40	-	-	(0.48)	-	(0.48)	-	India
4.	Argyll Hotel Private Limited	INR	1.00	(0.90)	88.53	88.62	-	-	(0.47)	-	(0.47)	-	India
5.	AAA Township Private Limited	INR	1.00	(4.90)	4.58	0.18	0.50	-	(0.45)	-	(0.45)	-	India
6.	Samarpan Properties and Construction Private Limited	INR	1.00	(0.71)	0.32	0.11	0.50	-	(0.43)	-	(0.43)	-	India
7.	Samarpan Township Private Limited	INR	1.00	(0.74)	101.79	102.05	-	-	(0.46)	-	(0.46)	-	India
8.	Shree Mangesh Realty Private Limited	INR	1.00	(1.73)	82.72	81.99	-	-	(1.13)	-	(1.13)	-	India
9.	Delta Pelasure Cruises Company Private Limited	INR	435.00	(755.88)	4,397.27	4,076.39	-	1,991.36	(214.03)	0.06	(214.09)	-	India
10.	Delta Leisure and Entertainment Private Limited	INR	1.00	(3.15)	8,625.13	109.95	8,513.04	0.94	0.57	0.18	0.40	-	India
11.	Highstreet Cruises & Entertainment Private Limited	INR	1,500.00	8,041.27	10,796.86	17,617.97	2,720.16	12,601.63	3,520.31	1,127.29	2,393.02	-	India
12.	Victor Hotels and Motels Limited	INR	150.00	(499.70)	6,708.01	6,358.06	0.25	198.71	(421.52)	(128.62)	(292.90)	-	India
13.	Caravela Casino (Goa) Private Limited	INR	1.00	(0.72)	0.04	0.32	-	-	(0.43)	-	(0.43)	-	India
14.	Delta Hospitality and Leisure Private Limited	INR	1.00	23.25	17,942.39	6,366.56	11,600.08	32.46	28.39	-	28.39	-	India
15.	Marvel Resorts Private Limited	INR	1.00	(1.31)	6,520.22	6,519.91	-	-	(1.31)	-	(1.31)	-	India
16.	Coastal Sports Ventures Private Limited	INR	1.00	(46.96)	170.54	124.58	-	27.21	(13.54)	(4.14)	(9.40)	-	India
17.	Delta Hospitality and Entertainment Private Limited	INR	51.91	(172.57)	895.61	774.95	-	20.02	(21.92)	3.76	(25.68)	-	India
18.	Delta Lifestyle & Entertainment Private Limited	INR	1.00	(1.16)	0.55	0.39	-	-	(0.48)	-	(0.48)	-	India
19.	Delta Holdings USA Inc.	INR	542.86	(128.53)	1.52	415.85	-	-	(35.76)	0.26	(36.02)	-	USA
		USD	10.00	(2.37)	0.03	7.66	-	-	(0.75)	0.01	(0.76)	-	
20.	Delta PAN Africa Limited	INR	5,571.42	(73.27)	1.09	7.35	5,491.89	0.01	(5.79)	-	(5.79)	-	Kenya
		KSHS	8,891.43	(116.93)	1.74	11.74	8,764.50	0.01	(10.65)	-	(10.65)	-	
21.	Delta Corp East Africa Limited	INR	10,236.48	6,082.94	18,847.21	33,822.62	1,344.01	13,886.38	4,630.13	1,429.48	3,200.65	-	Kenya
		KSHS	16,336.40	9,707.76	30,078.27	53,977.52	2,144.91	22,161.28	7,389.23	2,281.31	5,107.91	-	
22.	Delta Square Limited	INR	0.63	1,003.78	3,570.64	4,575.04	-	3,065.26	1,054.13	153.76	900.37	-	Kenya
		KSHS	1.00	1,601.93	5,698.38	7,301.31	-	5,640.08	1,939.59	282.91	1,656.68	-	
23.	Delta Offshore Developer Limited	INR	1,866.67	(5.89)	0.70	1,861.48	-	-	(4.31)	-	(4.31)	-	Mauritius
		USD	36.00	(0.11)	0.01	35.90	-	-	(0.09)	-	(0.09)	-	
24.	Daman Entertainment Private Limited	INR	2.69	48.12	1.29	1.31	50.79	0.79	(50.50)	-	(50.50)	-	India
25.	Atled Technologies Private Limited	INR	1.00	(71.81)	128.41	57.60	-	-	(106.20)	(34.38)	(71.82)	-	India
26.	Daman Hospitality Private Limited	INR	1,006.17	5,778.23	25,128.88	31,913.28	-	97.22	(270.99)	(13.57)	(257.42)	-	India
27.	Highstreet Riviera Leisure (Goa) Private Limited	INR	1.00	(159.39)	594.41	436.02	-	0.75	(42.50)	(16.66)	(25.84)	-	India

* Exchange rate as on 31.03.2012 1 KES = Closing Rate ₹ 0.54
 * Exchange rate as on 31.03.2012 1 USD = Closing Rate ₹ 48.13
 * Exchange rate as on 31.12.2011 1 USD = Closing Rate ₹ 47.23



AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS TO THE BOARD OF DIRECTORS OF DELTA CORP LIMITED

To The Board of Directors of Delta Corp Ltd. on the Consolidated Financial Statements

1. We have audited the attached Consolidated Balance Sheet of Delta Corp Ltd. ("the Company") and its subsidiaries (collectively referred to as "the group") as at 31st March, 2012 and also the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management and have been prepared by the Management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We (jointly) did not audit the financial statements of the following subsidiaries whose financial statement reflect total assets of ₹ 1,25,209.40 Lacs as at 31st March, 2012, total revenues of ₹ 36,548.81 Lacs and net cash inflows of ₹ 4,462.32 Lacs for the year then ended:
 - a) The standalone financial statements of three of the subsidiaries, which reflect total assets of ₹ 4,128.88 Lacs as at 31st March, 2012, total revenues of ₹ 1,887.63 Lacs and net cash outflows of ₹ 369.40 Lacs and consolidated financial statements of three of the subsidiaries, (which comprises consolidation of fifteen fellow subsidiaries and an associate), which reflect total assets of ₹ 81,905.21 Lacs as at 31st March, 2012, total revenues of ₹ 17,795.69 Lacs and net cash outflows of ₹ 227.08 Lacs for the year then ended were audited by one of the joint auditors M/s Amit Desai & Co who has furnished their report to other joint auditor. The other joint auditor has not audited the financial statements of these standalone and consolidated subsidiaries/ fellow subsidiaries/ associate company and their opinion is based solely on the report of the first joint auditor.
 - b) The financial statements of one of the fellow subsidiary, which reflect total assets of ₹ 31,913.28 Lacs, total revenue of ₹ Nil and Net Cash Outflow of ₹ 1.38 Lacs for the year ended were reviewed 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 reviewed 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 ₹ 36,897.97 Lacs as at 31st March, 2012, total revenues of ₹ 16,865.48 Lacs and net cash inflows of ₹ 5,026.92 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 two of the foreign subsidiary in which one of the subsidiary reflect total net assets of ₹ 415.85 Lacs as at 31st December, 2011, total net revenues of ₹ Nil Lacs and net cash inflows of ₹ 11.13 Lacs for the year then ended and other subsidiary total net assets of ₹ 1,861.48 Lacs as at 31st March, 2012, total net revenues of ₹ Nil Lacs and net cash inflows of ₹ 20.75 Lacs for the year then ended, 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.



4. We report that the consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standards (AS) 21, "Consolidated financial statements", Accounting Standards (AS) 23, "Accounting for investment in Associates in Consolidated Financial Statements" and Accounting standard (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, associate and joint venture.
5. Without qualifying our opinion, attention is drawn to Note No. 38 of Consolidated Notes to Financial Statement, with regards to MAT Credit Entitlement of ₹ 2,142.12 Lacs, which is based on judgment of management.
6. Based on our audit and on consideration of reports of other auditors on separate financial statements and on the other financial information of the components, and to the best of our information and according to the explanations given to us, we are of the opinion that the attached 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 31st March, 2012;
 - (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 of the Group for the year ended on that date.

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: 27th April, 2012

Amit Desai
Proprietor
Membership No. 32926



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2012

(₹ in Lacs)

Particulars	Note No.	As at 31st March, 2012		As at 31st March, 2011	
EQUITY AND LIABILITIES					
Shareholders' Funds					
(a) Share Capital	2	3,463.04		3,241.94	
(b) Reserves & Surplus	3	71,716.04		55,900.72	
(c) Money Received Against Share Warrants	4	-	75,179.08	2,719.58	61,862.23
Minority Interest			10,734.81		5,934.79
Non-Current Liabilities					
(a) Long-Term Borrowings	5	32,299.53		11,412.43	
(b) Other Long-Term Liabilities	6	992.44		587.50	
(c) Long-Term Provisions	7	108.56	33,400.53	84.88	12,084.81
Current Liabilities					
(a) Short-Term Borrowings	8	10,648.24		7,107.68	
(b) Trade Payable & Others	9	893.34		1,276.23	
(c) Other Current Liabilities	10	7,350.54		5,124.58	
(d) Short-Term Provisions	11	4,081.42	22,973.54	1,249.53	14,758.02
TOTAL		1,42,287.96		94,639.86	
ASSETS					
Non-Current Assets					
(a) Fixed Assets	12				
i) Tangible Assets		9,689.34		14,971.48	
ii) Intangible Assets		13.09		15.12	
iii) Capital Work-in-Progress		40,999.08		8,237.36	
iv) Intangible Assets under Development		402.17		-	
		51,103.68		23,223.96	
(b) Goodwill (On Consolidation)		3,518.58		4,219.07	
(c) Non-Current Investments	13	11,623.07		9,581.45	
(d) Deferred Tax Assets (Net)	14	104.92		2.89	
(e) Long-Term Loans And Advances	15	4,559.25		4,565.05	
(f) Other Non-Current Assets	16	558.02	71,467.52	-	41,592.42
Current Assets					
(a) Current Investments	17	1,803.56		6,702.50	
(b) Inventories	18	31,480.22		24,928.39	
(c) Trade Receivable	19	6,469.68		294.63	
(d) Cash And Bank Balance	20	13,243.57		6,396.21	
(e) Short-Term Loans & Advances	21	17,773.89		14,573.36	
(f) Other Current Assets	22	49.52	70,820.44	152.35	53,047.44
TOTAL		1,42,287.96		94,639.86	
Summary of Significant Accounting Policies	1				

As Per Our Report of Even Date

For Haribhakti & Co.
Chartered Accountants

For Amit Desai & Co
Chartered Accountants

Chetan Desai
Partner

Amit Desai
Proprietor

Place : Mumbai
Date : 27th April, 2012

For and on behalf of Board of Directors

Jaydev Mody
Ashish Kapadia
Mahesh Gupta
Rajeev Piramal
Rajesh Jaggi
Lt. Gen. N. Thamburaj
Hitesh Kanani

Chairman
Managing Director
Director
Director
Director
Director
Company Secretary

STATEMENT OF CONSOLIDATED PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2012



(₹ in Lacs)

Particulars	Note No.	Year Ended 31st March, 2012	Year Ended 31st March, 2011
INCOME			
Revenue from Operations	23	36,494.09	37,601.32
Other Income	24	1,269.20	866.54
Total Revenue		37,763.29	38,467.86
EXPENSES			
Cost of Sales / Premises Sold	25	15,493.53	10,271.86
Employee Benefits Expenses	26	3,160.36	2,413.18
Depreciation and Amortization Expenses	12	645.76	607.43
Finance Costs	27	1,067.75	1,560.27
Other Expenses	28	7,773.05	6,383.74
Total Expenses		28,140.45	21,236.48
Profit before Exceptional, Extraordinary Items and Tax		9,622.84	17,231.38
Exceptional Items		-	-
Profit before Tax and Extra Ordinary Items		9,622.84	17,231.38
Extraordinary Items		-	-
Profit Before Tax		9,622.84	17,231.38
Tax Expense			
- Current Tax		2,988.59	2,898.23
- MAT Credit (Entitlement)/Reversal		10.82	(2,357.41)
- Deferred Tax		(46.60)	125.47
- Earlier Year Tax Adjustments		11.01	2.38
Total Tax Expenses		2,963.82	668.67
Profit / (Loss) After Tax		6,659.02	16,562.71
Prior Period items		9.59	41.64
(Profit) / Loss of Associate Company		9.68	-
Minority Interest		2,317.28	(49.75)
Profit /(Loss) for the year		4,322.47	16,570.82
Earning Per Share (Nominal Value of Re. 1/- each)	39		
- Basic		1.95	9.05
- Diluted		1.94	8.81
Summary of Significant Accounting Policies	1		

As Per Our Report of Even Date

For Haribhakti & Co.
Chartered Accountants

Chetan Desai
Partner

Place : Mumbai
Date : 27th April, 2012

For Amit Desai & Co
Chartered Accountants

Amit Desai
Proprietor

For and on behalf of Board of Directors

Jaydev Mody	Chairman
Ashish Kapadia	Managing Director
Mahesh Gupta	Director
Rajeev Piramal	Director
Rajesh Jaggi	Director
Lt. Gen. N. Thamburaj	Director
Hitesh Kanani	Company Secretary



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ in Lacs)

Particulars	Year Ended 31st March, 2012	Year Ended 31st March, 2011
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Extraordinary Items (Net of Prior Period Item)	9,613.25	17,189.74
Adjustments For :		
Employee Stock Option	518.61	196.82
Depreciation	645.76	596.77
(Profit)/Loss on Sale of Fixed Assets	0.25	13.57
Provision for Employee Benefits	28.78	36.85
Interest Paid	1,067.75	1,560.27
Interest Income	(319.32)	(204.48)
Dividend Income	(775.60)	(554.18)
(Profit)/Loss on Sale of Investments	(0.17)	227.01
Sundry Balance Written off/ (Written back)	(118.06)	14.36
Provision for Doubtful Recovery	22.05	8.40
Exchange Difference arising on Consolidation	1,299.71	(745.93)
Operating Profit Before Working Capital Changes	11,983.01	18,339.20
Adjustments For :		
Trade and Other Receivables	(6,297.98)	236.67
Loans & Advances	397.64	(3,914.62)
Trade Payable	(371.31)	(579.60)
Other Liabilities	749.45	(647.98)
Inventories	(949.63)	(6,120.75)
Cash Generated from Operations	5,511.18	7,312.93
Taxes Paid	(768.96)	(2,693.65)
Net Cash Generated From Operating Activities (A)	4,742.22	4,619.28
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(1,713.44)	(6,763.94)
Purchase of Fixed Assets (Capital Work in Progress)	(33,133.56)	(5,257.97)
Purchase of Intangible Assets	-	(4,704.38)
Sales of Fixed Assets	14.14	4.03
Dividend Income	775.60	554.18
Interest Income	319.32	204.48
Sale of Investments	42,056.34	108,253.21
Inter Corporate Deposits	(3,756.85)	(525.81)
Investment Long-Term Fixed Deposit	(419.27)	-
Investment in Shares, Long-Term & Mutual Funds	(37,638.48)	(106,613.45)
Net Cash Generated From Investing Activities (B)	(33,496.21)	(14,849.66)



(₹ in Lacs)

Particulars	Year Ended 31st March, 2012	Year Ended 31st March, 2011
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds From Issuance of Share Capital	-	17,670.00
Proceeds From issue of ESOP Shares	245.55	-
Proceeds From Issuance of Share Warrants	8,158.73	2,719.58
Share Issue Expenses	(217.29)	(1.28)
Interest Paid	(1,067.75)	(1,560.27)
Dividend Paid (including Dividend Distribution Tax)	(894.33)	(601.49)
Minority Interest	2,476.22	0.24
Proceeds From Long-Term Borrowing	25,366.19	5,241.85
Repayment of Long-Term Borrowing	(2,005.92)	(11,328.19)
Proceeds From Short Term Borrowing	5,196.02	673.75
Repayment of Short-Term Borrowing	(1,656.06)	(785.83)
Net Cash Generated From Financing Activities (C)	35,601.35	12,028.35
Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	6,847.36	1,797.97
Cash & Cash Equivalents as at Beginning of Year	6,396.21	4,598.24
Cash & Cash Equivalents as at End of the Year	13,243.57	6,396.21
Cash and Cash Equivalent includes:		
Cash on Hand	276.87	898.13
Balance with Scheduled Banks		
In Current Accounts	2,184.74	860.17
In Unclaimed Dividend Accounts	52.41	46.02
In Fixed Deposit Accounts	10,729.55	4,591.89

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.
- 3) Cash and Cash Equivalents includes ₹ 51.80 Lacs (Previous Year: ₹ 155.49 Lacs) pledged to various authorities which are not available for use by the Company.

As Per Our Report of Even Date

For Haribhakti & Co.
Chartered Accountants

For Amit Desai & Co
Chartered Accountants

Chetan Desai
Partner

Amit Desai
Proprietor

Place : Mumbai
Date : 27th April, 2012

For and on behalf of Board of Directors

Jaydev Mody	Chairman
Ashish Kapadia	Managing Director
Mahesh Gupta	Director
Rajeev Piramal	Director
Rajesh Jaggi	Director
Lt. Gen. N. Thamburaj	Director
Hitesh Kanani	Company Secretary



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

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 standards 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 account.
- 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 has 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 except for depreciation as mentioned in point (1)(e).

c. Revenue Recognition

- i) Sale of Properties & Services are recognized when significant risks and rewards of ownership of products are passed on to customers or when the full / complete services have been provided. Sales are stated at contractual realizable value.



- 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 aggregate of 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.
- viii) 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 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.

Capital Work-In-Progress

Expenses incurred for acquisition of Capital Assets outstanding at each balance sheet date are disclosed under Capital Work-in-Progress. From current year onwards 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 and Casino 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 Consumable, Finished Goods and Realty work in process.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

- 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.

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

- a) 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 Profit and Loss Account.
- b) 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.
- c) 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.
- d) Non monetary assets and liabilities denominated in foreign currencies are carried at the exchange rate prevalent on the date of the transaction.

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.

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.

I. 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 (AS) 28, "Impairment of Assets".

m. Provisions, Contingent Liabilities and Contingent Assets

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 estimate 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. Contingent assets are neither recognized nor disclosed in the financial statements. Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

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 Profit & Loss Account as per the terms of lease agreement over the period lease.

o. Preliminary Expenditure

Preliminary expenditures are fully charged off in the year in which it have incurred.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

Particulars	As at 31st March, 2012		As at 31st March, 2011	
	No.	₹ In Lacs	No.	₹ In Lacs
2 SHARE CAPITAL				
Authorised Shares:				
Equity Shares of Re.1/- Each	350,000,000	3,500.00	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	364,000,000	4,900.00	364,000,000	4,900.00
Issued, Subscribed And Fully Paid-Up:				
Equity Shares of Re. 1/- each	223,918,189	2,239.18	201,808,189	2,018.08
8% Non Cumulative Redeemable Preference Shares of ₹ 10/- each	12,238,535	1,223.85	12,238,535	1,223.85
TOTAL	236,156,724	3,463.04	214,046,724	3,241.94

a) Reconciliation of the Shares at the beginning and at the end of the reporting period:

Particulars	As at 31st March, 2012		As at 31st March, 2011	
	No.	₹ In Lacs	No.	₹ In Lacs
Equity Shares				
At the beginning of the year	201,808,189	2,018.08	167,161,130	1,671.61
Issued during the year				
- Preferential Allotment	-	-	34,647,059	346.47
- Conversion of Share Warrants	21,330,000	213.30	-	-
- ESOP	780,000	7.80	-	-
Bought back during the year	-	-	-	-
Outstanding at the end of the year	223,918,189	2,239.18	201,808,189	2,018.08
8% Non Cumulative Redeemable Preference Shares				
At the beginning of the year	12,238,535	1,223.85	12,238,535	1,223.85
Issued during the year	-	-	-	-
Bought back during the year	-	-	-	-
Outstanding at the end of the year	12,238,535	1,223.85	12,238,535	1,223.85



b) Terms/Rights attached to equity shares

The Company has only one class of equity shares having a par value of Re. 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 2012: 35% (2011: 30%). 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.

c) Terms of conversion/redemption of preference shares

Preference shares carry dividend @ 8% p.a. 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.

If preference share holders do not exercise conversion option, all preference shares are redeemable at par at the end of 10 year from the date of issue i.e. 5th January, 2007. In the event of liquidation of the company before conversion of redeemable of Preference Shares, the holder of preference share will have priority over equity shares in the payment of dividend and repayment of capital. Preference Shares does not carry any voting rights.

d) Details of shareholders holding more than 5% shares in the Company

Particulars	As at 31st March, 2012		As at 31st March, 2011	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares				
Aryanish Finance and Investments Private Limited *	31,213,340	13.94	29,386,673	14.56
Bayside Property Developers Private Limited *	31,213,340	13.94	29,386,673	14.56
Delta Real Estate Consultancy Private Limited *	31,213,341	13.94	29,386,673	14.56
IDBI Trusteeship Services Limited (India Advantage Fund)	13,835,862	6.18	14,446,753	7.16
*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.				
8% Non Cumulative Redeemable Preference Shares				
Mr. Jaydev Mody	6,119,265	49.99	6,119,265	49.99
Mrs. Zia Mody	6,119,266	49.99	6,119,266	49.99



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ in Lacs)

Particulars	As at 31st March, 2012	As at 31st March, 2011
3 RESERVES & SURPLUS		
a) Capital Redemption Reserves		
Opening Balance	181.03	181.03
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	181.03	181.03
b) Securities Premium Account		
Opening Balance	37,839.45	20,517.20
(+) Securities Premium credited on Share Issue	10,992.47	17,323.53
(-) Premium Utilised for Share Issue and Other Expenses	(217.29)	(1.28)
Closing Balance	48,614.63	37,839.45
c) Share Options Outstanding Account		
Opening Balance	2,074.45	-
(+) Current Year Transfer	-	2,074.45
(-) Written Back in Current Year	89.72	-
Closing Balance	1,984.73	2,074.45
d) Deferred Employee Compensation		
Opening Balance	(1,877.63)	-
(+) Current Year Transfer	-	(2,074.45)
(-) Written Back in Current Year	518.61	196.82
Closing Balance	(1,359.02)	(1,877.63)
e) Revaluation Reserve		
Opening Balance	-	-
(+) Current Year Transfer	7.55	-
Closing Balance	7.55	-
f) Foreign Currency Translation Reserves		
Opening Balance	(647.19)	(221.75)
(+) Current Year Transfer	1,382.78	(425.44)
Closing Balance	735.59	(647.19)
g) General Reserves		
Opening Balance	4,413.93	2,413.93
(+) Current Year Transfer	1,085.00	2,000.00
Closing Balance	5,498.93	4,413.93
h) Surplus		
Opening Balance	13,916.68	163.30
(+) Net Profit/(Net Loss) For the Current Year	4,322.47	16,570.82
(-) Transferred To General Reserves	(1,085.00)	(2,000.00)
(-) Proposed Dividends On Preference Shares	(97.91)	(97.91)
(-) Proposed Dividends On Equity Shares	(783.71)	(605.42)
(-) Dividends On Equity Shares	(66.16)	-
(-) Dividends Distribution Tax	(153.75)	(114.10)
Closing Balance	16,052.61	13,916.68
TOTAL	71,716.04	55,900.72



(₹ in Lacs)

Particulars	As at 31st March, 2012	As at 31st March, 2011
4 MONEY RECEIVED AGAINST SHARE WARRANTS		
Opening Balance	2,719.58	2,719.58
(+) Current Year Transfer	8,158.73	-
(-) Converted into Equity Share	10,878.31	-
Closing Balance	-	2,719.58

During financial year 2010-11 Company has received ₹ 2,719.58 Lacs towards 25% payment of ₹ 51 per warrant for 2,13,30,000 warrants (face value of Re. 1) issued to promoter group and to selected investors. During current year 2011-12 Company has received balance payment of 75% above 2,13,30,000 warrants and all warrants were converted into Equity Shares of Re. 1 each.

(₹ in Lacs)

Particulars	As at 31st March, 2012	As at 31st March, 2011
5 LONG-TERM BORROWINGS		
Secured Borrowings:		
From Banks		
Term Loan (Refer note A below)	24,432.83	11,406.76
Vehicle Loan (Refer note B below)	26.40	5.67
From Others		
Debentures (Refer note C below)		
15 % Series "A"	2,233.03	-
19 % Series "A"	450.00	-
8% Series "B"	3,500.00	-
9% Series "A-1"	1,300.00	-
	31,942.26	11,412.43
Unsecured Borrowings:		
From Others		
Debentures (Refer note D below)		
0% Series "C"	164.34	-
0% Series "D"	192.93	-
	357.27	-
TOTAL	32,299.53	11,412.43

Note A:

- i) Term Loan of ₹ 5,278 Lacs from bank carried Interest @ 14.50 % p.a. The loan is repayable in 37 monthly installment of ₹ 139 Lacs each and 1 installment of ₹ 135 Lacs along with interest starting from 01.01.2012. The loan is secured by the mortgage of Ship at Goa, Immovable Property at Mumbai and Immovable Property at Goa which belongs to group companies.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

- ii) Term Loan of ₹ 5,300 Lacs from bank carried Interest @14.50% p.a. The loan is repayable in 47 monthly installment of ₹ 110.35 Lacs each and 1 Installment of ₹ 113.55 along with interest starting from 15.06.2013. The loan is secured by the mortgage of Ship at Goa, Immovable Property at Mumbai. Loan of ₹ 1,660.04 Lacs is drawn upto March, 2012.
- iii) Loan of Kshs. 6,000 Lacs from banks secured against First legal charge over LR 209/19015, Nairobi, repayable in 72 monthly installments after an initial principle moratorium period ending 30th September, 2011 at an interest at the bank's discretion but subject to a minimum of the bank's base rate-1% p.a. (currently 23% p.a.) for Kshs. and for USD at 3 months LIBOR+4% p.a. subject to minimum of 6.5% p.a. This was fully repaid by March, 2012.
- iv) Loan of Kshs. 15,750 Lacs from bank (includes Letter of credit facility and option to use as USD loan) secured against First legal charge over LR 1870/X/46,48,49 and LR 206/9, Nairobi repayable in 96 monthly installments after an initial principle moratorium period of 24 months at an interest of base rate-3% and on USD loan is 1 year USD Libor+4.3% (currently 22% and 9% respectively).
- v) Loan of £ 31.30 Lacs from bank secured against first legal charge over the property at Crouch End, United Kingdom, joint and several personal guarantees for £625,000. Interest is at LIBOR+4.5%. This was fully repaid by March, 2012.
- vi) Term loan of ₹ 12,000 Lacs from four consortium banks secured against first charge on Immovable Property at Daman carried interest @ 16% per annum. 4 installments are due within 12 months from balance sheet date and 24 installment due after 12 months from balance sheet date.
- vii) Term Loan of ₹ 1,640 Lacs from bank secured by equitable Mortgage of freehold jetty land at Goa, hypothecation of Ship, Stocks, Debts and Machinery at Goa carried interest @16% p.a. The loan is repayable in 60 monthly installment starting from April, 2010.

Note B:

Vehicle loan from Bank Secured by way of hypothecation of a Motor Vehicle carried Interest between @9.68% p.a. to @12.00% p.a.

Note C:

All secured Fully Convertible Debentures are secured by second charge on Immovable Property at Daman. All Debentures are going to be converted into "Non Voting Class A Equity" Shares of ₹ 10 each of Subsidiary Company as per detail given below;

Series of Debentures	No. of NVCA Equity Shares	Remark
15% Series "A"	450,000	Conversion after 78 months from date of issuance
19% Series "A"	90,000	Conversion after 78 months from date of issuance
8% Series "B"	28,340,080	Conversion after 52 months from date of issuance
9% Series "A-1"	285,088	Conversion after 36 months from date of issuance

Note D:

All unsecured Fully Debentures are going to be converted into "Non Voting Class B Equity Shares" of ₹ 10 each of subsidiary Company as per detail given as under;

Series of Debentures	No. of NVCA Equity Shares	Remark
0% Series "C"	74,532	Conversion after 90 months from date of issuance
0% Series "D"	200	Conversion after 90 months from date of issuance



(₹ in Lacs)

Particulars	As at 31st March, 2012	As at 31st March, 2011
6 OTHER LONG-TERM LIABILITIES		
Trade Payable	481.02	587.50
Interest accrued but not due	511.42	-
TOTAL	992.44	587.50
7 LONG-TERM PROVISIONS		
Provision for Employee Benefits:		
Gratuity (Unfunded)	68.61	51.65
Leave Encashment (Unfunded)	39.95	33.24
TOTAL	108.56	84.88
8 SHORT-TERM BORROWINGS		
Secured Borrowings:		
From a Bank - Cash Credit	837.49	284.86
Cash Credit from bank repayable on demand. Carries interest @14.50% p.a. It is secured against first charge on moveable fixed assets at Goa, Pari Passu charge on vessels at Goa		
Unsecured Borrowings:		
Loans Repayable on Demand - From Other Parties		
Interest Free Loans	7,170.75	6,822.82
Interest Bearing Loans @14% p.a.	2,640.00	-
TOTAL	10,648.24	7,107.68



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ in Lacs)

Particulars	As at 31st March, 2012	As at 31st March, 2011
9 TRADE PAYABLE		
Micro, Small and Medium Enterprises	1.29	0.08
Others	892.05	1,276.15
TOTAL	893.34	1,276.23

Details of dues to Micro, Small and Medium 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 31st March, 2012	As at 31st March, 2011
The principal amount remaining unpaid at the end of the year	1.29	Nil
The interest amount remaining unpaid at the end of the year	Nil	0.08
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	0.08
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	0.08



(₹ in Lacs)

Particulars	As at 31st March, 2012	As at 31st March, 2011
10 OTHER CURRENT LIABILITIES		
(a) Current Maturities of Long-Term Borrowings		
- From a Bank	2,586.17	1,872.00
- From Other	5.67	6.27
(b) Interest accrued and due on Borrowings	46.28	52.88
(c) Interest accrued but not due on Borrowings	540.68	0.06
(d) Investor Education and Protection Fund will be credited by following amounts (as and when due)		
- Unpaid Dividends	52.41	46.02
(e) Deposit	181.21	181.21
(f) Duties & Taxes	451.38	414.22
(g) Other Current Liabilities	258.01	98.04
(h) Other Payable	1,654.45	239.66
(i) Book Overdraft	14.19	352.88
(j) Advance received for Properties	1,479.63	1,860.84
(k) Trade Payable- Capital Asset	80.46	0.50
TOTAL	7,350.54	5,124.58
11 SHORT-TERM PROVISIONS		
Provision for Employee Benefits:		
- Gratuity (Unfunded)	7.00	-
- Leave Encashment (Unfunded)	10.46	5.54
Provision for Taxation (Net of Advance Tax ₹ 1,135.29; Previous Year: ₹ 51.76)	2,561.51	426.56
General Provisions	477.81	-
Proposed Dividend on Preference Shares	97.91	97.91
Proposed Dividend on Equity Shares	783.71	605.42
Provision for Dividend Distribution Tax	143.02	114.10
TOTAL	4,081.42	1,249.53



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

12 TANGIBLE ASSETS

(₹ in Lacs)													
Particulars	Land	Leasehold Land	Leasehold Improvement	Buildings	Plant & Machinery	Computer & Accessories	Furniture & Fixtures	Gaming Equipment	Vehicles	Ships	Feeder/Speed Boats	Aircrafts	Total
COST													
At 1 April, 2010	-	-	-	1,432.62	1,338.80	76.19	1,801.74	593.69	379.49	3,753.13	503.09	907.25	10,785.99
Acquisitions	5,329.22	-	-	353.50	22.16	-	5.81	181.00	30.81	-	36.87	-	5,959.37
Additions	229.58	-	-	291.94	130.60	9.38	48.27	15.00	8.60	40.90	49.18	-	823.45
Disposals	-	-	-	-	17.42	1.25	27.17	-	6.20	-	-	907.25	959.30
Exchange Difference	-	-	-	(100.23)	(1.44)	(0.65)	(3.47)	-	(4.09)	-	-	-	(109.88)
At 31 March, 2011	5,558.80	-	-	1,977.83	1,472.70	83.67	1,825.18	789.69	408.60	3,794.03	589.15	-	16,499.63
At 1 April, 2011	5,558.80	-	-	1,977.83	1,472.70	83.67	1,825.18	789.69	408.60	3,794.03	589.15	-	16,499.63
Acquisitions	625.26	-	61.90	-	67.27	141.27	27.16	194.25	53.06	-	-	-	1,170.18
Additions/Transfer from	-	125.55	-	195.38	214.74	42.08	43.77	36.11	74.83	83.54	-	-	815.99
Disposals/Transfer to	5,239.76	-	-	1,343.75	1.62	0.83	1.85	-	20.48	-	-	-	6,608.30
Revaluation	-	14.07	-	-	-	-	-	-	-	-	-	-	14.07
Exchange Difference	-	20.66	-	64.51	3.01	1.23	6.71	-	7.98	-	-	-	104.08
At 31 March, 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
DEPRECIATION													
At 1 April, 2010	-	-	-	41.51	113.23	36.89	238.86	53.34	173.43	238.62	52.83	75.81	1,024.51
Acquisitions	-	-	-	-	12.58	-	5.94	-	9.65	-	5.89	-	34.05
Additions	-	-	-	79.33	73.95	14.51	127.29	46.40	54.38	137.24	38.90	23.37	595.36
Disposals	-	-	-	-	3.28	0.86	11.25	-	1.68	-	-	99.18	116.24
Exchange Difference	-	-	-	(5.84)	(0.25)	(0.35)	(1.29)	-	(1.80)	-	-	-	(9.53)
At 31 March, 2011	-	-	-	115.00	196.23	50.20	359.54	99.74	233.98	375.86	97.62	-	1,528.15
At 1 April, 2011	-	-	-	115.00	196.23	50.20	359.54	99.74	233.98	375.86	97.62	-	1,528.15
Acquisitions	-	-	58.28	-	29.93	43.19	8.79	12.79	14.01	-	-	-	166.99
Charge for the Year	-	4.75	3.62	34.96	115.38	62.45	136.49	41.53	57.01	166.24	43.33	-	665.77
Disposal	-	-	-	65.26	0.66	0.66	0.96	-	8.11	-	-	-	75.65
Exchange Difference	-	0.76	-	11.69	1.02	0.90	3.49	-	3.19	-	-	-	21.05
At 31 March, 2012	-	5.51	61.90	96.40	341.90	156.08	507.35	154.06	300.07	542.10	140.95	-	2,306.32
NET BOOK VALUE													
At 31 March 2012	944.30	154.77	-	797.56	1,414.20	111.33	1,393.62	865.99	223.92	3,335.46	448.20	-	9,689.34
At 31 March 2011	5,558.80	-	-	1,862.83	1,276.47	33.47	1,465.64	689.95	174.62	3,418.17	491.53	-	14,971.48



12 INTANGIBLE ASSETS

Particulars	(₹ in Lacs)
COST	
At 1st April, 2010	4.63
Acquisitions	15.95
Additions	2.40
Disposals	-
Exchange Difference	(0.26)
At 31st March, 2011	22.73
At 1st April, 2011	22.73
Acquisitions	13.75
Additions	8.31
Disposals	15.95
Exchange Difference	0.66
At 31st March, 2012	29.50
DEPRECIATION	
At 1st April, 2010	1.55
Acquisitions	3.19
Charge for the year	3.01
Disposal	-
Exchange Difference	(0.14)
At 31st March, 2011	7.61
At 1st April, 2011	7.61
Acquisitions	4.86
Charge for the Year	10.33
Disposal	7.02
Exchange Difference	0.63
At 31st March, 2012	16.41
NET BOOK VALUE	
At 31st March, 2012	13.09
At 31st March, 2011	15.12



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹	As at 31st March, 2012	As at 31st March, 2011
13 NON CURRENT INVESTMENTS					
1 Investment in Immovable Property					
Opening Balance				-	8,259.31
Add: During the year				1,873.14	-
Less: During the year transferred to stock in trade				-	8,259.31
Less: Amortization				159.11	-
				1,714.03	-
2 Trade Investments					
(A) Quoted Fully Paid Equity Shares					
Advani Hotels & Resorts Limited	16,360,773	16,132,021	2.00	8,926.49	8,851.78
(B) Unquoted Fully Paid Equity Shares					
Other Companies					
Aero Port & Infrastructure Project Private Limited	43,750	43,750	10.00	4.38	4.38
J M Township & Real Estate Private Limited	1,750,000	1,750,000	10.00	17.50	17.50
3 Non Trade Investments					
(A) Unquoted Fully Paid Equity Shares					
Associate Company:					
Zeicast PTE Limited	4,275,000	-	US \$ 0.17	252.38	-
Other Companies:					
The Saraswat Co. Op. Bank Limited	7,500	2,500	10.00	0.75	0.25
Freedom Aviation Private Limited	120	120	10.00	0.01	0.01
The Shamrao Vithal Co.op. Bank Limited	2,100	2,100	25.00	0.53	0.53
(B) Unquoted Fully Paid 0 % Optionally Convertible Debentures					
J M Township & Real Estate Pvt Ltd	7,070,000	7,070,000	10.00	707.00	707.00
TOTAL				11,623.07	9,581.45

(₹ in Lacs)

Particulars	As at 31st March, 2012		As at 31st March, 2011	
	Book Value	Market Value	Book Value	Market Value
Aggregate amount of Quoted Investments	8,926.49	4,982.00	8,851.78	5,654.00
Aggregate amount of Unquoted Investments	2,696.58	-	729.67	-

Acquisitions / Divestments

Acquisitions:

During the year, the Company has invested in 42,75,000 Equity Shares of Zeicast PTE Limited, Singapore for ₹ 361.16 Lacs.



14 DEFERRED TAX

In accordance with Accounting Standard (AS) 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, 2012 are as follows:

(₹ in Lacs)

Deferred Tax	As at 31st March, 2012	As at 31st March, 2011
Deferred Tax Liability:		
Difference between Book and Tax Depreciation	787.67	480.60
(A)	787.67	480.60
Deferred Tax Asset:		
Carry Forward Losses	476.43	222.09
General Provision and Borrowing Cost	153.50	26.79
Expenses Disallowed under Income Tax Act	262.66	234.61
(B)	892.59	483.49
Net Deferred Tax Liability/(Assets) (A-B)	(104.92)	(2.89)
15 LONG-TERM LOANS AND ADVANCES		
a. Capital Advances		
Unsecured Considered Good	1,861.55	893.87
b. Security Deposits		
Unsecured Considered Good	427.97	333.29
c. Other Loans and Advances		
Unsecured Considered Good	756.94	1,489.82
d. Unsecured Considered Doubtful	7.03	-
Provision for Doubtful Advances	(7.03)	-
	-	-
e. MAT Credit Entitlement	1,512.79	1,848.07
TOTAL	4,559.25	4,565.05
16 OTHER NON CURRENT ASSETS		
Unsecured Considered Good:		
Fixed Deposit	419.27	-
Prepaid Expenses	89.38	-
Interest Accrued Fixed Deposits	49.37	-
TOTAL	558.02	-



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹	As at 31st March, 2012	As at 31st March, 2011
17 CURRENT INVESTMENT					
(a) Investment in Equity Instruments					
Quoted Fully Paid Up					
(i) Trade Investments (at cost)					
Peninsula Land Limited	48,000	48,000	2.00	2.64	2.64
(ii) Other Investments (at cost)					
Piramal Healthcare Limited	423	423	2.00	0.10	0.10
Victoria Mills Limited	40	40	100.00	0.02	0.02
Arrow Textiles Limited	2	1	10.00	0.00	0.00
Piramal Glass Limited*	19	19	10.00	-	-
Piramal Life Science Limited*	42	42	10.00	-	-
*Issued free against holding of shares of Piramal Healthcare Ltd.					
(b) Investments in Mutual Funds (Unquoted)					
Birla Dynamic Bond	-	9,635,388	10.52	-	1,013.86
ICICI Pru Monthly Interval V Plan A	-	14,999,700	10.05	-	1,507.78
ICICI Quarterly Interval Plan III	-	10,000,000	10.01	-	1,001.38
HDFC FMP 92D March 2012	5,000,000	-	10.00	500.00	-
ICICI Pru Interval II Quarterly Plan D	4,998,300	-	10.00	500.00	-
J P Morgan Fixed Maturity Plan Series 7	7,500,000	-	10.00	750.00	-
J P Morgan India Fixed Maturity Plan 95 D Series 1	-	11,553,679	10.06	-	1,162.18
J P Morgan India Liquid Fund	507,171	-	10.02	50.79	-
Kotak Flexi Debt Fund	-	9,997,830	10.01	-	1,001.22
Templeton Short-Term Fund	-	93,974	1,078.28	-	1,013.30
TOTAL				1,803.56	6,702.50

(₹ in Lacs)

Particulars	As at 31st March, 2012		As at 31st March, 2011	
	Book Value	Market Value	Book Value	Market Value
Aggregate amount of Quoted Investments	2.76	18.61	2.76	31.40
Aggregate amount of Unquoted Investments	1,800.80	-	6,699.74	-

(₹ in Lacs)

Particulars	As at 31st March, 2012	As at 31st March, 2011
18 INVENTORIES		
(Valued at Cost or Market value whichever is lower)		
Traded Goods	7,051.86	4,609.13
Realty Work in Process	24,202.88	20,028.78
Stores and Spares	225.48	290.48
TOTAL	31,480.22	24,928.39



(₹ in Lacs)

Particulars	As at 31st March, 2012	As at 31st March, 2011
19 TRADE RECEIVABLES		
Unsecured Considered Good:		
Outstanding for a period exceeding six months from the date they are due for payment	6,268.46	165.51
Others	201.22	129.12
TOTAL	6,469.68	294.63
20 CASH AND BANK BALANCE		
(a) Cash and Cash Equivalent:		
On Current Accounts	2,184.74	860.17
Deposit with Maturity less than 3 months	10,531.59	4,436.40
Cash on Hand	276.87	898.13
(b) Other Bank Balance:		
Margin Money Deposits	197.96	155.49
Unpaid Dividend Accounts	52.41	46.02
TOTAL	13,243.57	6,396.21
21 SHORT-TERM LOANS AND ADVANCES		
(a) Loans and Advances (Unsecured Considered Good):		
Loan to Employees	1.26	2.90
Balances with Statutory/Government Authorities	2,339.40	2,048.73
Deposits	47.49	213.14
Prepaid Expenses	1,114.29	1,700.15
Advance for Properties	6,333.63	5,944.04
Inter Corporate Deposit/Other Advances given to Related Parties	2,119.20	1,573.17
Other Advances	4,087.65	1,589.04
MAT Credit Entitlement	629.34	509.34
Advance Income Tax (Net of Provision of Taxes ₹ 4,268.34; Previous Year : ₹ 4,219.99)	1,101.63	992.85
(b) Unsecured Considered doubtful:		
Advances Receivable	23.42	8.40
Provision for doubtful debt	(23.42)	(8.40)
	-	-
TOTAL	17,773.89	14,573.36
22 OTHER CURRENT ASSETS		
Accrued Interest on Fixed Deposits	47.97	45.21
Bank Deposits with more than 12 months maturity	1.55	0.63
Ancillary cost of Arranging the Borrowings	-	106.51
Share Application Money	-	0.00
TOTAL	49.52	152.35



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ in Lacs)

Particulars	Year Ended 31st March, 2012	Year Ended 31st March, 2011
23 REVENUE FROM OPERATIONS		
Sale of Services	14,306.27	11,102.82
Sales of Goods	22,187.82	26,498.50
TOTAL	36,494.09	37,601.32
24 OTHER INCOME		
Interest Received On:		
- Bank Deposits	200.92	62.81
- Inter Corporate Deposits	118.40	101.50
- Income Tax Refund	-	40.17
Miscellaneous Income	128.45	63.45
Dividend Equity Shares/Mutual Funds	775.60	554.18
Foreign Exchange Fluctuation Gains	45.66	38.53
Profit on Sale of Assets	-	0.05
Profit on Sale of Investment	0.17	5.85
TOTAL	1,269.20	866.54
25 COST OF SALES		
Opening Balance	24,637.91	26,782.72
Purchases / Transfer from Fixed Asset	22,110.35	8,127.05
Less : Closing Stocks	31,254.73	24,637.91
TOTAL	15,493.53	10,271.86
26 EMPLOYEE BENEFIT EXPENSES		
Salaries, Wages & Bonus	2,354.92	1,950.49
Contribution to Provident & Other Funds	134.41	106.65
Employee Benefits	28.78	40.74
Employee Compensation Expenses	518.61	196.82
Staff Welfare Expenses	123.64	118.48
TOTAL	3,160.36	2,413.18



(₹ in Lacs)

Particulars	Year Ended 31st March, 2012	Year Ended 31st March, 2011
27 FINANCE COSTS		
Interest	978.82	1,338.93
Other Borrowing Costs	88.93	221.34
TOTAL	1,067.75	1,560.27
28 OTHER EXPENSES		
Payment to Auditors	69.45	50.28
Advertisement Expenses	463.73	299.61
Consumption of Stores and Spare Parts	5.08	5.89
Director Sitting Fees	29.97	20.45
Donation	33.20	9.86
Hotel Expenses	380.96	172.07
Insurance Charges	59.29	48.43
Legal and Professional Fees	676.58	1,043.39
Loss on Sale of Assets	0.25	-
Loss on Sale of Investments	-	232.85
Miscellaneous Expenses	497.15	477.82
Postage and Communication Expenses	65.37	54.59
Power and Fuel	589.69	445.99
Provision for Doubtful Recovery	22.05	8.40
Rates and Taxes	3,042.34	2,408.14
Rent	432.90	128.63
Repairs & Maintenance:		
- Buildings	81.60	105.57
- Machinery	307.10	214.40
- Others	7.84	5.93
Sales Promotion Expenses	582.29	293.06
Travelling Expenses	281.86	273.86
Vehicle Expenses	144.35	84.52
TOTAL	7,773.05	6,383.74



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

29 In the opinion of the Board, the current assets, loans and advances are approximately of the value stated if realized in the ordinary course of business. The provisions for all known liabilities are adequate.

30 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ in Lacs)

Particulars	As at 31st March	
	2012	2011
(I) Contingent Liabilities		
(Excluding interest and penalty on the respective amount if any arrived upon the final out come)		
(a) Claims against the Company not acknowledged as debt		
- Income Tax Liabilities for Assessment Year : 2004-05	14.10	-
- Income Tax Liabilities for Assessment Year : 2005-06	8.21	-
- Income Tax Liabilities for Assessment Year : 2007-08	146.22	146.22
- Income Tax Liabilities for Assessment Year : 2009-10	1,086.68	-
- Service Tax on Management Fees and Expat Services	26.61	26.61
- Entertainment Tax on Gaming Operations	19.10	19.10
Management is contesting against these matter and is hopeful of succeeding in the same		
(b) Guarantees		
- Financial Guarantee Given to Custom Authority against Ship Clearance	40.00	40.00
- Outstanding Letters of Credit	-	470.14
- Guarantees given by the Company's Banker in the normal course of business	626.48	293.08
(c) Other money for which the Company is contingently liable		
- Bond given to Custom Authorities	2,047.19	2,047.19
	4,014.59	3,042.34
(II) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances)	3,419.32	-
Estimated amount of contracts remaining to be executed on goods other than capital account and not provided for	67.81	1,620.13
Other Commitment	6,583.63	-
	10,070.77	1,620.13
(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, or more than, eight times the CIF value of imports in respect of certain licenses and eight times 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 period of 8 years from the date of import of capital goods. The Export Promotion Capital Goods Schemes, Foreign Trade Policy 2004-2009 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 2004- 2009, the Company is required to export goods of FOB value of ₹ Nil (P.Y ₹ 2,024.62).		



31 THE SUBSIDIARY COMPANIES CONSIDERED IN THE CONSOLIDATED FINANCIAL STATEMENTS ARE:

Name of the Company	Country of Incorporation	% of Voting Right as on 31st March	
		2012	2011
Subsidiaries (held directly):			
Delta Adventures and Entertainment Private Limited	India	100.00	100.00
Delta Holding (USA) Inc.	USA	100.00	100.00
Delta Hospitality and Leisure Private Limited	India	100.00	100.00
Delta Leisure and Entertainment Private Limited	India	100.00	100.00
Delta Lifestyle and Entertainment Private Limited	India	100.00	100.00
Delta Offshore Developers Limited	Mauritius	100.00	100.00
Delta Pan Africa Limited	Kenya	100.00	100.00
Delta Pleasure Cruise Company Private Limited (earlier known as Advani Pleasure Cruise Company Private Limited)	India	51.00	51.00
Daman Entertainment Private Limited (from 22.12.2011)	India	51.00	-
Step-Down Subsidiaries:			
AAA Township Private Limited	India	100.00	100.00
Aman Infrastructure Private Limited	India	100.00	100.00
Argyll Hotels Private Limited	India	100.00	100.00
Atled Technologies Private Limited (from 08.08.2011)	India	100.00	-
Caravella Casino (Goa) Private Limited	India	100.00	100.00
Coastal Sports Ventures Private Limited	India	100.00	100.00
Daman Hospitality Private Limited (from 03.06.2011)	India	51.00	-
Delta Corp East Africa Limited	Kenya	53.65	53.65
Delta Hospitality and Entertainment Private Limited	India	100.00	100.00
Delta Square Limited	Kenya	53.65	53.65
Highstreet Cruises & Entertainment Private Limited	India	100.00	100.00
Highstreet Riviera Leisure (Goa) Private Ltd (from 30.09.2011)	India	100.00	-
Kaizan LLP	UK	45.60	45.60
Marvel Resorts Private Limited	India	79.00	76.00
Richtime Realty Private Limited	India	50.01	50.01
Samarpan Properties and Construction Private Limited	India	100.00	100.00
Samarpan Township Private Limited	India	100.00	100.00
Shree Mangesh Realty Private Limited	India	100.00	100.00
Victor Hotels and Motels Limited	India	100.00	100.00
Associate Company:			
Zeicast PTE Limited (ZPL)	Singapore	24.32	-
Joint Venture:			
Highstreet Riviera Leisure (Goa) Private Ltd (till 30.09.2011)	India	-	50.00



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

32 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 (AS) – 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.

33 In case of the Delta Holding (USA) Inc and Delta Offshore Developers Ltd, Mauritius, unaudited financial statements as on 31st December, 2011 and as on 31st March, 2012 respectively as certified by the management, have been considered in the Consolidated Financial Statements.

34 SEGMENT DISCLOSURES

Primary Segment Information:

(₹ in Lacs)

Sr No.	Particulars	Real Estate	Lease Rent	Gaming & Hospitality	Others	Total
I	Segment Revenue:					
	Gross Turnover	22,010.55	251.86	14,403.34	2,035.41	38,701.16
		(26,591.09)	(1,017.94)	(10,033.92)	(1,584.39)	(39,227.34)
	Inter Segment Turnover	-	116.94	54.71	766.21	937.87
		-	(63.33)	(9.50)	(686.65)	(759.48)
	Net Turnover	22,010.55	134.92	14,348.63	1,269.20	37,763.29
		(26,591.09)	(954.61)	(10,024.42)	(897.74)	(38,467.86)
II	Segment Results	6,739.93	92.69	3,473.91	374.48	10,681.00
	(Profit before Interest and Tax)	(15,815.59)	(712.48)	(2,249.00)	(-27.06)	(18,750.01)
	Less- Finance charges					1,067.75
	Interest Expenses					(1,560.27)
	Profit Before tax					9,613.25
						(17,189.74)
	Less : Taxes					2,963.82
						(668.67)
	Profit After tax					6,649.43
						(16,521.07)
	Less : Minority Interest/ Profit/ (Loss) from Associates					2,326.96
						(-49.75)
	Profit After Tax (After adjusting Capital Profit and Minority Interest)					4,322.47
						(16,570.82)
III	Segment Assets	51,920.08	1,973.99	75,257.98	10,313.90	1,39,465.95
		(39,871.59)	(1,272.19)	(40,856.41)	(9,324.74)	(91,324.93)
IV	Segment Liabilities	26,888.64	-	37,141.76	1,043.58	65,073.98
		(20,557.16)	(693.19)	(10,801.04)	(333.40)	(32,384.78)
V	Capital Expenditure	322.74	-	500.11	-	822.86
		(130.75)	-	(695.11)	-	(825.86)
VI	Depreciation	112.76	-	505.75	27.25	645.76
		(144.25)	-	(427.77)	(24.75)	(596.77)

**Secondary Segment Information:**

(₹ in Lacs)

Particulars	Year Ended 31st March	
	2012	2011
Segment Revenue		
- Within India	20,761.72	37,025.76
- Outside India	17,001.58	1,442.10
TOTAL	37,763.29	38,467.86
Segment Assets		
- Within India	105,380.98	67,045.27
- Outside India	34,084.97	24,279.66
TOTAL	139,465.95	91,324.93
Segment Liabilities		
- Within India	40,607.17	14,631.00
- Outside India	24,466.81	17,753.79
TOTAL	65,073.98	32,384.79
Capital Expenditure		
- Within India	501.42	705.92
- Outside India	321.43	119.93
TOTAL	822.86	825.86

Disclosures:**Primary Segment:****I. Business Segment:**

Segment identified by the company comprises are 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”.

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 businesses 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 and outside India under geographical segment is considered as secondary segment.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

35 DISCLOSURE REQUIRED BY CLAUSE 32 OF THE LISTING AGREEMENT:

(₹ in Lacs)

Name of the Company	Closing Balance		Maximum Balance outstanding during the year	
	2011-12	2010-11	2011-12	2010-11
Jayem Realty Solutions Private Limited	518.94	460.87	518.94	460.87

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.

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, 2012 based on actuarial valuation carried out using the Project Credit Method.
- 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	
		2012	2011	2012	2011
1	Assumptions :				
	Discount Rate	8.50%	8.25%	8.50%	8.25%
	Salary Escalation	5.00%	5.00%	5.00%	5.00%
2	Changes in present value of obligations :				
	Present value of obligations as at beginning of year	46.01	34.90	38.78	21.02
	Interest Cost	5.83	2.53	4.42	1.56
	Current Service Cost	46.83	19.82	14.15	12.59
	Liability Transfer In	28.50	-	15.94	-
	Liability Transfer Out	-	(4.43)	-	(1.98)
	Benefit Paid	-	(0.26)	(7.67)	(5.76)
	Actuarial (Gain) / Loss on obligations	(51.60)	(6.55)	(15.19)	11.35
	Present value of obligations as at end of year	75.57	46.01	50.42	38.78



Sr. No.	Particulars	Gratuity Unfunded		Leave Encashment Unfunded	
		2012	2011	2012	2011
3	Actuarial (Gain)/Loss recognized:				
	Actuarial (Gain)/Loss for the year -Obligation	(51.60)	(6.55)	(15.19)	11.35
	Actuarial (Gain)/Loss for the year -Plan Assets	-	-	-	-
	Total (Gain)/Loss for the year	(51.60)	(6.55)	(15.19)	11.35
	Actuarial (Gain)/Loss recognized in the year	(51.60)	(6.55)	(15.19)	11.35
4	Amount recognized in the Balance Sheet:				
	Liability at the end of the year	75.57	46.01	50.42	38.78
	Fair value of Plan Assets at the end of the year	-	-	-	-
	Difference	(75.57)	(46.01)	(50.42)	(38.78)
	Amount recognized in the Balance Sheet	75.57	46.01	50.42	38.78
5	Expenses recognized in the Profit and Loss Account:				
	Current Service Cost	46.83	19.82	14.15	12.59
	Interest Cost	5.83	2.53	4.42	1.56
	Expected return on Plan Assets	-	-	-	-
	Past Service Cost (non-vested benefit) recognized	-	-	-	-
	Past Service Cost (vested benefit) recognized	-	-	-	-
	Recognition of Transition Liability	-	-	-	-
	Actuarial (Gain)/Loss	(51.60)	(6.55)	(15.19)	11.35
	Expenses recognized in the Profit and Loss Account	1.06	15.80	3.37	25.50
6	Balance Sheet Reconciliation:				
	Opening Liability	46.01	34.90	38.78	21.02
	Transfer from Other Company	28.50	-	15.94	-
	Transfer to Other Company	-	(4.43)	-	(1.98)
	Expenses as above	1.06	15.80	3.37	25.50
	Employer's Contribution	-	(0.26)	(7.67)	(5.76)
	Closing Net Liability	75.57	46.01	50.42	38.78

iii) Under Defined Contribution Plan:

(₹ in Lacs)

Particular	2011-12	2010-11
Contribution to Provident Fund	110.66	72.20
Contribution to ESIC	17.08	1.72



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

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

(iii) Enterprises over which persons mentioned in (i) and (ii) above exercise significant influence:

- Aarti J Mody Trust (AAJMT)
- Aarti Management Consultancy Private Limited (AMCLP)
- Aditi J Mody Trust (ADJMT)
- Aditi Management Consultancy Private Limited (ADMPL)
- Anjali J Mody Trust (ANJMT)
- Anjoss Trading Private Limited(ATPL)
- Arrow Textiles Limited (ATL)
- AZB & Partners (AZB)
- Blackpool Realty Private Limited (BRPL)
- Dacapo Brokerage India Private Limited (DBIPL)
- Delta Magnets Limited (DML)
- Freedom Registry Limited (FRPL)
- Highstreet Riviera Leisure Goa Private Limited (HRLPL)
- J M Township Real Estate Private Limited (JMTPPL)
- Jayem Properties Private Limited (JPPL)
- Jayem Realty Solutions Private Limited (JRSPL)
- Peninsula Facility Management Services Private Limited (PFMS)
- Peninsula Land Ltd (PLL)
- Zeicast Pte Limited (ZPL)



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	
		11-12	10-11	11-12	10-11	11-12	10-11
1	Rent and Other Charges for Office Building						
	JPPL	-	-	47.39	11.49	47.39	11.49
		-	-	47.39	11.49	47.39	11.49
2	Maintenance Charges and Other expenses						
	PFMS	-	-	71.30	58.34	71.30	58.34
		-	-	71.30	58.34	71.30	58.34
3	Directors Sitting Fees						
	JM	0.40	0.50	-	-	0.40	0.50
		0.40	0.50	-	-	0.40	0.50
4	Professional Fees Paid						
	FRPL	-	-	7.08	4.60	7.08	4.60
	AZB	-	-	42.48	36.42	42.48	36.42
		-	-	49.56	41.02	49.56	41.02
5	Remuneration Paid						
	AK	112.96	99.94	-	-	112.96	99.94
	HD	37.99	33.51	-	-	37.99	33.51
		150.95	133.45	-	-	150.95	133.45
6	Other Expenses Paid						
	DBIPL	-	-	0.12	0.07	0.12	0.07
		-	-	0.12	0.07	0.12	0.07
7	Interest Income						
	JRSPL	-	-	64.52	12.08	64.52	12.08
		-	-	64.52	12.08	64.52	12.08
8	Loans Repayment						
	AMCLP	-	-	-	84.34	-	84.34
	ADMPL	-	-	-	84.34	-	84.34
	ATPL	-	-	-	84.34	-	84.34
		-	-	-	253.02	-	253.02
9	Loans Given						
	JRSPL	-	-	-	450.00	-	450.00
		-	-	-	450.00	-	450.00



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ 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	
		11-12	10-11	11-12	10-11	11-12	10-11
10	Advance Received for Property						
	ADMPL	-	-	-	166.65	-	166.65
	BRPL	-	-	-	175.00	-	175.00
	AMCLP	-	-	-	288.65	-	288.65
	ATPL	-	-	-	206.70	-	206.70
		-	-	-	837.00	-	837.00
11	Repayment of Advance for Property						
	ADMPL	-	-	-	166.65	-	166.65
	BRPL	-	-	50.00	1,058.50	50.00	1,058.50
	AMCLP	-	-	-	340.40	-	340.40
	ATPL	-	-	-	206.70	-	206.70
		-	-	50.00	1,772.25	50.00	1,772.25
12	Repayment of Advance for Properties						
	JPPL						
	Advance Given	-	-	1,200.00	-	1,200.00	-
	Received Back	-	-	220.00	-	220.00	-
		-	-	980.00	-	980.00	-
13	Deposit Given						
	JPPL	-	-	-	120.00	-	120.00
		-	-	-	120.00	-	120.00
14	Investment in Associate						
	ZPL	-	-	361.16	-	361.16	-
		-	-	361.16	-	361.16	-
15	Dividend On Equity Shares Paid						
	JM	-	49.02	-	-	-	49.02
	ZM	-	150.78	-	-	-	150.78
	UP	0.02	-	-	-	0.02	-
	KP	0.02	-	-	-	0.02	-
	AAJMT	-	-	93.64	-	93.64	-
	ADJMT	-	-	93.64	-	93.64	-
	ANJMT	-	-	93.64	-	93.64	-
		0.04	199.80	280.92	-	280.96	199.80



(₹ 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	
		11-12	10-11	11-12	10-11	11-12	10-11
16	Dividend On Preference Shares Paid						
	JM	48.95	48.95	-	-	48.95	48.95
	ZM	48.95	48.95	-	-	48.95	48.95
		97.91	97.91	-	-	97.91	97.91
17	Acquisition of Fixed Assets (Including Advances)						
	PLL	-	-	-	322.14	-	322.14
		-	-	-	322.14	-	322.14
18	Received for Shares Warrants						
	AAJMT	-	-	699.98	233.32	699.98	233.32
	ADJMT	-	-	699.98	233.32	699.98	233.32
	ANJMT	-	-	699.98	233.32	699.98	233.32
		-	-	2,099.93	699.96	2,099.93	699.96
19	Share Application Money						
	ATL	-	-	-	0.00	-	0.00
		-	-	-	0.00	-	0.00
20	Sale of Shares						
	PLL	-	-	-	0.26	-	0.26
		-	-	-	0.26	-	0.26
21	Amount Received for Equity Shares						
	AAJMT	-	-	-	1,400.80	-	1,400.80
	ADJMT	-	-	-	1,400.80	-	1,400.80
	ANJMT	-	-	-	1,400.80	-	1,400.80
		-	-	-	4,202.40	-	4,202.40
22	ESOP Grant (Nos. of Options)						
	AK	-	17.05	-	-	-	17.05
	HD	-	6.00	-	-	-	6.00
		-	23.05	-	-	-	23.05



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ 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	
		11-12	10-11	11-12	10-11	11-12	10-11
23	Allotments of Equity Shares against ESOP Conversion						
	AK	3.25	-	-	-	3.25	-
	HD	1.00	-	-	-	1.00	-
		4.25	-	-	-	4.25	-
24	Sharing of Resources *						
	ZM	-	-	-	-	-	-
	ATL	-	-	-	-	-	-
	DML	-	-	-	-	-	-
	ATPL	-	-	-	-	-	-
		-	-	-	-	-	-
25	Reimbursement of Expenses						
	ATL	-	-	-	0.01	-	0.01
	DML	-	-	-	0.37	-	0.37
		-	-	-	0.38	-	0.38
	Closing Balance as on 31st March						
26	Professional Fees Payable						
	AZB	-	-	-	0.02	-	0.02
	FRPL	-	-	1.72	1.73	1.72	1.73
		-	-	1.72	1.75	1.72	1.75
27	Loans Given (Incl. Interest)						
	JRSPL	-	-	518.94	460.87	518.94	460.87
	HRLPL	-	-	-	491.80	-	491.80
		-	-	518.94	952.67	518.94	952.67
28	Advance for Received Property						
	BRPL	-	-	-	50.00	-	50.00
		-	-	-	50.00	-	50.00
29	Advance Given for Property						
	JRSPL	-	-	620.50	620.50	620.50	620.50
	JPPL	-	-	980.00	-	980.00	-
		-	-	1,600.50	620.50	1,600.50	620.50

* Transactions are of non monetary consideration.



(₹ 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	
		11-12	10-11	11-12	10-11	11-12	10-11
30	Sundry Creditors						
	PFMS	-	-	2.85	6.90	2.85	6.90
	PLL	-	-	36.79	36.79	36.79	36.79
	JPPL	-	-	-	12.25	-	12.25
		-	-	39.64	55.94	39.64	55.94
31	Sundry Debtors						
	AZB	-	-	-	0.12	-	0.12
		-	-	-	0.12	-	0.12
32	Deposit Receivable						
	JPPL	-	-	120.00	120.00	120.00	120.00
		-	-	120.00	120.00	120.00	120.00

38 MAT CREDIT ENTITLEMENT

MAT Credit Entitlement of ₹ 2,142.12 Lacs (Previous Year: ₹ 2,357.41 Lacs) is based on business projections of company provided by management, and the same have been relied upon by the Auditors.

39 EARNINGS PER SHARE

(₹ in Lacs unless specified)

Particular	2011-12	2010-11
Net Profit after Tax	4,322.47	16,570.82
Less:		
Preference Dividend and Dividend Distribution Tax thereon	(113.79)	(113.79)
Numerator used for calculating basic earnings per share	4,208.68	16,457.03
Weighted average number of equity shares used as denominator for calculating basic earnings per share	2,159.62	1,817.79
Weighted average number of equity shares used as denominator for calculating diluted earnings per share	2,171.28	1,868.06
Basic Earnings Per Share (₹)	1.95	9.05
Diluted Earnings Per Share (₹)	1.94	8.81
Face value per equity share (Re.)	1	1



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

40 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	2011-12	2010-11
Lease Rental recognized during the year	134.92	1,018.00
TOTAL	134.92	1,018.00

The future minimum lease income is as under:

(₹ in Lacs)

Particular	2011-12	2010-11
Upto 1 Year	-	134.78
1 Year to 5 Year	-	5.62
above 5 Year	-	-
TOTAL	-	140.4

- Operating Lease Expenses Disclosure:

The Company has non cancelable operating lease expenses for assets taken on lease.

(₹ in Lacs)

Particular	2011-12	2010-11
Lease Rental paid during the year	467.72	301.42
TOTAL	467.72	301.42

The future minimum lease expense is as under:

(₹ in Lacs)

Particular	2011-12	2010-11
Upto 1 Year	1,154.96	344.95
1 Year to 5 Year	180.82	813.00
above 5 Year	-	-
TOTAL	1,335.78	1,157.95

41 PREVIOUS YEAR COMPARATIVES

As notified by Ministry of Corporate Affairs, Revised Schedule VI under the Companies Act, 1956 is applicable to the Financial Statements for the financial year commencing on or after 1st April, 2011. Accordingly, the financial statements for the year ended March 31, 2012 are prepared in accordance with the Revised Schedule VI. The amounts and disclosures included in the financial statements of the previous year have been reclassified to conform to the requirements of Revised Schedule VI.

For and on Behalf of Board of Directors

Jaydev Mody	Chairman
Ashish Kapadia	Managing Director
Mahesh Gupta	Director
Rajeev Piramal	Director
Rajesh Jaggi	Director
Lt. Gen. N. Thamburaj	Director
Hitesh Kanani	Company Secretary

Place : Mumbai
Date : 27th April, 2012



Registered Office: Peninsula Centre, No. 4, Galaxy Co-Op. Housing Society, Off Dhole Patil Road, Pune - 411 001, Maharashtra.

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL

I/We hereby record my/our presence at the 21st Annual General Meeting of the Company to be held on **Friday, 28th September, 2012**, at 2.30 p.m., at the Registered Office of the Company at Peninsula Centre, No. 4, Galaxy Co-Op. Housing Society, Off Dhole Patil Road, Pune - 411 001, Maharashtra.

Name and Address of the Shareholder(s)

If Shareholder(s), please sign here

If Proxy, please mention name and sign here

Signature _____

Name & Signature _____



Registered Office: Peninsula Centre, No. 4, Galaxy Co-Op. Housing Society, Off Dhole Patil Road, Pune - 411 001, Maharashtra.

FORM OF PROXY

Members are requested to advise the change of their address, if any, to Freedom Registry Limited at the above address.

DP ID No. *

L. F. No.

Client ID No.*

No. of shares held

I/We of being a Member / Members of the above named Company hereby appoint

of..... or failing him/her

of..... as my/our proxy/proxies to vote for me/us on my/our behalf at the 21st Annual General Meeting of the Company to be held on **Friday, 28th September, 2012**, at 2.30 p.m., at the Registered Office of the Company at Peninsula Centre, No. 4, Galaxy Co-Op. Housing Society, Off Dhole Patil Road, Pune - 411 001, Maharashtra, at any adjournment thereof.

Dated this day of2012.

Signature

Affix a
15 paise
Revenue
Stamp

Notes :

1. If you intend to appoint a proxy to attend the Meeting instead of yourself, the proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Meeting.
2. A proxy need not be a Member.

* Applicable for Investors holding shares in electronic form.

2011-2012



Registered Office

Peninsula Centre No. 4
Galaxy Co-Op Housing Society
Off Dhole Patil Road
Pune 411 001
Maharashtra, INDIA

T +91 (22) 4079 4700

F +91 (22) 4079 4777

W www.deltacorp.in

Corporate Office

109, Bayside Mall, 1st Floor
Opp. Sobo Central Mall
Tardeo Road, Haji Ali
Mumbai 400 034
Maharashtra, INDIA