



Annual Report : 2013 - 14



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# FROM THE CHAIRMAN

Dear Shareholders,

I remember in my last year's communication, I had shared with you how patience is critical and essential for long-term growth and prosperity. I had extolled upon the patient perseverance of a farmer and how, a good harvest will take its time.

Time, and timing, is what underlines the success of any business, and it is confidence and conviction that carries us through challenging times. And times change...

Welcome to a year of solid performance and promise at Delta Corp Ltd.!

Since the last six months of 2013, the global economy has been on a positive upswing. Key macro indicators like industrial output and employment in advanced countries have been showing impressive gains. The euro zone is finally out of recession. China has maintained its growth level of last year, and in India, the economy has grown by 4.7 per cent compared to 4.5 per in the previous year. In India, expectations soared high with the election of a stable government voted in with an absolute majority. Confidence returned as plans to put the economy back on the track of high growth started unfolding with a bold and decisive union budget.

In a matter of months, there has been a dramatic turnaround with optimism and positivity across industries and sectors. Demand in key sectors like automobiles, real estate and infrastructure, depressed for the last few years, is now reviving. The signs and indications are unmistakable, and point to one clear direction ahead - **Greener Pastures**.

At Delta Corp, we have been patiently waiting for this turnaround to happen. It was never a matter of IF, but always WHEN. So confident

were we that during the last 6 years, we had silently been building our capacities and strengths, and preparing for the upturn.

The year 2013-14 was a year when we could glimpse the unfolding of this upturn. Our total revenues for the year increased to Rs. 558.58 crores compared to Rs. 425.41 crores in the previous year. Our EBIDTA increased to Rs. 181.29 crores against an EBIDTA of Rs. 103.35 crores in the previous year, and our PAT for the year was Rs. 35.31 crores against Rs. 29.34 crores last year. This is a remarkable performance, especially so when achieved against a challenging operating environment.

Our revenue from gaming operations increased from Rs. 162.12 crores in 2012-13 to Rs. 257.89 crores during the current year, up by 59 per cent. Our revenues from operations other than gaming increased from Rs. 263.29 crores in 2012-13 to Rs. 300.70 crores in the present year, up by almost 14 per cent.

In a strategic move, we also rebranded all our business with the DELTIN identity, in line with best practices in the gaming and entertainment business the world over. The umbrella DELTIN brand will be the prefix of all our hotels and casinos, and will reflect the premium experience customers can expect at every DELTIN destination, be it gaming, entertainment or hospitality.

Driving this outstanding performance was the launch of our latest casino – DELTIN ROYALE on board M.V. Horseshoe Casino in the month of August. DELTIN ROYALE added another approximately 1500 gaming positions, taking our total gaming positions to approximately 2000.

In the month of March 2014, we also launched THE DELTIN at Daman. THE DELTIN is the largest contiguous integrated casino-resort in





the country, spread over 10-acres with 176-rooms, over 60,000 sq.ft. of gaming space and over 29,000 sq.ft. of indoor event (MICE) space. During this financial year, THE DELTIN has also obtained Five Star accreditation issued by the Ministry of Tourism, Government of India, one of the final requirements to obtain land based casino license in Daman.

As I look ahead, I see a positive and bright horizon ahead. The economy is resurging and confidence is back. Indians are travelling and spending again. At Delta Corp, all our existing casinos and hotels are filling up with delighted families. We are soon launching our casino in Daman and resuming operations at Deltin Caravela in Goa.

As I look ahead,  
I see... **GREENER PASTURES**

Thank you for the faith, trust and confidence in Delta Corp, and I assure you there is more excitement ahead.

Expect more !

Yours Sincerely,

Jaydev Mody  
Chairman







At Delta Corp, we are in one of the most exciting and exhilarating of businesses – the business of hospitality and entertainment.

The thrill and delight of winning at a casino is an experience, unlike any other. And when that experience can be enjoyed, with world class facilities, and in the company of the entire family, this experience becomes a pleasure - memorable and special.

At Delta Corp, our casinos and hotels endeavour to deliver a premium and luxurious experience to our guests.

While the last few years have been challenging, at Delta Corp, we have always believed in, focused on and invested in our capacities. Determined and undeterred, we have continued to move on with

## **Patience and perseverance**

## **Faith and fortitude**

## **Trust and tenacity**

We have consolidated our strength, presence and position as the leading gaming and entertainment company in the country.

Our strategy of CONSOLIDATION has helped us HARVEST rich returns and lasting relationships.

Today, we look ahead at a bright, positive and promising future as the economy revives, confidence resurges and spending rebounds.

At Delta Corp, we see

# GREENER PASTURES







## GOA

An hour's ferry ride from Hong Kong is the tiny peninsula of Macau. It is here that 1.3 billion Chinese can come for one of the best gaming experiences in the world. Such is the appeal and attraction Macau has that it has already dwarfed Las Vega, and it is still growing at an amazing pace.

Goa is an hour's flight from Mumbai. It is one of the top tourist destinations in the world, famous for white sand beaches, and is sought after by international tourists and Indian travellers. The attraction of Goa has been enhanced in the last few years with the opening of world-class casinos, offering an international gaming experience to more than 3 million tourists every year.

For the growing and prosperous middle class Indians, Goa promises international gaming without leaving the country. For the international tourists, the attraction of sun, sand and gaming is hard to resist.

What Macau is to China, Goa is to India.

Goa is today emerging as a major gaming hot-spot in the world.

At Delta Corp, we are proud of being one of the largest players to deliver world class gaming and entertainment in Goa since 2008. From a humble beginning of one gaming vessel with approximately 500 gaming positions, today we operate two of the largest offshore live casinos in Goa with approximately 2000 gaming positions.

We are market leaders in the gaming business in Goa owning three of the six gaming licenses issued. We are the only organised player and listed entity in the gaming space. Our casinos in Goa are the first choice for domestic and international tourists and for casual and serious gamers alike.

We have been delivering exceptional performance on a consistent basis. In 2013-14, we grew our gaming revenues by 59 per cent to reach Rs. 257.88 crore.

This is just the beginning...

Tourism in Goa is set to grow exponentially in the coming years. With the world economy improving, more international tourists are ready to revive their travel plans and explore India. And Goa remains on top of their travel plans for India.

But what is more exciting is the opportunity that is unfolding with the country: in 2013, domestic travellers to Goa increased by 12.4 per cent, compared to a rise in international tourism traffic of around 9 per cent. At Delta Corp, we are ready...for the Greener Pastures ahead!







Deltin Royale



Deltin JAQQ



Deltin Caravela



## GOA

### Deltin Royale

The DELTIN ROYALE is India's largest and most luxurious offshore casino. The casino is on board the vessel M.V. Horseshoe Casino anchored in the Mandovi River. With approximately 1500 gaming positions spread over four levels; DELTIN ROYALE has something for everyone: from international favourites like Baccarat, and Blackjack to Indian games like Teen-Patti and Rummy. It has India's only dedicated ROYAL POKER ROOM and an exclusive TAASH ROOM for Indian Flush game. There are separate VVIP and VIP gaming suites for select guests to enjoy an opulent and private gaming experience.

To complete and complement the gaming experience at DELTIN ROYALE is the VEGAS multi-cuisine restaurant with sumptuous buffet and live entertainment. The connoisseurs of fine taste can relax and revel at WHISKYS LOUNGE with a rare selection of finest single malt whiskies and hand-rolled cigars.

### Deltin JAQK

Deltin JAQK is among India's most popular gaming destinations, loved for its range of games, the attention to each guest and the unforgettable casino experience. Anchored in the Mandovi river, Deltin JAQK is the perfect way to spend a night in Goa : with its high quality restaurant and scintillating entertainment. The gaming experience includes Andar-Bahar, 3-card Poker, Baccarat, Roulette and more across approximately 500 gaming positions, while a children's room and a VIP gaming area ensure a fine balance for families and gamers alike..

### Deltin Caravela

Deltin Caravela, currently under renovation, is India's first off-shore gaming casino. Once operational in this financial year, it will offer 200 gaming positions comprising 17 Live gaming tables and 10 slot machines.

## DAMAN

Welcome to Daman – the picturesque port town located on the Arabian coast of India along the Mumbai-Ahmedabad route.

Daman is a fast emerging tourist destination, given its Mediterranean beauty, rich history and most importantly, it's LOCATION. Daman is just 170 kms. away from Mumbai – the financial capital of India and about 300 kms. from Vadodra in Gujarat. This Union Territory, situated in the southern part of Gujarat, is merely a two and a half hour drive from Mumbai, and about four to five hours from Ahmedabad – the two top business centres in western India.

This close proximity to Mumbai, Ahmedabad, Surat and Vadodra has given Daman a massive advantage of a rich catchment area of nearly thirty million people. The short travel time has made Daman a preferred choice for tourists, business professionals and even wedding planners.

And it is this opportunity that is making Daman promising and attractive.

We have already launched THE DELTIN in March 2014, a five-star deluxe resort and convention complex spread over 300,000 sq. ft. We are all set to commence our casino operations at THE DELTIN during the current year. Spread over 60,000 sq.ft., the casino, once operational, will have approximately 1,000 gaming positions. The casino will offer the signature DELTIN experience to customers coming from Gujarat and Maharashtra. The casino at THE DELTIN is all set to become the new magnet for tourists, gamers and short-holiday makers in the rich catchment stretching from Mumbai to Ahmedabad.





Deltin Suites



Deltin Palms





## GOA

Hospitality is an integral and important part of the gaming business. Indeed, successful gaming destinations are as well known for their hospitality as they are for their casinos. Caesar's Palace, the Venetian and the Palazzo in Las Vegas, The Venetian Macao Resort Hotel and the Mandarin Oriental in Macau and Marina Bay Sands in Singapore complement the casinos and gaming experience at these top destinations.

Hospitality completes the gaming and entertainment business model by offering guests the facility of staying. And when guests stay longer, they play more. World-class hospitality also means that guests can come with their families and plan holidays and vacations, mixing gaming, sight-seeing and entertainment all in a single package of family fun and pleasure.

Goa is one of the top tourist spots in the country, attracting over 2.6 million domestic travellers and almost 0.5 million international tourists in 2013. The combination of white sands, clean beaches, adventure sports, stunning churches, old architecture, zesty night-life, world-class hotels and casinos put Goa on top of any tourist's wish-list.

At Delta Corp, we have always believed in the subtle importance of hospitality as a crucial and critical driver of our gaming and entertainment business. At both our gaming destinations, matchless hospitality is at the heart of our commitment and endeavour to deliver an unforgettable experience to our customers.

We have two of the best hospitality properties in Goa, each with a very different flair and style. While one is an all-suite hotel, the other is a more classical boutique hotel. Both these hotels are extremely popular with our guests who come to Goa, either for gaming or a vacation with their family.

With an unprecedented rise expected in both domestic and foreign tourist arrivals in Goa, Delta Corp's hospitality business is all set to look forward to **GREENER PASTURES**.

### Deltin Suites

Located 5 minutes from the Candolim Beach in North Goa, DELTIN SUITES is a 106 room, all-suite hotel, ideally suited for a memorable time away from home in a relaxed atmosphere with family and friends. The hotel has all modern equipments and amenities including two restaurants, a lounge bar, spa, gym and swimming pool. The hotel is close to the boarding points for the DELTIN casinos – DELTIN ROYALE and DELTIN JAQK.

### Deltin Palms

DELTIN PALMS offers its discerning guests a chance to experience the charm of a Goan villa amidst lush green Goan countryside on the quiet waterfront along the Mandovi river. Each of the 27 private residences at DELTIN PALMS has a unique layout. The spacious rooms are all equipped with best of equipments and amenities for guests to enjoy their time indoors as well as outdoors. The rooms offer a choice of river facing view or the village facing view. While river side views have a large balcony, the village facing rooms have luxurious private gardens.









## DAMAN

The Union Territory of Daman on the western coast on the Arabian Sea has seen a rapid emergence as a tourist spot, gaming destination, convention centre as well as an event and wedding location. The biggest advantage that has driven the growth of Daman in the past few years has been the maximum half-a-day drive time to reach it from Mumbai, Ahmedabad and Vadodra. Given the immense stress of a hectic city lifestyle, a relaxing outing and a restful break is something that city dwellers look for. However, given the time constraints of a long vacation, a short holiday that does not take up too much travel is often the best and ideal solution.

And this is where Daman offers an unbeatable combination: a few hours travel time along excellent roads, serene beaches, clear skies and adequate availability of hotels and resorts to meet every style and preference.

The start of land-based casinos will be an added to these advantages of visiting Daman.

Daman is today a venue of choice for a variety of reasons by family and friends seeking a short vacation away from the major cities of Maharashtra and Gujarat. For businesses, Daman is an ideal location for their off-site meets, conventions, workshops and training. Daman is also being increasingly favoured by event planners, especially for weddings.

At Delta Corp, Daman has always been an important part of our business. We have long-term plans to capitalise on the huge hospitality potential of Daman.

We have recently launched our maiden hotel in Daman in the month of March 2014. The hotel is a five-star accredited property and is the largest integrated casino resort in India.

And with the casino set to be launched, our hospitality business in Daman is all set to race to **GREENER PASTURES**.

## The Deltin

THE DELTIN is the latest hotel launched by Delta Corp. THE DELTIN is the largest integrated resort complex in Daman with 27,000 sq.ft. of indoor event space and meeting area and 57,000 sq.ft. of outdoor pools and event area. The 176 suites are spread over an expanse of luxury and opulence, making it the perfect destination at a short distance for vacationers and gamers from cities like Mumbai or Ahmedabad.

What makes THE DELTIN special is its massive MICE facilities, making it a venue of choice for business conferences, conventions and events. The best-in-class banqueting facilities ensure an experience at par with the best hotels in the country.

THE DELTIN is also fast emerging as the preferred wedding venue. With three bars and four speciality restaurants, THE DELTIN has the unique capability to create any theme-wedding with matching decor, music and cuisine.

The high-end retail shops spread over 8,000 sq.ft. ensure that shopping, which is always an integral part of any holiday, is enjoyable. To top this, THE DELTIN offers an all-natural spa and a unique poolside bar with live music.

A theatre and a night-club are also being planned to add to THE DELTIN experience.





# **DELTA** INSTITUTE OF **LEARNING**



Delta Corp believes that working to improve the lives of people in societies and communities in and around the places where we operate is not a responsibility, but an opportunity to make a difference. We have always focussed on a multi-stakeholder approach, with customers, shareholders, employees and investors all forming an integral part of our wider stakeholder platform.

One of the key areas where we strive to make a difference is in the upliftment of the youth by creating more opportunities that enable them to avail better employment, and thereby, climb up the social ladder to a better life for themselves as well as their families. Being in the gaming and hospitality business, we believe that the youth, if trained adequately, can also help augment the workforce not only at Delta Corp, but in the larger gaming and hospitality industry in the country. One of the key needs of the industry is the availability of sufficiently trained resources, and we believe, this is an excellent opportunity for companies in the industry to do their bit to alleviate the youth.

## **DELTIN INSTITUTE OF LEARNING (DIL)**

We are in the process of establishing the DELTIN INSTITUTE OF LEARNING (DIL) at Goa. DIL will focus on developing skills and competencies amongst the local youth in the disadvantaged sections of the society. Once they complete their training, DIL will also offer suitable employment opportunities.

DIL focuses on imparting skill and training in the key areas of gaming and hospitality like Food & Beverage, Front Office and House-keeping. In addition, training in gaming operations will also be given at DIL.

For the less educated youth who have studied till class XII, DIL imparts a 4 month basic training that makes them suited for entry level jobs in the industry. The training consists of both practical and theoretical training, and has soft-skills development integrated into the training.

The DIL will start commence training in two basic training areas:

### **Hospitality Training**

This is a four month course with focus on F&B service and hotel operations. The course includes a one month on-site training in any of the Company's properties.

### **Gaming Training**

This three month course will help candidates understand the basics of gaming, including the technical knowledge of popular casino games. A key element of this course is development of soft skills.





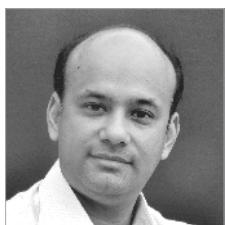
## **Mr. Jaydev Mody**

### **Chairman**

Mr. Jaydev Mody has been creating, developing and managing businesses for more than 36 years, over 25 of them in real estate development. He played a leading role in building and developing India's first truly global mall 'Crossroads' in South Mumbai (then Bombay).

A humanities graduate from Mumbai University, Mr. Mody has been instrumental in the development of several large residential and commercial complexes and retail destinations in and around Mumbai, among them Peninsula Corporate Park, Ashok Towers, Ashok Gardens, and Peninsula I.T. Park, all of them now established Mumbai landmarks.

He is an entrepreneur and has interests in various businesses including gaming and hospitality, textiles and magnet manufacturing. His keen eye has helped him identify lucrative business opportunities and has pioneered several first of its kind ventures.



## **Mr. Ashish Kapadia**

### **Managing Director**

Mr. Ashish Kapadia is an entrepreneur, having established and managed several businesses across sectors such as paints, textiles, financial services and civil aviation. Mr Kapadia was appointed as a non-executive director on Delta Corp. Ltd.'s Board on October 1, 2008. On April 27, 2009 he was appointed as Managing Director. He holds a Bachelor's degree in Commerce.



## **Mrs. Alpana Piramal Chinai**

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

Being the daughter of Dr. Mohanlal Piramal who was a leading Industrialist and Philanthropist, she passionately carries on his legacy. She is a Director of her own enterprise Piramal sons.

She holds a Bachelor of Arts degree from the Mumbai University and is a member of several organisations and clubs.

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



## **Mr. Ravinder Kumar Jain**

Mr. Ravinder Kumar Jain has been associated with Companies like Warner Hindustan Ltd., UB Group, Shaw Wallace Ltd., Millennium Alcobev Pvt. Ltd. a joint Venture (JV) of Scottish & Newcastle, a British company, UB Group and himself. In 2006 Mr Jain promoted Vallee de Vin Pvt. Ltd, a company engaged in manufacture, branding and distribution of wines under the brand names of Zampa and One Tree Hill. In 2012 Vallee de Vin Pvt Ltd merged with another leading wine company Grover Vineyard Ltd to form Grover Zampa Vineyards Ltd.

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

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

# BOARD OF DIRECTORS



## Mr. Homi Aibara

Homi Aibara is a Management Consultant and member of the Institute of Chartered Accountants in England & Wales (qualified in 1976). He has been a Partner at Mahajan & Aibara since April 1987. Prior to this he worked with A F Ferguson in their consulting division ('84-'87). Earlier worked in consulting and hospitality in the UK, Dubai and the US from 1976 to 1983

Industry specialization includes Real Estate, Hospitality and Tourism, within the country and overseas. He has authored the Tourism paper for India's stand on GATS negotiations, a paper for UNDP on Tourism's role in poverty alleviation in the Asia Pacific region, and a widely acclaimed report on the impact of Civil Aviation Policy on Tourism in India (for the Ministry of Tourism) that played a part in the 'opening of the Skies'.

His involvement in the Hospitality and Tourism industry for over 30 years has provided an opportunity to assist several state governments and promoters of projects in this vital sector of the economy to conceptualise, formulate, examine the feasibility and coordinate a diverse range of projects from a 20 cottage jungle resort to 500 room deluxe hotels and convention centres.



## Mr. Mahesh Gupta

Mr. Mahesh Gupta is the Group Managing Director with Ashok Piramal Group. He oversees all the businesses of the Group which comprises mainly of Real Estate, Textiles, Cutting Tools and Auto Components.

Mr. Gupta has received a number of recognitions for his business acumen. He was awarded the CFO of the Year Award, Special Commendation for Financial Excellence (Mergers & Acquisitions Category) by IMA (formerly known as EIU), New Delhi.

Mr. Gupta is on the Board of several Public listed Companies such as Peninsula Land Limited, Morarjee Textiles Limited, Ceat Limited, RPG Life Sciences Limited, Delta Corp Limited etc. 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 & Treasurers (InACT), Advisory Board of Chennai Business School.

Mr. Gupta 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 Third Rank Holder and a Silver Medalist in Company Secretaries Final examination.



## Mr. Prakash Chhabria

Mr. Prakash P. Chhabria is the Executive Chairman of Finolex Industries Limited. He has over 28 years of experience; his initial position was with Finolex Cables Limited, as Manager Sales. After a successful tenure of 7 years, he was appointed Executive Director of Finolex Industries Ltd and in 2007, he became the Managing Director. In 2012, he was appointed to his current position.

Finolex Industries Limited (FIL) was founded in 1981 and offers a wide range of PVC pipes and fittings catering to diverse applications in Agriculture, Housing, Telecom, Industry, etc.

Keeping up his family endeavor of helping the needy and uplifting the poor, Mr Chhabria is the founder trustee of Mukul Madhav Foundation, a trust engaged in charitable activities in the area of healthcare and education of children. Mukul Madhav Foundation recently established an English medium primary school at Ratnagiri.

Mr. Chhabria is a member of the Executive Committee of the Mahratta Chamber of Commerce, Industries and Agriculture.

He has attained a B.Sc. in International Business from the University of Evansville, USA and has also completed the Advanced Management Programme from Wharton Business School, USA.





## Mr. Rajeev Piramal

Rajeev Piramal spearheads the real estate business of the Ashok Piramal Group and leads all aspects of the business from strategy to operations.

After completing his BBA (Bachelor in Business Administration) from Baldwin Wallace College, Cleveland, USA, he began his career as a management trainee at Nicholas Piramal. In early 2001, he entered the real estate sector and became a Director at Peninsula Land.

In the last 11 years that he has been associated with the real estate sector, Rajeev has played an instrumental role in developing some of the landmark projects in Mumbai. Peninsula Business Park, Peninsula Technopark, Ashok Towers and Ashok Gardens are some of the other iconic projects developed under his leadership. He firmly believes that quality and timely execution of projects are the key factors leading to success in the real estate business.



## Mr. Rajesh Jaggi

Rajesh Jaggi is a Partner & Managing Director of Everstone Capital Advisors' Real Estate business. Rajesh has over 14 years of real estate leadership experience in India, including strategic planning, acquisitions, finance, sales and marketing, legal, and project and facility management services.

Under Rajesh's guidance, the Everstone team has successfully leased and operates nine malls and six logistics parks.

Prior to Everstone, Rajesh was the Managing Director of Peninsula Land Limited (a US\$ 400 million market cap listed leading Indian real estate company). Rajesh also served as the Managing Director of Peninsula Realty Fund (a joint venture with Brookfield Asset Management) and Head of Peninsula Facility Management Services Private Limited.

An alumnus of F.W. Olin Graduate School of Business at Babson College, Boston, Rajesh was featured as one of India's Hottest Young Executives by Business Today magazine (February 8, 2009 issue) – recognition for his contribution in leading Peninsula from a local Mumbai based developer to a notable national player.



## Mr. Rakesh Jhunjunwala

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

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

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



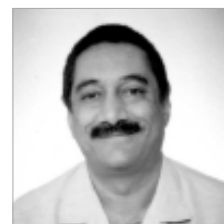
# OPERATING TEAM



## **Mr. Neelish A. Shah**

### **Executive Vice-Chairman, DCEAL**

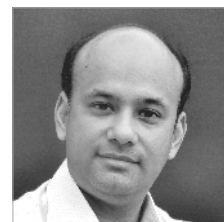
Mr. Neelish A. Shah is a certified chartered accountant. He has been instrumental in the incorporation and management of various companies in Africa, including Creative Exports Limited which is in the business of supplying emergency aid equipment to NGOs operating out of East Africa, and Shah Kanji Lalji and Sons (Kenya) Limited, which is in the business of import & distribution of fertilizers. He has over 34 years of experience in managing various successful businesses in East Africa



## **Mr. Ashish Kapadia**

### **Managing Director, DCL**

Mr. Ashish Kapadia is an entrepreneur, having established and managed several businesses across sectors such as paints, textiles, financial services and civil aviation. Mr Kapadia was appointed as a non-executive director on Delta Corp. Ltd.'s Board on October 1, 2008. On April 27, 2009 he was appointed as Managing Director. He holds a Bachelor's degree in Commerce.



## **Mr. Narinder Punj**

### **Managing Director, HCEPL**

Mr. Narinder Punj is a bachelor of commerce from St. Xavier's College, Kolkata and has more than 34 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, 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 as casino inspector, assistant casino manager and casino director.



## **Mr. Anil Malani**

### **President Operations, DCL**

Mr. Anil Malani is a bachelor of commerce from Mumbai University and has over 30 years of experience in various businesses, ranging from hospitality, entertainment, and information technology to electronics & office automation. In the past, he has been associated with the Esquire group of companies, Aims International Ltd., Amazon Food Beverages Pvt. Ltd. (Garcia's Famous Pizza), with his last assignment being with Clover Solar Pvt. Ltd. He has traveled around the globe extensively and has the distinction of being the fifth resident Indian to stay in Prague for 18 months (1991-1992) just after the Velvet revolution.



## **Mr. Hardik Dhebar**

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

Mr. Hardik Dhebar holds a Post Graduate Diploma in Finance from the Welingkar Institute of Management, and has experience of over 18 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, Peninsula Land Limited, and Morarjee Textiles Limited.





## CORPORATE INFORMATION

### Board of Directors

Mr. Jaydev Mody	Chairman
Mr. Ashish Kapadia	Managing Director
Mrs. Alpana Piramal Chinai	
Mr. Homi Aibara	
Mr. Mahesh Gupta	
Mr. Prakash Chhabria	
Mr. Rajeev Piramal	
Mr. Rajesh Jaggi	
Mr. Rakesh Jhunjhunwala	
Mr. Ravinder Kumar Jain	

### Group Chief Financial Officer

Mr. Hardik Dhebar

### Company Secretary & Compliance Officer

Mr. Hitesh Kanani

### Registered Office

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

### Statutory Auditors

Haribhakti & Co. LLP  
Chartered Accountants  
M/s. Amit Desai & Co  
Chartered Accountants

### Bankers

The Ratnakar Bank Limited  
The Saraswat Co-op Bank Limited  
Axis Bank Limited

### Share Transfer Agents

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

### Shares Listed on

BSE Limited  
National Stock Exchange of India Limited

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of Members of Delta Corp Limited will be held on Friday, 26<sup>th</sup> September, 2014 at 3.00 p.m. at Vivanta By Taj - Blue Diamond, 11, Koregaon Road, Pune - 411 001, Maharashtra, to transact the following business:

## Ordinary Business:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares.
3. To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) Mr. Jaydev Mody (DIN: 00234797), Director, who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, not liable to retire by rotation.”

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

**“RESOLVED THAT** pursuant to provisions of Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) the vacancy caused by the retirement by rotation of Mr. Rajeev Piramal (DIN: 00044983), Director, who has not sought re-appointment, be not filled in, at this meeting or at any adjournment thereof.”

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

**“RESOLVED THAT** pursuant to provisions of Section 139, 142 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and pursuant to recommendations of the Audit Committee and Board of Directors, M/s. Haribhakti & Co. LLP, Chartered Accountants (Firms Registration No.: 103523W) and M/s. Amit Desai & Co., Chartered Accountants (Firms Registration No.: 130710W) be and are hereby re-appointed as Joint Statutory Auditors of the Company, provided that the appointment of M/s. Haribhakti & Co. LLP, shall be from the conclusion of this 23<sup>rd</sup> Annual General Meeting till the conclusion of the 28<sup>th</sup> Annual General Meeting, and the re-appointment of M/s. Amit Desai & Co., shall be from the conclusion of this 23<sup>rd</sup> Annual General Meeting till the conclusion of the 26<sup>th</sup> Annual General Meeting of the Company, and both re-appointments shall be subject to ratification by the Members at every Annual General Meeting to be held during the period.

**RESOLVED FURTHER THAT** the Board of Directors or Audit Committee thereof, be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Joint Statutory Auditors.”

## Special Business:

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



**“RESOLVED THAT** pursuant to provisions of Section 149, 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, read with Schedule IV of the Act (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and Clause 49 of the Listing Agreement (as amended from time to time) entered with the Stock Exchanges where shares of the Company are listed, Mrs. Alpana Piramal Chinai (DIN: 00136144), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act, to hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member, proposing her candidature for the office of the Director, be and is hereby appointed as non-executive Independent Director of the Company under the Act, to hold office for a term of five consecutive years, from the conclusion of this Annual General Meeting, not liable to retire by rotation.”

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

**“RESOLVED THAT** pursuant to provisions of Section 149, 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, read with Schedule IV of the Act (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and Clause 49 of the Listing Agreement (as amended from time to time) entered with the Stock Exchanges where shares of the Company are listed, Mr. Prakash Chhabria (DIN: 00016017), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act, to hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member, proposing his candidature for the office of the Director, be and is hereby appointed as non-executive Independent Director of the Company under the Act, to hold office for a term of five consecutive years, from the conclusion of this Annual General Meeting, not liable to retire by rotation.”

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

**“RESOLVED THAT** pursuant to provisions of Section 149, 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, read with Schedule IV of the Act (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and Clause 49 of the Listing Agreement (as amended from time to time) entered with the Stock Exchanges where shares of the Company are listed, Mr. Ravinder Kumar Jain (DIN:00652148), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act, to hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member, proposing his candidature for the office of the Director, be and is hereby appointed as non-executive Independent Director of the Company under the Act, to hold office for a term of five consecutive years, from the conclusion of this Annual General Meeting, not liable to retire by rotation.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 149,152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder, read with Schedule IV of the Act (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and Clause 49 of the Listing Agreement (as amended from time to time) entered with the Stock Exchanges where shares of the Company are listed, Mr. Rajesh Jaggi (DIN: 00046853), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013

and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of the Director, be and is hereby appointed as non-executive Independent Director of the Company under the Act, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting, not liable to retire by rotation.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder, read with Schedule V of the Act (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and in partial modification of the Special Resolution passed by members of the Company by Postal Ballot on 12<sup>th</sup> March, 2014 (date of declaration of the results of the Postal Ballot), approving re-appointment of Mr. Ashish Kapadia (DIN: 02011632), as Managing Director of the Company, on the terms and conditions and remuneration as stated therein, consent of the members of the Company be and is hereby accorded for amending the said terms and conditions of re-appointment to the extent that Mr. Ashish Kapadia, shall be liable to retire by rotation, during the remaining tenure of his office as Managing Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and is hereby jointly and/or severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ONLY ON A POLL AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
3. An explanatory statement under provisions of the Companies Act, 2013, is appended hereto.
4. 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.
5. In terms of Section 152 of the Companies Act, 2013, Mr. Jaydev Mody and Mr. Rajeev Piramal, Directors, retire by rotation at the ensuing Annual General Meeting. Mr. Jaydev Mody, being eligible, offers himself for re-appointment and Mr. Rajeev Piramal, does not seek re-appointment.

The Board of Directors of the Company recommends re-appointment of Mr. Jaydev Mody.

6. Brief resume of the Directors proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, names of the Companies in which they hold directorships and 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.



## NOTICE

7. Members are requested to bring their attendance slip duly completed and signed along with their copy of annual report to the Meeting.
8. 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.
9. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Friday, 19<sup>th</sup> September, 2014, To Friday, 26<sup>th</sup> September, 2014 (both days inclusive), for determining the eligibility for payment of dividend, if declared at the Meeting.
10. The dividend on Equity Shares, if declared at the Meeting, will be paid on or before 25<sup>th</sup> October, 2014, to those Members or their mandates:
  - (a) whose name appears at the end of the business hours on 18<sup>th</sup> September, 2014, in the list of Beneficial Owners to be furnished by Depositories (NSDL and CDSL) in respect of the shares held in demat form ; and
  - (b) whose names appear as Members on the Company's Register of Members after giving effect to valid share transfer request in physical form lodged with Share Transfer Agents (STA) of the Company on or before 18<sup>th</sup> September, 2014.
11. Members of the Company are requested to note that as per the provisions of Section 124(5) of the Companies Act, 2013, dividends not encashed / claimed by the member of the Company, within a period of seven years from the date of declaration of dividend, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.

Dividends for the financial year 2006-2007 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 2006-2007 and thereafter to Company's STA for revalidation or issuance of Demand Draft in lieu thereof and encash the same without any delay.

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

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

13. Members are requested to:

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

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. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules made thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2013-14 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's STA, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.

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

**16 Voting through electronic means:**

Pursuant to Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Members the facility to exercise their right to vote at the 23<sup>rd</sup> Annual General Meeting (AGM) by electronic means.



**The instructions for members for voting electronically are as under:-**

- (A) The voting period begins on Saturday, 20<sup>th</sup> September, 2014 at 10.00 a.m. and ends on Monday, 22<sup>nd</sup> September, 2014 at 5.30 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22<sup>nd</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>

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



- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Delta Corp Limited> on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Note for Non – Individual shareholders and custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

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

- (B) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

**(C) COMMON INSTRUCTIONS**

- (i) E-voting shall not be allowed beyond 5.30 p.m. on 22<sup>nd</sup> September, 2014. During e-voting period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 22<sup>nd</sup> August, 2014, may cast their vote electronically. Once the vote on a resolution is cast by the members, the members shall not be allowed to change it subsequently.
- (ii) The voting rights of shareholders shall be in proportion to their shares in the paid up equity capital of the Company as on the cut-off date of 22<sup>nd</sup> August, 2014.



## NOTICE

- (iii) Mr. Ashish Kumar Jain, Practicing Company Secretary (membership no.6058) from A. K. Jain and Co., has been appointed as a scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - (iv) The Scrutinizer shall within a period not exceeding 3 working days from the conclusion of e-voting period unblock the votes in presence of at least two witnesses not in the employment of the Company and make a scrutinizers report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - (v) In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman may offer an opportunity to such Members to vote at the meeting for all businesses specified in the accompanying notice. For abundant clarity, please note that the Members who have exercised their right to vote by electronic means shall not vote at the meeting. The voting right of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company. If a Member cast votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
  - (vi) The results shall be declared on or after the AGM of the Company. The resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the scrutinizers report shall be placed on the Company's website [www.deltacorp.in](http://www.deltacorp.in) and on the website of CDSL within 2 days of passing of resolutions at the AGM of the Company and communicated to the Stock Exchanges.
17. Members desirous of asking any questions at the AGM are requested to send in their questions so as to reach the Company at least 10 days before the Annual General Meeting, so that the same can be suitably replied.
18. 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, 28<sup>th</sup> July, 2014

**Registered Office:**

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

CIN : L65493PN1990PLC058817

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

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

Tel No : 91-22-40794700

Fax No : 91-22-40794777

**Item No. 3 :**

Mr. Jaydev Mody was appointed as Director liable to retire by rotation at Annual General Meeting of the Company held on 29<sup>th</sup> September, 2007. Keeping in view the experience of Mr. Jaydev Mody, the Board of Directors are of the opinion it will be in the interest of the Company if Mr. Jaydev Mody is appointed as Director not liable to retire by rotation.

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

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

**Item No's. 6, 7 and 8:**

To comply the provisions of Section 149 of the Companies Act, 2013 and Rules made thereunder and in accordance with Clause 49 of the Listing Agreement entered with Stock Exchanges, the Board of Directors pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee of the Board of Directors appointed Mrs. Alpana Piramal Chinai, Mr. Prakash Chhabria and Mr. Ravinder Kumar Jain as Additional Directors designated as Independent Directors of the Company with effect from 28<sup>th</sup> July, 2014, at their Meeting held on 28<sup>th</sup> July, 2014. The Directors hold office of Director upto this Annual General Meeting.

The Company has received notice from a member, under Section 160 of the Companies Act, 2013, signifying his intention to propose the appointment of Mrs. Alpana Piramal Chinai, Mr. Prakash Chhabria and Mr. Ravinder Kumar Jain as Director and to be designated as Independent Directors of the Company. It may also be noted that the appointment of Mrs. Alpana Piramal Chinai would also ensure compliance of Section 149 (1) with respect to appointment of woman director on the Board. Mrs. Alpana Piramal Chinai, Mr. Prakash Chhabria and Mr. Ravinder Kumar Jain are not disqualified from being appointed as Director in terms of provisions of Section 164(2) of the Companies Act, 2013.

Further the Company has duly received consent letter and declarations from Mrs. Alpana Piramal Chinai, Mr. Prakash Chhabria and Mr. Ravinder Kumar Jain that they meet with the criteria of Independence as provided under Section 149 (6) of the Companies Act, 2013 and Revised (proposed) Clause 49 of the Listing Agreement.

All the above mentioned Directors are persons of integrity and possess appropriate skills, experience, knowledge and qualifications in their respective fields which are beneficial to the interests of the Company.

In the opinion of the Board, the above mentioned Independent Directors fulfill the conditions for appointment as Independent Directors as specified in the Act and the Rules made thereunder. These Directors are independent of the management.

As per disclosures received, except Mrs. Alpana Piramal Chinai holding 2,000 Equity Shares of the Company, Mr. Prakash Chhabria and Mr. Ravinder Kumar Jain does not hold any share in the Company.

Brief profile of Mrs. Alpana Piramal Chinai, Mr. Prakash Chhabria and Mr. Ravinder Kumar Jain as required under Clause 49 of the Listing Agreement entered with the Stock Exchanges, is forming a part of this Notice.

Copy of the draft letter of appointment of Mrs. Alpana Piramal Chinai, Mr. Prakash Chhabria and Mr. Ravinder Kumar Jain as non-executive Independent Directors setting out terms and conditions would be available for inspection of members without payment of any fees at the Registered Office of the Company during business hours on working day excluding Saturday and Sunday between 11.00 a.m. till 6.00 p.m.

None of the Directors, Key Managerial Personnel and their relatives except Mrs. Alpana Piramal Chinai, Mr. Prakash Chhabria and Mr. Ravinder Kumar Jain are in any way, concerned or interested, financially or otherwise, in the aforesaid Special Resolutions respectively.

The Board recommends the Special Resolutions set out in the Notice for approval by the members.

**Item No.9:**

Pursuant to provisions of the Companies Act, 2013, an Independent Director can hold office for two consecutive terms of five years and pursuant to provisions of Revised (proposed) Clause 49 of the Listing Agreement, an independent director shall hold office for a term up to five consecutive years on the board of a Company and shall be eligible for reappointment for another term of up to five consecutive years on



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

passing of a special resolution by the Company. A person who has already served as an independent director for five years or more in the Company shall be eligible for appointment, on completion of his present term, for one more term of up to five years only and can be re-appointment as independent director in the Company only after the expiration of three years of ceasing to be an independent director in the Company.

The Company has received notice from a member, under Section 160 of the Companies Act, 2013, signifying his intention to propose the appointment of Mr. Rajesh Jaggi as Director and to be designated as Independent Director of the Company.

In order to comply with these provisions it is proposed to seek shareholders approval for appointment of Mr. Rajesh Jaggi as non-executive Independent Director of the Company, for one term of consecutive five years from the conclusions of this Annual General Meeting. Mr. Rajesh Jaggi was appointed as Director of the Company at Annual General Meeting of the Company held on 29<sup>th</sup> September, 2007.

Further the Company has duly received declaration from Mr. Rajesh Jaggi that he meets with the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and Revised (proposed) Clause of 49 of the Listing Agreement and in the opinion of the Board he is independent of the management.

Brief profile of Mr. Rajesh Jaggi, as required under Clause 49 of the Listing Agreement entered with the Stock Exchanges, is forming a part of this Notice.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Rajesh Jaggi are in any way, concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

The Board recommends the Special Resolution set out in the Notice for approval by the members.

### Item No. 10:

Mr. Ashish Kapadia was re-appointed as Managing Director of the Company vide Postal Ballot Resolution dated 12<sup>th</sup> March, 2014 for a period of 5 years. One of the terms of the appointment provides that the Managing Director shall not be liable to retire by rotation during his tenure of office.

In order to comply with the requirement of Section 152 (6) of the Companies Act 2013, the Board of Directors in its meeting held on 28<sup>th</sup> July, 2014 amended one of the terms of the re-appointment of the Managing Director, by making him liable to retire by rotation during the remaining tenure of his office, subject to the approval of the shareholders of the Company. The other terms and conditions of the appointment as Managing Director remains unchanged.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Ashish Kapadia are in any way, concerned or interested, financially or otherwise, in the aforesaid Special Resolution

The Board recommends the Special Resolution set out in the Notice for approval by the members.

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

**HITESH KANANI**

**General Manager**

**Company Secretary and Legal**

Mumbai, 28<sup>th</sup> July, 2014

### Registered Office:

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

CIN : L65493PN1990PLC058817

Email ID : secretarial@deltin.com

Website : www.deltacorp.in

Tel No : 91-22-40794700

Fax No : 91-22-40794777



**Name of Director**

Mr. Jaydev Mody

**Date of Birth**

9<sup>th</sup> June, 1955

**Date of Appointment**

15<sup>th</sup> March, 2007

**Qualification**

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

**Profile and Expertise**

Mr. Jaydev Mody has been creating, developing and managing businesses for more than 36 years, over 25 of them in real estate development. He played a leading role in building and developing India's first truly global mall 'Crossroads' in South Mumbai (then Bombay).

A humanities graduate from Mumbai University, Mr. Mody has been instrumental in the development of several large residential and commercial complexes and retail destinations in and around Mumbai, among them Peninsula Corporate Park, Ashok Towers, Ashok Gardens, and Peninsula I.T. Park, all of them now established Mumbai landmarks.

He is an entrepreneur and has interests in various businesses including gaming and hospitality, textiles and magnet manufacturing. His keen eye has helped him identify lucrative business opportunities and has pioneered several first of its kind ventures.

**Number of shares held in the Company, Individually or Jointly.**

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.

Bayside Property Developers Private Limited.

Delta Corp East Africa Limited (In Liquidation).

Delta Gaming and Entertainment Lanka (Pvt) Limited.

Delta Holdings (USA) Inc.

Delta Hotels Lanka ( Pvt ) Ltd.

Delta Magnets Limited.

Delta Pan Africa Limited (In Liquidation).



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

Delta Real Estate Consultancy Private Limited.

Delta Square Limited.

J M Holdings (USA) Inc.

J M Holding Lanka (Pvt) Ltd.

J M Holdings Limited (UAE).

J M Livestock Private Limited.

Magdev Limited, UK.

Peninsula Land Limited.

Providence Educational Academy Private Limited.

Royal Western India Turf Club Limited.

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

Delta Magnets Limited – Share Transfer and Investors Grievance Committee

Arrow Textiles Limited – Investors Grievance Committee

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

Delta Magnets Limited – Remuneration Committee

Arrow Textiles Limited- Remuneration Committee



**Name of Director**

Mrs. Alpana Piramal Chinai

**Date of Birth**

29<sup>th</sup> November, 1960

**Date of Appointment**

28<sup>th</sup> July, 2014

**Qualification**

Mrs. Alpana Piramal Chinai has completed his graduation in Arts from the Mumbai University.

**Profile and Expertise**

Mrs. Alpana Piramal Chinai was Managing Director of Piramal Mills since 1985 and has managed the Textile units in Mumbai, Surat and Ambarnath, and many other businesses in the Piramal Group. Being the daughter of Dr. Mohanlal Piramal who was a leading Industrialist and Philanthropist, she passionately carries on his legacy. She is a Director of her own enterprise Piramal sons. She holds a Bachelor of Arts degree from the Mumbai University and is a member of several organisations and clubs. Having traveled extensively, she is able to provide her businesses with a global perspective. She is also Managing Trustee of her own Charitable Institutes in Rajasthan, Piramal Group of Institutes, which specializes in extensively educating the girl child.

**Number of shares held in the Company, Individually or Jointly.**

Mrs. Alpana Piramal Chinai holds 2,000 Equity Shares of the Company.

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

**i) Directorships held in other Companies**

Advent Investment and Finance Company Limited.  
Chinai Ranadive Associates Private Limited.  
Firestone Real Estate Development Private Limited.  
Highend Mercantile Private Limited.  
Highpoint Agro Star Private Limited.  
Hightime Trading Private Limited.  
Lifestar Mega Township Development Private Limited.  
Lifezone Mercantile Private Limited.  
Piramal Sons Private Limited.  
Rural Agricultural and Educational Centre.  
Sanarjun Agriculture Private Limited.  
Violin Capital Services Private Limited.  
Whitcity Mercantile Company Private Limited.  
Zing Investments Private Limited.

**ii) Chairman of Board Committees**

Nil

**iii) Member of Board Committees**

Nil



## 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. Prakash Chhabria

**Date of Birth**

6<sup>th</sup> May, 1963

**Date of Appointment**

28<sup>th</sup> July, 2014

**Qualification**

B.Sc. in International Business from the University of Evansville, USA, Advanced Management Programme from Wharton Business School, USA.

**Profile and Expertise**

Mr. Prakash Chhabria is the Executive Chairman of Finolex Industries Limited. He has over 28 years of experience; his initial position was with Finolex Cables Limited, as Manager Sales. After a successful tenure of 7 years, he was appointed Executive Director of Finolex Industries Ltd and in 2007, he became the Managing Director. In 2012, he was appointed to his current position.

Finolex Industries Limited (FIL) was founded in 1981 and offers a wide range of PVC pipes and fittings catering to diverse applications in Agriculture, Housing, Telecom, Industry, etc.

Keeping up his family endeavor of helping the needy and uplifting the poor, Mr. Chhabria is the founder trustee of Mukul Madhav Foundation, a trust engaged in charitable activities in the area of healthcare and education of children. Mukul Madhav Foundation recently established an English medium primary school at Ratnagiri.

Mr. Chhabria is a member of the Executive Committee of the Mahratta Chamber of Commerce, Industries and Agriculture.

He has attained a B.Sc. in International Business from the University of Evansville, USA and has also completed the Advanced Management Programme from Wharton Business School, USA.

**Number of shares held in the Company, Individually or Jointly.**

Mr. Prakash Chhabria does not hold any shares of the Company.

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

Aero Ports and Infrastructure Projects Private Limited.

Antero Medi Services Private Limited.

Atharva Agri Farms Private Limited.

Bayside Properties Private Limited.

Bela Agri Farms Private Limited.

Finolex Industries Limited.

Finolex Infrastructure Limited.





Harkrishan Agri Farms Private Limited.

Lakeview Mercantile Company Private Limited.

Orbit Electricals Private Limited.

Orchid Agri Farms Private Limited.

Pawas Port Limited.

Prathamesh Agri Farms Private Limited.

Saffron Agri Farms Private Limited.

**ii) Chairman of Board Committees**

Finolex Industries Limited – Share Transfer & Investors Grievance Committee.

**iii) Member of Board Committees**

Nil



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

**Name of Director**

Ravinder Kumar Jain

**Date of Birth**

25<sup>th</sup> March, 1947

**Date of Appointment**

28<sup>th</sup> July, 2014

**Qualification**

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

**Profile and Expertise**

Mr. Ravinder Kumar Jain has been associated with Companies like Warner Hindustan Limited, UB Group, Shaw Wallace Limited, Millennium Alcobev Private Limited, a joint Venture (JV) of Scottish & NewCastle, a British company, UB Group and himself. In 2006 Mr. Jain promoted Vallee de Vin Private Limited, a company engaged in manufacture, branding and distribution of wines under the brand names of Zampa and One Tree Hill. In 2012 Vallee de Vin Private Limited merged with another leading wine company Grover Vineyard Limited to form Grover Zampa Vineyards Limited.

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

Mr. Jain has also been involved in many mergers and acquisitions and has wide experience in managing of large conglomerates.

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

**Number of shares held in the Company, Individually or Jointly.**

Mr. Ravinder Kumar Jain does not hold any shares of the Company.

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

ACCRA Investments Private Limited.

ADF Foods Limited.

Brovel Trading Private Limited.

Grover Zampa Vineyards Limited.

Nectar Ramco Trading Private Limited.

Noble Feedback Computers Private Limited.

Noble Newera Milestone Trading and Investment Private Limited.

Orange City Properties Private Limited.

Spirit Marketing Private Limited.

**ii) Chairman of Board Committees**

Nil

**iii) Member of Board Committees**

Nil



**Name of Director**

Mr. Rajesh Jaggi

**Date of Birth**

7<sup>th</sup> January, 1969

**Date of Appointment**

28<sup>th</sup> July, 2007

**Qualification**

Mr. Rajesh Jaggi, is a Management Professionalsal from Boston Graduate School of Business.

**Profile and Expertise**

Mr. Rajesh Jaggi is a Partner & Managing Director of Everstone Capital Advisors' Real Estate business. Rajesh has over 14 years of real estate leadership experience in India, including strategic planning, acquisitions, finance, sales and marketing, legal, and project and facility management services.

Everstone is an India and South East Asia focused investor with dedicated private equity and real estate funds. It is one of the largest alternative asset management platforms in South and South East Asia with more than 100 people working across five offices.

Under Rajesh's guidance, the Everstone team has successfully leased and operates nine malls and six logistics parks. Rajesh also leads the teams effort in managing Everstone's substantial portfolio of real estate investments/assets including investor relations and fund divestments, of which six successful transcation have been concluded till date.

Prior to Everstone, Rajesh was the Managing Director of Peninsula Land Limited (a US\$ 400 million market cap listed leading Indian real estate company). Some of the landmark projects developed under his stewardship are commercial projects including Peninsula Corporate Park, Peninsula Business Park, and Peninsula Technopark; residential projects including Ashok Towers and Ashok Gardens; and retail projects including Crossroads 2 (CR2), SOBO Central ( Crossroads ) and Bayside Mall. Rajesh also served as the Managing Director of Peninsula Realty Fund (a joint venture with Brookfield Asset Management) and Head of Peninsula Facility Management Services Private Limited.

An alumnus of F.W. Olin Graduate School of Business at Babson College, Boston, Rajesh was featured as one of India's Hottest Young Executives by Business Today magazine (February 8, 2009 issue) – recognition for his contribution in leading Peninsula from a local Mumbai based developer to a notable national player.

**Number of shares held in the Company, Individually or Jointly.**

Mr. Rajesh Jaggi holds 19,000 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 .



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

Anushta Mall Management Company Private Limited.

City Realty & Development Private Limited.

Delta Magnets Limited.

Devbhumi Realtors Private Limited.

Equinox Realty & Infrastructure Private Limited.

Everock Real Estate Private Limited.

Everock Realty Private Limited.

Highstreet Cruises and Entertainment Private Limited.

IndoSpace Capital Advisors Private Limited.

IndoSpace Development Management Private Limited.

KVR Metals & Alloys Private Limited.

Maniam Properties Private Limited.

Maverick Properties Private Limited.

Offbeat Developers Private Limited.

Paramount Property Developers Private Limited.

Peevees Projects Private Limited.

Pink Square Maintenance Company.

Rajlaxmi Griha Nirman Private Limited.

Red Rocket Entertainment Private Limited.

RVK Metals & Alloys Private Limited.

Skyscapes Hotels Private Limited.

### ii) Chairman of Board Committees

Nil

### iii) Member of Board Committees

Delta Magnets Limited:

Audit Committee.

Remuneration Committee.

Share Transfer and Investor Grievance Committee.



Your Directors present their Twenty-Third Annual Report together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March 2014.

## Financial Highlights

(₹ in Lacs)

Particulars	Standalone		Consolidated	
	Year Ended 31.03.2014	Year Ended 31.03.2013	Year Ended 31.03.2014	Year Ended 31.03.2013
Income for the year	16,665.00	6,540.21	58,979.56	44,392.81
Profit before Interest, Depreciation and Tax	9,259.72	2,217.79	18,129.01	10,334.96
Finance Charges	1,337.32	33.58	3,342.94	1,545.77
Profit before Depreciation and Taxes	7,922.40	2,184.21	14,786.07	8,789.19
Depreciation & Amortisation	545.48	35.70	1,655.83	811.70
Provisions for Taxation/ Deferred Tax	1,278.47	502.79	5,202.08	3,397.47
Prior Period Items / Exceptional Items	(114.92)	516.27	1,426.27	(510.86)
Minority Interest & Profit from Associate Company	-	-	2,970.67	2,157.05
Net Profit for the Current Year	6,213.37	2,161.99	3,531.22	2,933.83
Earlier Years Balance Brought forward	11,122.01	9,909.00	18,197.94	16,209.60
Net Profit available for Appropriation	17,335.38	12,070.99	21,729.16	19,143.43
Appropriation:				
Proposed Dividend on Equity Shares	(568.94)	(567.13)	(568.94)	(567.13)
Dividend Distribution Tax	(4.69)	(101.06)	(4.69)	(101.06)
Transfer to General Reserves	(621.34)	(225.00)	(621.34)	(225.00)
Due to Merger Effect	-	-	(3,475.73)	-
Interim Dividend on Preference Shares	-	(55.79)	-	(55.79)
Amount Transfer from Minority	-	-	611.59	3.49
Balance carried to Balance Sheet	16,140.41	11,122.01	17,670.05	18,197.94

## Dividend

Your Directors are glad to recommend Dividend @ 25% on the Equity Share Capital (i.e. ₹ 0.25/- per Equity Share of ₹ 1 /- each) of the Company.

## Operations

During the year under review, your Company recorded a total income of ₹ 58,979.56 Lacs (Consolidated) and Net Profit of ₹ 3,531.22 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.



## DIRECTORS' REPORT

### Corporate Governance Report

Pursuant to Clause 49 of the Listing Agreement, the Management Discussion & Analysis Report and Corporate Governance Report together with Certificate from Practicing Company Secretary, on compliance with the conditions of Corporate Governance as laid down, forms 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 Earnings and Outgo

The particulars as required under Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are furnished in the Annexure A to this Report.

### Directors

The Board of Directors of the Company have appointed Mrs. Alpana Piramal Chinai, Mr. Prakash Chhabria and Mr. Ravinder Kumar Jain as Additional Directors of the Company at its meeting held on 28<sup>th</sup> July, 2014, in accordance with the provisions of Section 161 of the Companies Act, 2013 and Rules made thereunder. They hold the office as Additional Directors upto the date of the ensuing Annual General Meeting of the Company. The Company has received a notice from a member, proposing their appointment as independent Directors of the Company at the ensuing Annual General Meeting, in accordance with provisions of the Companies Act, 2013 and the Rules framed thereunder.

During the year, Mr. Sudarshan Bajoria, Nominee Director of ICICI Venture, ceased to be the Director of the Company with effect from 19<sup>th</sup> August, 2013. The Board of Directors would like to place on record their sincere appreciation for the valuable contribution made by Mr. Sudarshan Bajoria, from time to time, during his tenure as Director of the Company.

Further pursuant to provisions of Section 149 of the Companies Act, 2013, it is proposed to seek shareholders approval for appointment of Mr. Rajesh Jaggi, an existing Director of the Company, as non-executive Independent Director of the Company, for one term of consecutive five years from the conclusions of ensuing Annual General Meeting of the Company.

At the ensuing Annual General Meeting, in accordance with the provisions of the Companies Act, 2013, Mr. Jaydev Mody and Mr. Rajeev Piramal, Directors of the Company, retire by rotation. Mr. Jaydev Mody, being eligible, has offered himself for re-appointment as a Director of the Company. Further it is proposed to alter the terms of re-appointment of Mr. Jaydev Mody, Director, by making him not liable to retire by rotation. Further, Mr. Rajeev Piramal, another director retiring by rotation, has not sought re-appointment and it is proposed not to fill in the vacancy caused by his retirement. The Board of Directors would like to place on record their sincere appreciation for the valuable contribution made by Mr. Rajeev Piramal, from time to time, during his tenure as Director of the Company.

Further at the ensuing Annual General Meeting of the Company, it is proposed to alter the terms and conditions of re-appointment of Mr. Ashish Kapadia, Managing Director of the Company to the extent that he shall be liable to retire by rotation.

With the appointment of Mrs. Alpana Piramal Chinai, Mr. Prakash Chhabria, Mr. Rajesh Jaggi and Mr. Ravinder Kumar Jain at the ensuing Annual General Meeting, as Independent Directors, the composition of the Board of Directors of the Company will be in accordance with provision of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement including the revised (proposed) Clause 49 of the Listing Agreement, which shall be effective from 1<sup>st</sup> October, 2014.

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.

### **Amalgamation of Subsidiary Companies**

During the year, the Scheme of Arrangement for Amalgamation of

- (1) AAA Township Private Limited and
- (2) Aman Infrastructure Private Limited and
- (3) Argyll Hotel Private Limited and
- (4) Delta Adventures and Entertainment Private Limited and
- (5) Delta Hospitality and Entertainment Private Limited and
- (6) Delta Hospitality and Leisure Private Limited and
- (7) Samarpan Township Private Limited and
- (8) Samarpan Properties and Construction Private Limited and
- (9) Shree Mangesh Realty Private Limited and
- (10) Victor Hotels and Motels Limited and
- (11) Delta Leisure and Entertainment Private Limited

with the Company was approved by the Hon'ble High Court of Bombay at Goa and High Court of Judicature at Bombay vide its order dated 2<sup>nd</sup> May, 2014 and 9<sup>th</sup> May, 2014, respectively. The Company has complied with all the necessary formalities in connection with Amalgamation.

### **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 31<sup>st</sup> March, 2014, 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 31<sup>st</sup> March, 2014 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 31<sup>st</sup> March, 2014 on 'going concern' basis.

### **Employee Stock Option Scheme**

During the year under review, the Company has granted 27,14,335 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 B.

### **Fixed Deposits**

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

### **Shifting of Registered Office of the Company**

The Board of Directors of the Company at its meeting held on 28<sup>th</sup> July, 2014, have approved Shifting of Registered Office of the Company from Peninsula Centre No.4, Galaxy Co-Op. Housing Society, Off





## DIRECTORS' REPORT

Dhole Patil Road, Pune – 411 001, Maharashtra to 10, Kumar Place, 2408, General Thimayya Road, Pune – 411 001, Maharashtra.

### Auditors

M/s. Haribhakti & Co., Chartered Accountants, one of the Joint Statutory Auditor of the Company, converted itself into a Limited Liability Partnership (LLP) under the provisions of the Limited Liability Partnership Act, 2008 and is now known as Haribhakti & Co. LLP, with effect from 17<sup>th</sup> June, 2014. In terms of the Ministry of Corporate Affairs, General Circular No. 9/2013 dated April 30, 2013, if a firm of Chartered Accountants, being an auditor in a company under the Companies Act, 1956, is converted into an LLP, then such an LLP would be deemed to be the auditor of the said company. The Board of Directors of the Company has taken due note of this change.

The Board of Directors recommends to re-appoint M/s. Haribhakti & Co. LLP, Chartered Accountants, and M/s. Amit Desai & Co., Chartered Accountants, as Joint Statutory Auditors of the Company. The appointment of M/s. Haribhakti & Co. LLP, shall be from the conclusion of the 23<sup>rd</sup> Annual General Meeting till the conclusion of the 28<sup>th</sup> Annual General Meeting, and the re-appointment of M/s. Amit Desai & Co., shall be from the conclusion of this 23<sup>rd</sup> Annual General Meeting till the conclusion of the 26<sup>th</sup> Annual General Meeting of the Company subject to ratification by the Members at every Annual General Meeting to be held during the period. M/s. Haribhakti & Co. LLP, and M/s. Amit Desai & Co., have given their consent to act as Joint Statutory Auditors, if re-appointed. Members are requested to consider their re-appointment.

### Information on Auditors qualification

With regard to Auditor's qualification on Consolidated Financial, members are requested to note that, due to differences with management of overseas subsidiary, the Company is unable to obtain financial statements of overseas subsidiary and its components for part of a year. Accordingly, the Company could not consolidate the said entity for part of a year. Financials which are considered for consolidation purpose are as prepared and certified by management of Indian Company. The Company is in process of resolving the differences with local management of overseas subsidiary.

### 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, 28<sup>th</sup> July, 2014

### Registered Office:

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

CIN : L65493PN1990PLC058817

Email ID : secretarial@deltin.com

Website : www.deltacorp.in

Tel No : 91-22-40794700

Fax No : 91-22-40794777

## ANNEXURE A

INFORMATION UNDER SECTION 217(1) (e) OF THE COMPANIES ACT, 1956, READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF DIRECTORS' REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014.

### A Conservation of Energy

a) Energy conservation measures taken:

The Company continues its policy of giving priority to energy conservation measures including regular review of energy generation and consumption and effective control on utilization of energy.

The following energy conservation methods were implemented during the year:

- a) Use of energy efficient equipments
- b) Intensified Internal Audit aimed at detecting wastage of electricity.

b) Additional investments:

- a) The Company is continuously installing electronic devices to improve quality of power and reduction of energy consumption.
- b) Continuing with energy conservation measures on above lines.

c) Impact of above measures:

The adoption of energy conservation measures have resulted in savings and increased level of awareness amongst the employees.

c) Total energy consumption and energy consumption per unit of production

As per Form A :- Not Applicable

### B Technology Absorption

The relevant particulars relating to technology absorption in terms of Rule 2 of the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988 is not applicable as the Company is part of Service Industry and it does not have manufacturing operations.

### Foreign Exchange Earnings and Outgo:

During the year, the foreign exchange outgo was ₹ 174.61 Lacs (L.Y. NIL ) the foreign exchange earned was ₹ 4,304.18 Lacs (L.Y. ₹ 1,702.11 Lacs)

By Order of the Board of Directors,

**Jaydev Mody**  
Chairman

Mumbai, 28<sup>th</sup> July, 2014

### Registered Office:

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

CIN : L65493PN1990PLC058817

Email ID : secretarial@deltin.com

Website : www.deltacorp.in

Tel No : 91-22-40794700

Fax No : 91-22-40794777



## DIRECTORS' REPORT

### ANNEXURE B

Information to be disclosed under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, with regards to options which are in force as on 31<sup>st</sup> March, 2014:

(a) Options granted during the year	27,14,335
(b) The pricing formula	a) 31,00,000 options were granted at a consideration of ₹ 30/- per option, granted on 08.07.2010 b) 27,14,335 options were granted at a consideration of ₹ 52/- per option, granted on 09.05.2013
(c) Options vested during the year	7,25,000
(d) Options exercised during the year	7,25,000
(e) The total number of shares arising as a result of exercise of option	7,25,000
(f) Options lapsed/cancelled/surrendered during the year	2,37,735
(g) Variation of terms of options	NIL
(h) Money realised by exercise of options	₹ 2,17,50,000
(i) Total number of options in force	7,25,000 Options granted on 08.07.2010 24,76,600 Options granted on 09.05.2013
(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'	₹ (2.72)
(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 ₹ 584.84 Lacs (previous year lower by ₹ 191.70 Lacs). Basic EPS Before Adjustment ₹ (2.74) Adjusted EPS ₹ (2.48) Diluted EPS Before Adjustment ₹ (2.72) Adjusted EPS ₹ (2.46)
(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	Options granted in 2013
Mr. Ashish Kapadia	17,05,000	4,46,000
Mr. Hardik Dhebar	6,00,000	1,93,000
Mr. Anil Malani	5,00,000	1,10,000
Mr. Narinder Punj	5,00,000	55,000

Note: 1. The Company has granted the aforesaid options at the meeting of the Compensation Committee of the Board of Directors of the Company held on 8<sup>th</sup> July, 2010, 30<sup>th</sup> November, 2010 and 9<sup>th</sup> May, 2013.

2. With regard to the options which were granted to the employees of the Company and its subsidiaries in November, 2010, total 23,15,100 options were voluntarily surrendered by the employees, which were subsequently cancelled by the Compensation Committee of the Board of Directors of the Company at its meeting held on 30<sup>th</sup> March, 2013.

## ANNEXURE – B

Weighted Average exercise price of option granted whose:

(Amount in ₹)

Sr. No.	Particulars	8 <sup>th</sup> July, 2010	9 <sup>th</sup> May, 2013
A	Exercise Price equals the Market Price	NA	NA
B	Exercise Price is greater than the Market Price	NA	NA
C	Exercise Price is less than the Market Price	30	52

Weighted Average fair value of option granted whose:

(Amount in ₹)

Sr. No.	Particulars	8 <sup>th</sup> July, 2010	9 <sup>th</sup> May, 2013
A	Exercise Price equals the Market Price	NA	NA
B	Exercise Price is greater than the Market Price	23.25	35.17
C	Exercise Price is less than the Market Price	NA	NA

## ANNEXURE – C

(Amount in ₹)

Variables	Date of Grant : 8 <sup>th</sup> July, 2010				9 <sup>th</sup> May, 2013
	Vest 1	Vest 2	Vest 3	Vest 4	Vest 1
	8 <sup>th</sup> July, 2011	8 <sup>th</sup> July, 2012	8 <sup>th</sup> July, 2013	8 <sup>th</sup> July, 2014	9 <sup>th</sup> May, 2014
No. of Shares	7,25,000	7,25,000	7,25,000	7,25,000	27,14,335
Risk Free Interest Rate	6.96%	7.23%	7.45%	7.62%	7.38%
Expected Life (Years)	3.50	4.50	5.50	6.50	1
Expected Volatility	61.24%	61.24%	61.24%	61.24%	62.25%
Dividend Yield	0.83%	0.83%	0.83%	0.83%	0.38%
Price of the understanding share in market at the time of option granted	38.15	38.15	38.15	38.15	65.75%



# MANAGEMENT DISCUSSION AND ANALYSIS

## ECONOMIC OVERVIEW

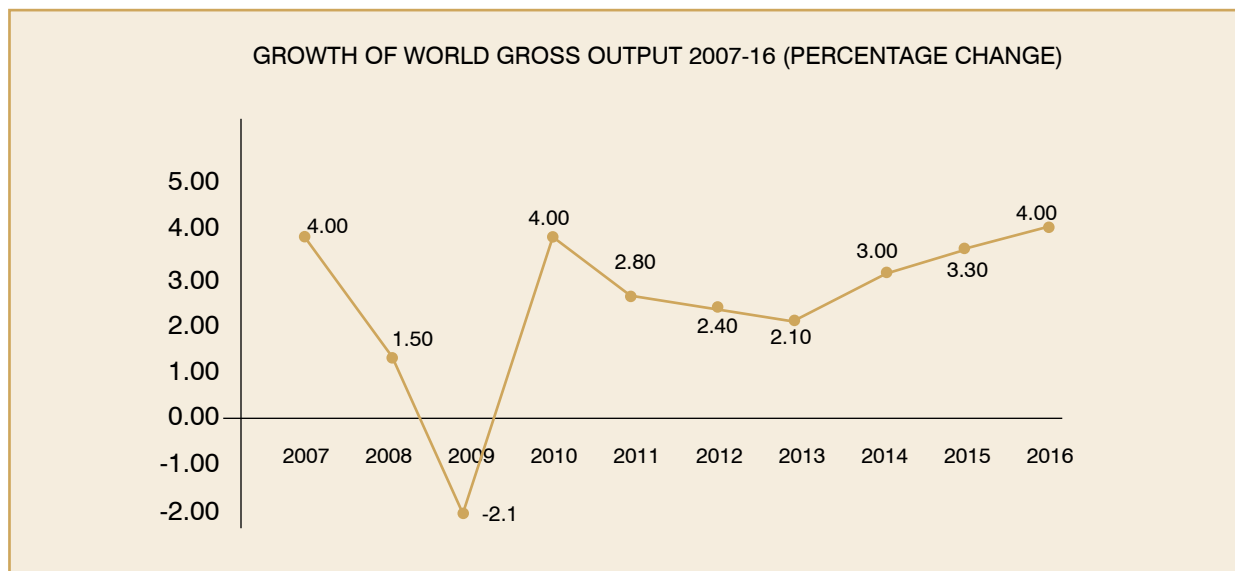
### Global Economy

2013 was a mixed year for the global economy. The year was marked with two distinct halves. While the first half of the year was sluggish, there was a major upturn in the latter six months, driven primarily by a sharp uptick in economic activity in the advanced countries.

According to the World Economic Outlook published by the International Monetary Fund (IMF) in April 2014, the total world output for the year 2013 increased by 3 per cent, compared to a marginally higher 3.2 per cent in 2012. Growth picked up strongly in the second half of 2013 at 3.6 per cent on an average, compared to a low 2.6 per cent in the first half of the year. This strong rebound was reflected in increased activities in global trade and industrial production.

A major boost to this strong performance in the second half was driven by the US economy, which grew at 3.25 per cent for the latter six months. This major impulse in growth helped the US economy achieve an annual growth rate of 1.9 per cent for the year 2013, which was markedly lower than the more robust growth rate of 2.8 per cent the economy had achieved in 2012, and which was instrumental in igniting hopes of optimism in the beginning of the year.

In the Euro area, growth turned positive in the year 2013, which was a signal that the area was finally coming out of depression. While the output decreased by 0.7 per cent in 2012, for the year 2013, it decreased by 0.5 per cent. Sovereign debt continued to plague most economies in the region. According to World Economic Situation and Prospects published by the United Nations in December 2013, 12 out of 17 European Monetary Union countries remained under Excessive Deficit Procedure and would continue to pursue consolidation programmes, with crisis countries pursuing even more stringent consolidation programmes.



(Source: US/ DESA)

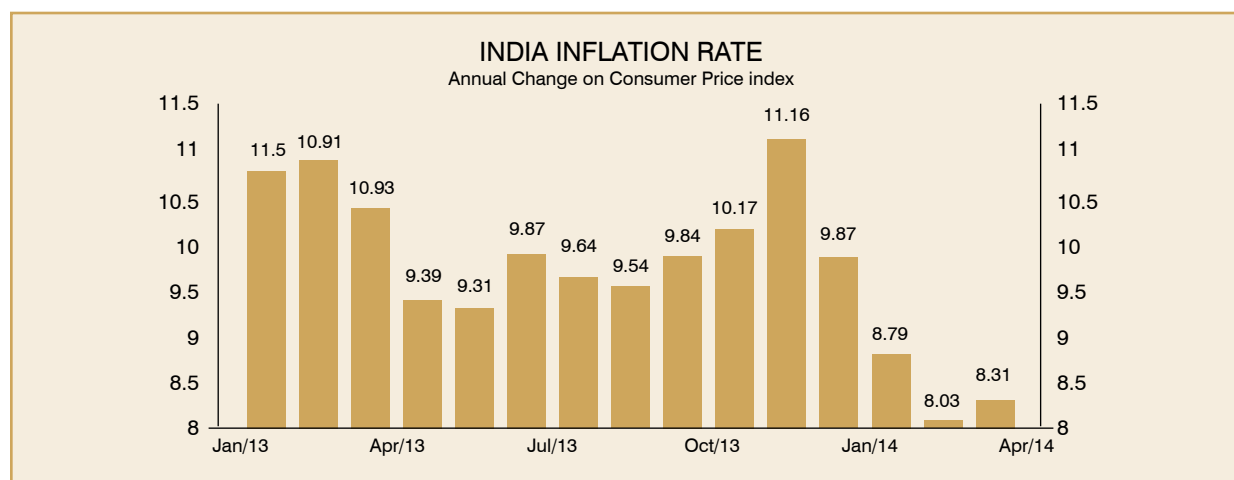
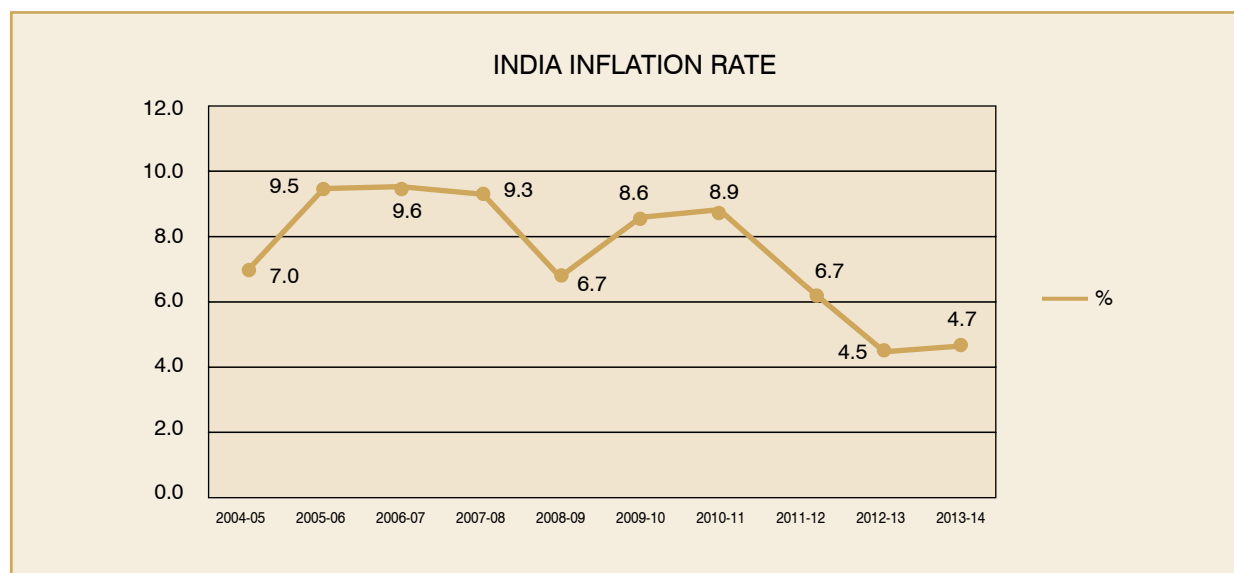
In the emerging economies, growth continued to remain a challenge. However, while growth rates have been subdued in major emerging economies, their absolute growth rates are still much higher than those in the western / developed countries.

In the BRIC economies, there was a significant deceleration in GDP growth in the past two years due to a combination of strong macro headwinds as well as domestic impediments. The weighed GDP growth in BRIC economies for 2013 was 5.6 per cent, compared to 8 per cent annual average growth rate for the period 2000-2008.

## Indian Economy

In India, the GDP growth for the year 2013-14 has been 4.7 per cent, marginally higher than that 4.5 per cent last year. Domestic factors like high inflation, currency depreciation, tight fiscal policies, high interest rates and policy matters all contributed to a slowdown in the economy.

Inflation remained high in the vicinity of 9 per cent throughout the year. The situation was compounded with an alarming fiscal deficit that did not give the government any leeway to reduce interest rates. As a result of high interest rates, cost of capital and borrowings continued to remain high throughout the year, majorly impacting expansion and new projects across industries. Moreover, high finance costs also had a direct effect on margins.





## MANAGEMENT DISCUSSION AND ANALYSIS

The Indian rupee plunged to its lowest of 68.85 against the US Dollar in the month of August 2013. The falling Indian rupee against major currencies of the world continued to weigh down heavily on the economy during the year, particularly impacting cost of oil, which fuelled most other input costs like transportation.

### Indian Rupee versus US Dollar – Exchange Rate



### INDUSTRY OVERVIEW

Gaming is one of the oldest forms of entertainment and business, with a long history that has its roots in the Mahabharata. Today, gaming forms a unique source of entertainment world over, with centres like Las Vegas, Macau and Singapore having emerged as specialised gaming destinations. These gaming destinations have evolved as entertainment hubs, by adding key elements of tourism and hospitality, so much so that each drives the other. For the consumer, gaming and hospitality combine to create and deliver a holistic entertainment experience full of thrill, relaxation, tourism and hospitality, with something for everyone in the family. It is this holistic experience of gaming and hospitality that has contributed to the success of these gaming destinations.

However, being a highly discretionary part of consumer spending, the gaming business is exposed to and dependant on changes in economic conditions and consumer confidence. While the gaming industry was traditionally dominated by the US and European centres, the emergence of Macau and Singapore has underlined the fact that as the pendulum of economic growth shifts towards Asia, the new epicentre for the gaming industry is Asia. In 2006, Macau surpassed Las Vegas as the global gaming leader. In 2010, spending in casinos in Asia in one year alone rose by a staggering 49.7 per cent to put Macau and Singapore permanently and prominently on the global gaming map. Other gaming destinations in countries like Singapore, Philippines, Malaysia, Hong Kong, South Korea, Sri Lanka and Australia have added to this shifting momentum.

The total global gaming casino market in 2013 has been estimated around US\$ 159,709 million as per report by PricewaterhouseCoopers LLP. The market grew at 8.9 per cent in 2013, compared to 10.8 per cent in 2012. In terms of region-wise growth, the highest growth came from the Asia-Pacific region, which grew by 15.2 per cent in the year 2013 and reached US\$ 66,961 million. The US market grew by 4.7 per cent and reached a size of US\$ 65,497 million.



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

Source: PricewaterhouseCoopers LLP

### Gaming Industry in India

Gaming in India is heavily regulated with stiff regulations. A large part of betting exists in the unregulated and illegal spaces, estimated to be in the range of US\$ 500 million by a FICCI representation. This is dominated by betting in sports, especially cricket. The only two legally allowed betting businesses in India are horse-racing and lotteries with an estimated turnover of US\$ 350 million and US\$ 12.5 billion respectively.

Betting and gaming in India fall under the purview of state legislation, with high entry barriers, strict regulations, and a cap on the number of licenses issues. Currently, casinos are legally allowed only in Goa, Daman and Sikkim. Till date, six offshore casino licenses have been issued for Goa. Goa and Daman, laws (i.e. The Goa, Daman and Diu Public Gambling Act 1976), allow casinos to be set up only at five star hotels or offshore vessels with the prior permission of the government. In general, casino licenses are awarded for a term of 5 years from their respective date of issuance, at the expiry of which period they have to be renewed at the payment of a prescribed fee.

The total size of casino business is estimated to be around US\$ 100 million per year in terms of revenues. Since the first casino of Delta Corp became operational about five years ago, the casino market has been growing at about 40 per cent every year. Of this, Goa accounts for the lion's share with an estimated 95 per cent.

### Hospitality Industry in India

According to a report by Ernst & Young – Brave new world for India real estate, domestic travel spends generated nearly 81 per cent of the direct travel and tourism GDP. The total number of domestic tourists was 1,036 million, increasing by almost 20 per cent compared to 2011. The number of international tourists in India in 2012 was recorded at 6.6 million, an increase of 4.3 per cent.

The total number of hotel keys in India is approximately 95,000. Over the last five years, the demand for hotel keys for tourism, conventions and business activities has grown at a compounded annual growth rate (CAGR) of 18 per cent, one of the strongest in the world.



## MANAGEMENT DISCUSSION AND ANALYSIS

Key cities such as Bengaluru and Chennai witnessed average room rate (ARR) of approximately INR 5,500–INR 6,000 whereas Gurgaon and Noida witnessed ARR of INR 6,500–INR 7,000. Mumbai witnessed ARR of approximately INR 7,500–INR 7,800. The occupancy rates in these key cities were approximately in the range of 55 - 65 per cent.

### BUSINESS REVIEW

By virtue of possessing three out of the six issued offshore gaming licenses in the state of Goa, Delta Corp is the largest and only listed Company within the gaming and hospitality segment in India. Delta Corp is rapidly expanding its gaming positions in Goa and currently offers approximately 2,000 gaming positions. Delta Corp also has recently started a first of its kind integrated casino resort in Daman, with full benefits of the casino to accrue from middle of FY15.

### Rebranding to DELTIN

In 2013, Delta Corp rebranded its gaming and hospitality businesses under an umbrella brand – DELTIN, in line with best gaming and hospitality brands all over the world where the name of the casino or the hotel starts with the brand name. DELTIN is India's first Integrated Gaming and Hospitality Brand, providing the best experience in lifestyle and leisure in the country. DELTIN also reflects a bigger, better and more opulent experience across all the casinos and hotels of Delta Corp, as well as the glamour and innovative lifestyle offerings that are synonymous with the Delta Corp group. This re-branding is in line with the strategic expansion plans of Delta Corp, and going forward will create a strong consumer brand connect and recall for a premium gaming and hospitality experience in India.

The DELTIN brand is an exclusive IPR belonging to Delta Corp Ltd.

### Gaming and Entertainment

#### Goa

Delta Corp owns three offshore casinos in Goa out of a total of six, making it the dominant player in Goa. The total number of gaming positions in Goa is approximately 2,000.

A brief description of these casinos is as under:

Deltin Royale, Goa is India's largest live offshore gaming vessel. The Casino has approximately 1500 gaming positions across 116 tables and 250 slot machines. The four-level casino also has an in-house dining and entertainment restaurant 'Vegas' and an exclusive lounge 'Whiskys', with an extensive single malt collection. It is also home to the Royale Poker Room, India's largest dedicated Poker room. It also offers private gaming suites for select guests.

Deltin JAQQ, Goa is one of India's leading live offshore gaming casinos with approximately 500 gaming positions. Offering international games, live entertainment daily, and separate VIP gaming areas, the casino is also equipped with a helipad, and is serviced by high speed feeder boats from multiple jetties. The casino also houses a crèche and playroom for children, an Aquabar, and 2 VIP suites.

Deltin Caravela, Goa, currently under renovation, is India's first off-shore gaming casino. Once operational in this financial year, it will offer approximately 200 gaming positions comprising 17 Live gaming tables and 10 slot machines.

## Daman

In March 2014, Delta Corp launched THE DELTIN, India's largest integrated casino resort. Located at close proximity along the Mumbai – Ahmedabad route, this 176 room, 5 star hotel is an ideal gateway for gamers and vacationers alike. The soon to be launched casino at THE DELTIN will be spread over 60,00 sq.ft., and will have approximately 1,000 gaming positions.

## Hospitality

Gaming and hospitality go hand-in-hand. Both these are mutually inclusive and reciprocating businesses, each driving the other. In fact, gaming and hospitality globally form an unbeatable holistic experience that attracts not only serious gamers, but tourists and families.

Delta Corp had realised the synergistic advantage of gaming and hospitality right from the beginning, and therefore, hospitality has always been an integral part of the growth strategy.

Delta Corp currently operates two hotels in Goa and has recently launched a hotel in Daman. In addition, Delta Corp also has a substantial stake in the holding Company of Ramada Caravela Beach Resort, with no operational interest or management control.

A brief description of these hotels is :

DELTIN SUITES, Goa is a 106 rooms all-suite hotel located in Nerul in north Goa. Deltin Suites is equipped with all modern amenities and recreational facilities, including two restaurants, a lounge bar, spa, gym and swimming pool. The property is a 5 to 10 minute drive from the popular Candolim and Calangute beaches, and is close to boarding points for Delta Corp's casinos.

DELTIN PALMS, Goa is a 27 rooms boutique hotel used primarily 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 Delta Corp's offshore casinos.

THE DELTIN, Daman Delta Corp owns a majority stake in Daman Hospitality Private Limited, which in turn owns a 176 room five star deluxe property namely, The Deltin in Daman. The Deltin is the largest integrated resort in Daman, spread over 10 acres with approximately 300,000 sq. ft. of developed area. This hotel offers the largest banquet facility in the area with 3 bars, 4 speciality restaurants, 27,000 sq. ft. of indoor event (MICE space) and 8,000 sq. ft. high-end retail space.

## Real Estate

Delta Corp holds a 39.2 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 had invested approximately ₹ 200 crores to acquire 10 prime plots of land in Nairobi with a planned developable area of approximately 1.2 million sq. ft. of commercial and residential assets.

Over the last 5 years, DCEAL has developed commercial and residential properties which have since been sold and Delta Corp has made a profitable exit. As part of its consolidation strategy, Delta Corp is exiting from the real estate business to focus on the core business of gaming and hospitality.

## FINANCIAL REVIEW

**INCOME:** The Consolidated Income of the company for the year 2013-14 was ₹ 55,858.41 Lacs compared to ₹ 42, 540.73 Lacs in the previous financial year.

**EBITDA:** The Consolidated EBITDA of the company stood at ₹ 18,129.01 Lacs for the financial year 2013-14 compared to ₹ 10,334.96 Lacs in the previous financial year.

**PAT** for the year was ₹ 3,531.22 Lacs compared to ₹ 2,933.83 Lacs in the previous financial year.



# MANAGEMENT DISCUSSION AND ANALYSIS

## OUTLOOK AND OPPORTUNITIES

The election of a stable government in the last general election with a thumping majority to a single political party has ushered in a new wave of optimism and confidence in the economy. This has revived prospects of economic growth, with the new government showing strong intent and purpose, as evidenced in the maiden budget it presented. Many projects that were pending are expected to be cleared, paving way for resurgence in most industries.

The Indian growth story is intact and favourable on the medium to long term basis. 50 per cent of the country's population is below the age of 25, and 65 per cent is below the age of 35, making it one of the youngest working populations in the world. What makes the Indian growth story powerful and convincing is the fact that this young population is upwardly mobile, exposed to western lifestyle and culture, and had a growing disposable income. Travel, leisure and entertainment are an integral part of their lifestyle, reflected in the growing number of domestic tourist and increased spends.

In addition to the Indian growth story, international tourism is expected to increase as infrastructure improves. According to World Travel & Tourism Council's (WTTC) estimates, domestic travel spending will grow by 6.1 per cent, while international visitor spending will increase by 8.7 per cent per annum in 2013–15. Approximately 85,000 hotel room keys are in various stages of construction in major Indian cities which reflects the growth opportunity.

The casino business in Goa has been growing at almost 50 per cent annually. With new capacities being added, this growth trend is expected to remain robust.

Delta Corp is ideally positioned to reap rich dividends from the fresh upturn in the economy. Delta Corp has always had a firm and unshakable belief in its business plan, and even during the difficult recent years, it had shown a resolute resilience. Moreover, Delta Corp had gathered and consolidated its strengths and competencies during the challenging times, confident that it would be able to harvest the rewards of its efforts in time. Today, the worst is behind Delta Corp. The economy is looking positive, and with it, the outlook is optimistic. During the financial year 2014-15, Delta Corp is expected to launch its third offshore live casino in Goa, adding approximately 200 gaming positions and a land-based casino in Daman through its hospitality project named The Deltin, adding approximately 1,000-1200 additional gaming positions.

In addition to this, we are also hopeful of taking our project in Sri Lanka forward during the year, as soon as there is more clarity on the legislation and policy. We have already acquired 11 acre land parcel near the Bandaranaike international airport at Ketunayke to develop a high-end hotel.

## RISK MANAGEMENT

Risk is an inherent and inseparable element in every business. However, what differentiates successful Companies is their ability to foresee these risks, and taken appropriate actions to mitigate or minimise the effect of this risk on its business.

At Delta Corp, we constantly scan the horizon to identify any future risks that could affect our business and operations, and take immediate actions. The risks we foresee are :

### Economic Slowdown

The gaming and hospitality businesses are closely correlated to discretionary spends. As such, during economic slowdowns, there is a marked tendency to curtail expenditure on entertainment, travel and leisure. This is likely to have an adverse impact on the operations of Delta Corp. However, Delta Corp believes that the Indian economy is back on the growth track with most macro indicators showing a positive change, and therefore, this risk is merely theoretical.

### **Competition Risk**

The risk of competition is a constant threat in any business. In the gaming and hospitality business too, this threat prevails significantly. However, in the gaming business, Delta Corp has a dominant position, with three licenses in Goa and both the licenses in Daman. In the hospitality business, Delta Corp believes that the experience it offers its customers at its properties are premium and highly differentiated. Moreover, the strong brand equity that Delta Corp has developed over the years lends a sharp competitive edge, which ensures customer preference and priority.

### **Regulatory Risk**

Gaming in India is still a highly regulated business, with archaic and outdated laws still in place. There is always a possibility of stringent or adverse changes in government policies in the gaming industry in a conservative country like India, which would have a detrimental effect on the business of Delta Corp. However, Delta Corp believes that positive change, both in terms of mind sets and legislature, has already started, and is confident that the government will encourage growth in the industry with supportive regulations.

### **INTERNAL CONTROL SYSTEMS**

Delta Corp has proper and adequate internal control systems to ensure that all the assets are safeguarded and that all transactions are authorised, recorded and reported correctly. Regular internal audits and checks are carried out to ensure that the responsibilities are executed effectively and that the systems are adequate. The management continuously reviews the internal control systems and procedures to ensure the efficient conduct of business. An Audit Committee of the Board oversees the internal controls within the organisation.

### **HUMAN RESOURCES**

Delta Corp has always believed that its employees are its most valuable resources. Delta Corp ensures that working conditions at all its workplaces meet highest standards of safety. Delta Corp conducts regular training and workshops to ensure the skills and talents of its employees are at par with the best in the industry. Employees are encouraged to undertake self-improvement courses that will contribute both to their personal as well as professional development. There is a rich diversity in the workforce of Delta Corp, with a strong emphasis on gender equality. Delta Corp maintained cordial relations with its employees during the year.

The total number of employees as on 31 March, 2014 was 1650.

### **CAUTIONARY STATEMENT**

Statements in this Report on “Management Discussion and Analysis” describing Delta Corp’s objectives, projections, estimates, expectations or predictions may have “forward looking statements” within the meaning of applicable securities laws and regulations. Actual performance may differ substantially and materially from those expressed or implied. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward looking statements.





### 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 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 on 31<sup>st</sup> March, 2014 as prescribed by the Securities and Exchange Board of India and incorporated in the Listing Agreement with the Stock Exchanges is given below. Further the members of the Company are requested to note that the Board of Directors of the Company, at its meeting held on 28<sup>th</sup> July, 2014, after appointing Additional Directors, have re-named, reconstituted and redefined the terms of reference of Audit Committee, Remuneration (Compensation) Committee and Investors Grievance Committee, as applicable to the respective Committees, in terms of provisions of the Companies Act, 2013 and Revised (proposed) Clause 49 of the Listing Agreement (to be effective from 1<sup>st</sup> October, 2014). Details of the same shall be given in the next Annual Report.

### 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.

As on 31<sup>st</sup> March, 2014, 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 at least 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 on 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 31<sup>st</sup> March, 2014.



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

During the financial year ended 31<sup>st</sup> March, 2014, four meetings of the Board were held, as follows:

No.	Date	Board Strength	No. of Directors present
1	25 <sup>th</sup> April, 2013	8	6
2	30 <sup>th</sup> July, 2013	8	7
3	29 <sup>th</sup> October, 2013	7	6
5	31 <sup>st</sup> January, 2014	7	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

As on 31<sup>st</sup> March, 2014, composition of the Board of Directors and attendance of the Directors at the Board Meetings as well as their directorship/membership in Committees of Public Companies 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 2013-2014		Whether attended the last AGM held on 30.08.13	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	3	2	0
Mr. Ashish Kapadia (Managing Director)	Executive, Non-Independent	4	4	Yes	12	0	0
Mr. Mahesh Gupta	Non-Executive, Independent	4	4	Yes	11	3	4
Mr. Rajeev Piramal	Non-Executive, Independent	4	0	No	11	1	0
Mr. Rajesh Jaggi	Non-Executive, Independent	4	4	No	2	0	2
* Mr. Sudarshan Bajoria	Non-Executive, Non-Independent	4	1	No	0	0	0
Mr. Rakesh Jhunjhunwala	Non-Executive, Non-Independent	4	4	No	3	0	0
Mr. Homi Aibara	Non-Executive, Independent	4	4	No	0	0	0

\* Mr. Sudarshan Bajoria, Nominee Director of ICICI Venture, resigned from the Directorship of the Company w.e.f. 19<sup>th</sup> August, 2013.

### **Details of the Directors being re - appointed**

Pursuant to provisions of Section 149 of the Companies Act, 2013 and Rules made thereunder, it is proposed to seek shareholders approval for appointment of Mr. Rajesh Jaggi, an existing Director of the Company, as non-executive Independent Director of the Company, for one term of consecutive five years from the conclusions of ensuing Annual General Meeting of the Company.

At the ensuing Annual General Meeting, in accordance with the provisions of the Companies Act, 2013, Mr. Jaydev Mody and Mr. Rajeev Piramal, Directors of the Company, retire by rotation. Mr. Jaydev Mody, being eligible, has offered himself for re-appointment as a Director of the Company. Further, Mr. Rajeev Piramal, another director retiring by rotation, has not sought reappointment and it is proposed not to fill in the vacancy caused by his retirement. The Board of Directors would like to place on record their sincere appreciation for the valuable contribution made by Mr. Rajeev Piramal, from time to time, during his tenure as Director of the Company.

Detailed profiles of Mr. Jaydev Mody and Mr. Rajesh Jaggi 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 as on 31<sup>st</sup> March, 2014 comprised of four Directors i.e. Mr. Mahesh Gupta, Mr. Rajesh Jaggi, Mr. Ashish Kapadia, Mr. Rajeev Piramal majority of whom were 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 31<sup>st</sup> March, 2014, 4 (four) meetings of the Audit Committee were held. The meetings of the Audit Committee were held on 24<sup>th</sup> April, 2013, 30<sup>th</sup> July, 2013, 28<sup>th</sup> October, 2013 and 30<sup>th</sup> January, 2014.

The attendance for Audit Committee meeting is mentioned as below:

No.	Date	Committee Strength	No. of Members Present
1	24 <sup>th</sup> April, 2013	4	3
2	30 <sup>th</sup> July, 2013	4	3
3	28 <sup>th</sup> October, 2013	4	3
4	30 <sup>th</sup> January, 2014	4	3

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 Friday, 30<sup>th</sup> August, 2013 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 31<sup>st</sup> March, 2014, comprised of four members i.e. Mr. Mahesh Gupta, Mr. Jaydev Mody, Mr. Rajesh Jaggi, 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 31<sup>st</sup> March, 2014, 3 (three) meetings of the Compensation (Remuneration) Committee were held on 23<sup>rd</sup> April, 2013, 9<sup>th</sup> May, 2013 and 31<sup>st</sup> January, 2014.

**The attendance for Compensation (Remuneration) Committee meeting is mentioned as below:**

No.	Date	Committee Strength	No. of Members Present
1	23 <sup>rd</sup> April, 2013	4	3
2	9 <sup>th</sup> May, 2013	4	3
3	31 <sup>st</sup> January, 2014	4	3

## 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 31<sup>st</sup> March, 2014, the Allotment Committee of the Board of Directors of the Company allotted Equity Shares of the Company to, grantees, who exercised their Options under DELTACORP ESOS 2009. Details of the same are given below:-

Date of Allotment Committee Meeting	No. Of Equity Shares	Amount paid per share (₹)
21.10.2013	6,75,000	30/-
07.11.2013	50,000	30/-

## Details of remuneration paid to Executive and Non Executive Directors for the year ended 31<sup>st</sup> March, 2014 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 31 <sup>st</sup> March, 2014
Mr. Ashish Kapadia	None	97,93,788	-	0.25% of Net Profit (after tax)	NIL	*17,46,000

\* Out of the above 4,46,000 options were granted to Mr. Ashish Kapadia during the current year.

### Non Executive Directors

Name	Relationship with other Directors	Sitting Fees (₹)	Commission (₹)	Total (₹)
Mr. Jaydev Mody	None	40000	-	40000
Mr. Mahesh Gupta	None	70000	-	70000
Mr. Rajeev Piramal	None	0	-	0
Mr. Rajesh Jaggi	None	70000	-	70000
Mr. Rakesh Jhunjunwala	None	40000	-	40000
Mr. Sudarshan Bajoria	None	10000	-	10000
Mr. Homi Aibara	None	40000	-	40000

During the financial year ended 31<sup>st</sup> March, 2014, except payment of sitting fees and dividend on ordinary shares held, if any, by the Non - Executive Directors, the Company do not have any pecuniary relationship or transactions with the Non - Executive Directors.

### Shareholding of Non-executive Directors

The Individual shareholding of Non-executive Directors (including shareholding as joint holder) as on 31<sup>st</sup> March, 2014 is 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. Rakesh Jhunjunwala	80,00,000
Mr. Homi Aibara	0

## 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 Shareholder's/Investor's' complaints / grievances pertaining to transfer or credit of shares / transmissions / dematerialisation / rematerialisation / split / issue of duplicate Share Certificates, non receipt of annual reports, dividend payments and other miscellaneous complaints. The Committee reviews performance of the Share Transfer Agent and recommends measures for overall improvement in the quality of investor services.

### Composition

The Investors Grievance Committee as on 31<sup>st</sup> March, 2014 comprised 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 31<sup>st</sup> March, 2014, 6 (Six) meetings of the Investors Grievance Committee were held, as follows:

No.	Date	Committee Strength	No. of Members present
1	8 <sup>th</sup> April, 2013	3	3
2	11 <sup>th</sup> July, 2013	3	2
3	2 <sup>nd</sup> August, 2013	3	2
4	8 <sup>th</sup> October, 2013	3	2
5	3 <sup>rd</sup> January, 2014	3	2
6.	31 <sup>st</sup> March, 2014	3	3

## 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 31<sup>st</sup> March, 2014.

## 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, no investor's complaints were received and 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
2010- 11	Peninsula Centre, No 4, Galaxy Co-op. Housing Society, Off Dhole Patil Road, Pune - 411 001, Maharashtra.	September 26, 2011	Monday	2.00 p.m.	1
2011- 12	Peninsula Centre, No 4, Galaxy Co-op. Housing Society, Off Dhole Patil Road, Pune - 411 001, Maharashtra.	September 28, 2012	Friday	2.30 p.m.	0
2012- 13	Peninsula Centre, No 4, Galaxy Co-op. Housing Society, Off Dhole Patil Road, Pune - 411 001, Maharashtra.	August 30, 2013	Friday	2.30 p.m.	0

## Postal Ballot

During the year, pursuant to the provisions of Section 192A of the Companies Act, 1956 and the applicable provisions of Companies Act, 2013 along with the rules prescribed therein, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the Company has passed a special resolution on 12<sup>th</sup> March, 2014 for Re-appointment of Mr. Ashish Kapadia, as Managing Director of the Company for a period of 5 years. The Notice of the Postal Ballot were dispatched to all the shareholders of the Company along with postage prepaid envelopes. Mr. Ashish Kumar Jain, Proprietor of M/s. A.K. Jain & Co; Company Secretaries in Practice, have been appointed as a scrutinizer for the Postal Ballots, who submitted his report to Managing Director of the Company.

At present the Company is proposing to pass Special Resolutions by way of Postal Ballot pursuant to Section 110 and the applicable provisions of the Companies Act, 2013 read together with the Companies (Management and Administration) Rules, 2014 for the following matters:-

1. Consent of the Company under Section 180(1)(c) of the Companies Act, 2013 and Rules made thereunder.
2. Consent of the Company under Section 180(1)(a) of the Companies Act, 2013 and Rules made thereunder.
3. Consent of the Company under Section 186 of the Companies Act, 2013 and Rules made thereunder.

## Disclosures

- a) During the financial year 2013-2014 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) During the year 2012-2013, Securities and Exchange Board of India (SEBI) had issued a Show Cause Notice to the Company in the matter of purchase of warrants of UTV Software Communications Limited under Securities Contracts (Regulation) Act, 1956 and the same was reported in previous years Corporate Governance Report. On 19<sup>th</sup> August, 2013, SEBI has issued Consent Order in the said matter and the Company has made necessary compliance as per the said order.

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

- 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](http://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.



## 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](http://www.deltacorp.in).

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

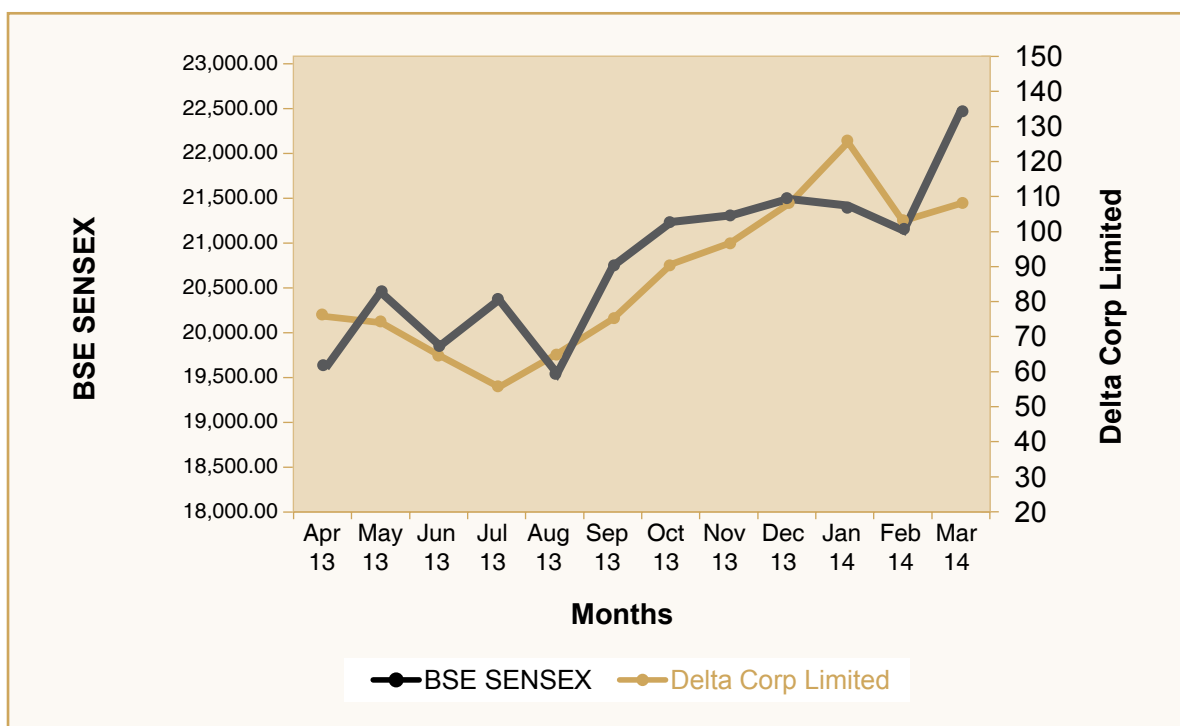
## General Shareholder Information

### Annual General Meeting:

Date and Time	Friday, the 26 <sup>th</sup> day of September, 2014, at 3.00 P.M			
Venue	Vivanta By Taj - Blue Diamond, 11, Koregaon 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 Friday, 26 <sup>th</sup> September, 2014.				
Financial Year	1 <sup>st</sup> April to 31 <sup>st</sup> March.			
Dates of Book Closure	From Friday the 19 <sup>th</sup> day of September, 2014 To Friday, the 26 <sup>th</sup> day of September, 2014 (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 25 <sup>th</sup> October, 2014, i.e. within 30 days from the date of declaration.			
Dividend History	Sr	Financial Year	Dividend Per Equity Share (₹)	Date of Declaration
	1	2010-2011	0.30	26 <sup>th</sup> September, 2011
	2	2011-2012	0.35	28 <sup>th</sup> September, 2012
	3	2012-2013	0.25	30 <sup>th</sup> August, 2013
Stock Exchange where Company's Shares are listed	BSE Limited Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai 400 001, Maharashtra. Scrip Code : 532848			
	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra. Scrip Symbol : DELTACORP			

**Stock Market Price data : High /Low during each month for the financial year ended 31<sup>st</sup> March, 2014**

Months	BSE Limited		National Stock Exchange of India Limited	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2013	76.70	41.25	76.80	41.35
May 2013	74.90	60.60	74.85	60.50
June 2013	64.90	49.50	65.60	49.35
July 2013	56.25	44.10	56.30	43.95
August 2013	65.35	46.40	65.45	46.30
September 2013	75.80	58.00	75.90	57.80
October 2013	91.25	59.00	91.60	58.80
November 2013	97.25	81.10	97.35	81.25
December 2013	109.85	88.80	109.80	88.70
January 2014	127.70	91.00	127.70	91.60
February 2014	104.30	87.65	104.50	90.00
March 2014	109.14	95.10	109.10	95.00







## Share Transfer Agents

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

Tel: (0253) 2354032, 2363372  
Email: support@freedomregistry.in  
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 31<sup>st</sup> March, 2014

Category	No. of holders	% to total number of shareholders	No. of shares held in that slab	% to total number of shares
1 to 5000	60209	97.97	22308258	9.80
5001 to 10000	574	0.93	4397902	1.93
10001 to 20000	289	0.47	4276562	1.88
20001 to 50000	198	0.32	6400177	2.81
50001 to 100000	79	0.13	5916951	2.60
100001 & above	110	0.18	184276654	80.98
<b>TOTAL</b>	<b>61459</b>	<b>100.00</b>	<b>227576504</b>	<b>100.00</b>

## Distribution of Equity Shareholding according to categories of Shareholders as at 31<sup>st</sup> March, 2014

Sr. No.	Category of Shareholder	Number of Share holders	Number of shares	%
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>	<b>14</b>	<b>94628591</b>	<b>41.58</b>
<b>(B)</b>	<b>Public shareholding</b>			
<b>1</b>	<b>Institutions</b>			
	(a) Mutual Funds/ UTI	1	2587	0.00
	(b) Financial Institutions / Banks	5	518632	0.23
	(c) Insurance Companies	0	0	0
	(d) Foreign Institutional Investors	36	31329498	13.77
<b>2</b>	<b>Non-Institutions</b>			
	(a) Bodies Corporate	1261	30321210	13.32
	(b) Individuals			
	(i) holding nominal share capital up to ₹ 1 Lacs	59452	34623201	15.21
	(ii) holding nominal share capital in excess of ₹ 1 Lacs	44	33988367	14.93
	NRIs	463	1393839	0.61
	Clearing Member	183	770579	0.34
	<b>Total Public Shareholding</b>	<b>61445</b>	<b>132947913</b>	<b>58.42</b>
	<b>TOTAL (A) + (B)</b>	<b>61459</b>	<b>227576504</b>	<b>100.00</b>

### Dematerialisation of shares and liquidity

As on 31<sup>st</sup> March, 2014, 22,32,13,884 Equity Shares (98.08 % of the total number of shares) are in demat form as compared to 22,23,80,754 Equity Shares 98.03 % of the total number of shares) as on 31<sup>st</sup> March, 2013.

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

The Company has not issued any GDR's/ADR's, Warrants or any convertible instruments during the financial year ended 31<sup>st</sup> March, 2014.

### 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	Bayside Mall, 2 <sup>nd</sup> Floor, Opp. Sobo Central Mall, Tardeo Road, Haji Ali, Mumbai - 400 034, Maha- rashtra.	(022) 4079 4700 (022) 4079 4777	secretarial@deltin.com



## 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 31<sup>st</sup> March, 2014.

**For Delta Corp Limited**

**Ashish Kapadia**  
**Managing Director**

Date : 28<sup>th</sup> July, 2014

## 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 31<sup>st</sup> March 2014 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 : 28<sup>th</sup> July, 2014  
Place : Ahmedabad

## To the Members of DELTA CORP LIMITED

### Report on the Financial Statements

We have audited the accompanying financial statements of Delta Corp Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Emphasis of Matter

Attention is invited to:-

1. Note No. 28 (iv) of the financial statements regarding search proceedings carried out by the tax authorities.





## INDEPENDENT AUDITORS' REPORT

2. Note No. 39 (a) of the financial statements regarding adoption of fair value for the purpose of amalgamation.
3. Note No. 40 of the financial statements regarding accounting for amalgamation after the balance sheet date.
4. Note No. 44 of the financial statements regarding MAT Credit Entitlement of ₹ 2,015.81 Lacs which is based on the judgment of management.

Our opinion is not qualified in respect of the above matters.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
  - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;
  - e. on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.

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

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

**Chetan Desai**  
Partner  
Membership No. 17000  
Place: Mumbai  
Date: 28<sup>th</sup> May, 2014

**Amit Desai**  
Partner  
Membership No. 32926



**[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the members of DELTA CORP LIMITED on the financial statements for the year ended March 31, 2014]**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets are verified by the management during the year and there is also a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed, no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the Company during the year.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification carried out at the end of the year.
- (iii) (a) The Company has granted loan to five companies covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 26,570.81 Lacs and the year-end balance of loans granted to such parties was ₹ 19,339.04 Lacs.
- (b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for such loans are, prima facie, not prejudicial to the interest of the Company.
- (c) The loans granted are repayable on demand. As informed, the Company has not demanded repayment of any such loan and interest during the year. Hence, due to such stipulation, we are unable to state about the regularity of principal and interest amount.
- (d) There is no overdue amount of loans granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- (e) The Company has taken loan from two companies covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 6,321.15 Lacs and the year-end balance of loans taken from such parties was ₹ 3,530.04 Lacs.
- (f) In our opinion, the rate of interest and other terms and conditions for such loans are prima facie, not prejudicial to the interest of the Company.
- (g) The loans taken are repayable on demand. As informed, the lender company has not demanded repayment of any such loan and interest during the year. Hence, due to such stipulation, we are unable to state about the regularity of repayment / payment of principal and interest amount.
- (iv) In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed continuing failure to correct major weakness in internal control system of the Company.



## ANNEXURE TO INDEPENDENT AUDITORS' REPORT

- (v) (a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 that need to be entered into the register maintained under section 301 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements exceeding value of ₹ five Lacs have been entered into during the financial year at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) The Central Government of India has prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act. However, during the year, there is no such construction activity carried out which is specified in Companies (Cost Accounting Records) Rules, 2011. Accordingly, the clause does not apply for the year.
- (ix) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed dues payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, except for income tax there are no dues outstanding of sales-tax, wealth-tax, service tax, customs duty, excise duty and cess which have not been deposited on account of any dispute. Dues outstanding of income tax are as follows:

Name of the statute	Nature of dues	Amount ₹ in Lacs	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	146.22	F.Y. 2006-07	Appeal is pending before Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	4.87	F.Y. 2009-10	Rectification u/s 154 is pending before the assessing officer
Income Tax Act, 1961	Income Tax	435.79	F.Y 2010-11	Rectification u/s 154 is pending before the assessing officer

- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.

- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans & advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause (xiii) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xiv) In respect of dealing/trading in shares, securities, debentures and other investments, in our opinion and according to the information and explanations given to us, generally the company did not deal or trade in it. However on short term basis, surplus funds were invested in mutual funds for which proper records have been maintained and timely entries have been made therein. The shares, securities and other investments have been held by the Company, in its own name.
- (xv) In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company, for loans taken by others from banks or financial institutions during the year, are not prejudicial to the interest of the Company.
- (xvi) In our opinion, the term loans have been applied for the purpose for which the loans were raised.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) According to the information and explanation given to us, the Company has made preferential allotment of shares to a party covered in the Register maintained under Section 301 of the Companies Act, 1956 under its ESOP scheme and the same is not prejudicial to the interest of the company.
- (xix) According to the information and explanations given to us, no debentures have been issued by the Company during the year.
- (xx) The Company has not raised money by way of public issue during the year.
- (xxi) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

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

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

**Chetan Desai**  
Partner  
Membership No. 17000  
Place: Mumbai  
Date: 28<sup>th</sup> May, 2014

**Amit Desai**  
Partner  
Membership No. 32926



# BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2014		As at 31 <sup>st</sup> March, 2013	
<b>EQUITY AND LIABILITIES</b>					
<b>Shareholders' Funds</b>					
(a) Share Capital	2	2,275.77		2,268.52	
(b) Reserves & Surplus	3	79,297.94	81,573.71	67,809.46	70,077.98
<b>Non-Current Liabilities</b>					
(a) Long-Term Borrowings	4	8,811.93		18.78	
(b) Long-Term Provisions	5	142.09	8,954.02	15.90	34.68
<b>Current Liabilities</b>					
(a) Short-Term Borrowings	6	3,526.36		50.00	
(b) Trade Payables	7	504.94		21.79	
(c) Other Current Liabilities	8	3,562.22		105.95	
(d) Short - Term Provisions	9	2,305.38	9,898.90	1,020.73	1,198.46
TOTAL		100,426.63		71,311.12	
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
(a) Fixed Assets	10				
i) Tangible Assets		22,072.82		132.24	
ii) Intangible Assets		9.60		-	
iii) Capital Work-in-Progress		95.03		-	
		22,177.45		132.24	
(b) Non-Current Investments	11	47,776.84		8,230.80	
(c) Deferred Tax Assets (Net)	12	529.43		87.40	
(d) Long-Term Loans and Advances	13	2,521.78		2,293.02	
(e) Other Non-Current Assets	14	477.77	73,483.27	-	10,743.46
<b>Current Assets</b>					
(a) Current Investments	15	-		2.76	
(b) Inventories	16	1,214.02		9.04	
(c) Trade Receivables	17	435.68		524.68	
(d) Cash and Bank Balances	18	2,874.02		165.36	
(e) Short-Term Loans & Advances	19	21,475.81		49,677.12	
(f) Other Current Assets	20	943.83	26,943.36	10,188.70	60,567.66
TOTAL		100,426.63		71,311.12	
Significant Accounting Policies and Notes to the Financial Statements					
1-46					

As Per Our Report of Even Date

For Haribhakti & Co.  
Chartered Accountants

Chetan Desai  
Partner

Place : Mumbai  
Date : 28<sup>th</sup> May, 2014

For Amit Desai & Co  
Chartered Accountants

Amit Desai  
Partner

For and on behalf of Board of Directors

Jaydev Mody  
Ashish Kapadia  
Mahesh Gupta  
Rajeev Piramal  
Rajesh Jaggi  
Homi Aibara  
Hardik Dhebar  
Hitesh Kanani

Chairman  
Managing Director  
Director  
Director  
Director  
Group CFO  
Company Secretary



# STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014



(₹ in Lacs)

Particulars	Note No.	Year Ended 31 <sup>st</sup> March, 2014	Year Ended 31 <sup>st</sup> March, 2013
<b>INCOME:</b>			
Revenue from Operations	21	11,704.52	3,895.33
Other Income	22	4,960.48	2,644.88
<b>Total Revenue</b>		<b>16,665.00</b>	<b>6,540.21</b>
<b>EXPENSES:</b>			
Cost of Material Consumed/Inventory Sold	23	1,559.21	2,590.15
Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	24	(1,036.90)	894.79
Employee Benefits Expenses	25	1,987.10	459.65
Finance Costs	26	1,337.32	33.58
Depreciation and Amortization Expenses	10	545.48	35.70
Other Expenses	27	4,895.87	377.82
<b>Total Expenses</b>		<b>9,288.08</b>	<b>4,391.70</b>
Profit Before Exceptional and Extraordinary Items and Tax		7,376.92	2,148.51
Exceptional Items	41	122.06	516.27
Profit Before Extraordinary Items and Tax		7,498.98	2,664.78
Extraordinary Items		-	-
<b>Profit Before Tax</b>		<b>7,498.98</b>	<b>2,664.78</b>
Tax Expenses			
- Current Tax		1,910.00	504.40
- MAT Credit Entitlement		(197.67)	-
- Deferred Tax		(442.03)	(5.46)
- Earlier Years Tax Adjustments		8.17	3.84
Total Tax Expenses		1,278.47	502.79
<b>Profit After Tax</b>		<b>6,220.51</b>	<b>2,161.99</b>
Prior Period items	36	(7.14)	-
<b>Net Profit for the Year</b>		<b>6,213.37</b>	<b>2,161.99</b>
Earnings Per Equity Share (Nominal Value of ₹ 1/- each)	37		
- Basic		2.74	0.93
- Diluted		2.72	0.92
Significant Accounting Policies and Notes to the Financial Statements	1-46		

As Per Our Report of Even Date

For Haribhakti & Co.  
Chartered Accountants

Chetan Desai  
Partner

Place : Mumbai  
Date : 28<sup>th</sup> May, 2014

For Amit Desai & Co  
Chartered Accountants

Amit Desai  
Partner

For and on behalf of Board of Directors

Jaydev Mody  
Ashish Kapadia  
Mahesh Gupta  
Rajeev Piramal  
Rajesh Jaggi  
Homi Aibara  
Hardik Dhebar  
Hitesh Kanani

Chairman  
Managing Director  
Director  
Director  
Director  
Group CFO  
Company Secretary



# CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2014	Year Ended 31 <sup>st</sup> March, 2013
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax and Extraordinary Items	7,498.98	2,664.78
Adjustments for:		
Employee Stock Compensation Expenses	364.17	290.11
Exceptional Items	(122.06)	(516.27)
Depreciation & Amortization	545.48	35.70
Loss on Sale of Fixed Assets	0.22	-
Provision for Employee Benefit	126.09	2.94
Finance Costs	1,337.32	33.58
Interest Income	(2,280.59)	(507.34)
Dividend Income	(2,203.92)	(1,929.04)
(Profit)/Loss on Sales of Investment	-	(0.14)
Sundry Balance Written Off / (Written Back)	10.95	0.08
Prior Period Expenses	(7.14)	-
Provision for Doubtful Recovery	13.27	-
<b>Operating Profit before Working Capital Changes</b>	<b>5,282.77</b>	<b>74.41</b>
Adjustments For :		
Inventories	(133.62)	894.79
Trade and Other Receivables	339.90	2,184.94
Loans & Advances	(36,454.56)	2,939.13
Trade Payables	159.76	(1.77)
Other Liabilities	(2,973.70)	(169.50)
<b>Cash Generated From Operations</b>	<b>(33,779.46)</b>	<b>5,921.99</b>
Taxes Paid (Net of Refund)	(991.46)	(152.92)
<b>Net Cash Generated From Operating Activities (a)</b>	<b>(34,770.92)</b>	<b>5,769.07</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(1,582.20)	(30.42)
Purchase of Fixed Assets (Capital Work in Progress)	1,144.33	2,427.40
Sales of Fixed Assets	0.16	9.69
Dividend Income	2,203.92	1,929.04
Interest Income	2,280.59	507.34
Inter Corporate Deposits and Advances to Subsidiary Companies	38,193.46	(16,974.51)
Purchase of Shares of Subsidiary Companies	(5,810.28)	(128.18)
Other Current Investments	(4,646.75)	(23,177.71)
Sale of Investments and Mutual Fund	11,889.58	24,929.11
<b>Net Cash Flow From Investing Activities (b)</b>	<b>43,672.81</b>	<b>(10,508.24)</b>

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2014	Year Ended 31 <sup>st</sup> March, 2013
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds From Issuance of ESOP Shares	217.50	489.66
Redemption of Preference Share Capital	-	(1,223.85)
Finance Costs	(1,222.36)	(33.58)
Dividend Paid	(567.13)	(937.42)
Dividend Distribution Tax Paid	-	(152.07)
(Increase)/ Decrease in Unclaimed Dividend	(1.99)	(59.26)
Proceeds From Long Term Borrowings	1,499.84	19.64
Repayment of Long Term Borrowings	(579.58)	(466.10)
Repayment of Short Term Borrowings	(6,319.07)	50.00
<b>Net Cash Flow from Financing Activities (c)</b>	<b>(6,972.79)</b>	<b>(2,312.98)</b>
Increase/ (Decrease) in Cash and Cash Equivalents (a+b+c)	1,929.10	(7,052.15)
Cash & Cash Equivalents as at Beginning of Year	106.10	7,158.26
Add: On Amalgamation	777.57	-
<b>Cash &amp; Cash Equivalents as at End of the Year</b>	<b>2,812.77</b>	<b>106.10</b>
Cash and Cash Equivalent includes		
Cash in Hand	865.86	4.02
Balance with Banks		
- In Current Accounts	1,945.74	102.08
- In Fixed Deposit Accounts (less than 3 months)	1.17	-

**Notes:**

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

**As Per Our Report of Even Date**

For Haribhakti & Co.  
Chartered Accountants

Chetan Desai  
Partner

Place : Mumbai  
Date : 28<sup>th</sup> May, 2014

For Amit Desai & Co  
Chartered Accountants

Amit Desai  
Partner

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

Jaydev Mody  
Ashish Kapadia  
Mahesh Gupta  
Rajeev Piramal  
Rajesh Jaggi  
Homi Aibara  
Hardik Dhebar  
Hitesh Kanani

Chairman  
Managing Director  
Director  
Director  
Director  
Group CFO  
Company Secretary



# NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

## 1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

### a) Basis of Preparation of Financial Statements

The financial statements are prepared under the historical cost convention, on accrual basis and in accordance with the generally accepted accounting principles in India ("GAAP"), and comply with the accounting standards specified in the Companies (Accounting Standards) Rules 2006, issued by the Central Government and the applicable relevant provisions of the Companies Act, 1956.

### b) Revenue Recognition

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

### c) Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Finance cost relates to acquisition of fixed assets are included to the extent they relate to the period till such assets are ready to be put to intended use. In the case of new projects successfully implemented, substantial expansion of existing units and expenditure resulting into enduring benefit, all pre-operative expenses including depreciation and interest on borrowings for the project, incurred up to the date of installation are capitalized and added pro-rata to the Cost of related Fixed Assets of project.

#### Intangible Assets

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

#### Capital Work-In-Progress

Expenses incurred for acquisition of Capital Assets outstanding at each balance sheet date are disclosed under Capital Work-in-Progress. Advances given towards the acquisition of Fixed Assets are shown separately as Capital Advances under head long-term loans & advances.

### d) Depreciation

Depreciation is provided on written down value (WDV) method as prescribed in Schedule XIV of the Companies Act, 1956 except on fixed assets directly pertaining to Casino and Hospitality business where depreciation is charged on straight Line Method (SLM). Depreciation is provided from the date of acquisition till the date of sale / disposal of assets.

### e) Investments

Investments that are readily realizable and intended to be held but not more than a year are classified as Current Investments. All other investments are classified as Long-Term Investment. Carrying amount of the individual investment is determined on the basis of the average carrying amount of the total holding of the investments.

Long-Term Investments are stated at cost less provision for other than temporary diminution in value. Investments in Immovable Properties include purchase price, duties, interest and cost of improvements. Current investments are carried at lower of cost and fair value.

**f) Inventories**

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

**g) Employee Benefits**

Liability is provided for retirement benefits for provident fund, gratuity and leave encashment in respect of all eligible employees. Contributions under the defined contribution schemes are charged to revenue. The liability in respect of defined benefit schemes like gratuity and leave encashment is provided in the accounts on the basis of actuarial valuations as at the year end.

**h) Foreign Currency Transactions**

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

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

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

**j) Borrowing Costs**

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





## NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

### **k) Accounting for Taxes on Income**

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

#### **i) Current Tax**

The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the Company.

#### **ii) Deferred Tax**

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

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

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

### **l) Impairment of Assets**

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

### **m) Operating Leases**

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

### **n) Share Based Compensation**

The compensation cost of stock options granted to employees is measured by the intrinsic value method, i.e. difference between the market price / fair value of the Company's shares on the date of grant of options and exercise price to be paid by the option holders. The compensation cost, if any, is amortized uniformly over the vesting period of the options. The surrendered or lapsed options will be eligible for re-issue.

### **o) Provisions, Contingent Liabilities and Contingent Assets**

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

Particulars	As at 31 <sup>st</sup> March, 2014		As at 31 <sup>st</sup> March, 2013	
	No.	₹ in Lacs	No.	₹ in Lacs
<b>2 SHARE CAPITAL</b>				
<b>Authorised Shares:</b>				
Equity Shares of ₹ 1/- each	420,500,000	4,205.00	350,000,000	3,500.00
10% Non Cumulative Redeemable Preference Shares of ₹ 10/- each	1,000,000	100.00	1,000,000	100.00
8% Non Cumulative Redeemable Preference Shares of ₹ 10/- each	13,000,000	1,300.00	13,000,000	1,300.00
<b>TOTAL</b>	<b>434,500,000</b>	<b>5,605.00</b>	<b>364,000,000</b>	<b>4,900.00</b>
<b>Issued, Subscribed And Fully Paid-Up:</b>				
Equity Shares of ₹ 1/- each	227,576,504	2,275.77	226,851,504	2,268.52
<b>TOTAL</b>	<b>227,576,504</b>	<b>2,275.77</b>	<b>226,851,504</b>	<b>2,268.52</b>

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

Particulars	As at 31 <sup>st</sup> March, 2014		As at 31 <sup>st</sup> March, 2013	
	No.	₹ in Lacs	No.	₹ in Lacs
<b>Equity Shares</b>				
At the Beginning of the Year	226,851,504	2,268.52	225,592,854	2,255.93
ESOP Issued During the Year	725,000	7.25	1,258,650	12.59
Outstanding at the End of the Year	227,576,504	2,275.77	226,851,504	2,268.52
<b>8% Non Cumulative Redeemable Preference Shares</b>				
At the Beginning of the Year	-	-	12,238,535	1,223.85
Redemption During the Year	-	-	(12,238,535)	(1,223.85)
Outstanding at the End of the Year	-	-	-	-

**b) Equity Shares issued by the Company without payment being received in cash**

Particulars	Year (Aggregate No. of Shares)				
	2009-10	2010-11	2011-12	2012-13	2013-14
<b>Equity Shares - Fully Paid Up:</b>					
Pursuant to contract (Merger) without payment being received in cash	NIL	NIL	1,674,665	NIL	NIL



# NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

## c) Terms/Rights Attached to Equity Shares

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

The Directors recommend the declaration of dividends for the year 2014 @ 25% (2013: 25%).

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

## d) Terms/Rights Attached to Preference Shares

Preference share carried dividend @ 8% p.a. The Company declares and pays dividends in Indian rupees. Preference shares did not carried any voting rights.

Preference share holder has exercised redemption option and accordingly all Preference shares were redeemed on 19<sup>th</sup> November, 2012 along with pro-rata dividend till the date of redemption.

## e) Details of Shareholders Holding More Than 5% shares in Company

Equity Shares	As at 31 <sup>st</sup> March, 2014		As at 31 <sup>st</sup> March, 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Aryanish Finance and Investments Private Limited *	31,213,340	13.72	31,213,340	13.76
Bayside Property Developers Private Limited *	31,213,340	13.72	31,213,340	13.76
Delta Real Estate Consultancy Private Limited *	31,213,341	13.72	31,213,341	13.76
IDBI Trusteeship Services Limited (India Advantage Fund)	8,127,799	3.57	13,835,862	6.10
*Aryanish Finance and Investments Private Limited, Bayside Property Developers Private Limited and Delta Real Estate Consultancy Private Limited are holding Equity shares in the capacity of trustees for Aarti J Mody Trust, Aditi J Mody Trust and Anjali J. Mody Trust respectively.				

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>3 RESERVES &amp; SURPLUS</b>		
<b>a) Capital Redemption on Amalgamation</b>		
Opening Balance	1,040.98	1,040.98
(+) Addition During the Year	5,595.25	-
(-) Written Back in Current Year	-	-
Closing Balance	6,636.23	1,040.98
<b>b) Capital Redemption Reserves</b>		
Opening Balance	1,404.88	181.03
(+) Current Year Transfer	-	1,223.85
(-) Written Back in Current Year	-	-
Closing Balance	1,404.88	1,404.88
<b>c) Securities Premium Account</b>		
Opening Balance	49,448.04	48,614.63
(+) Addition During the Year	269.34	833.41
(-) Written back During the Year	-	-
Closing Balance	49,717.38	49,448.04
<b>d) Foreign Currency Translation Reserve</b>		
Opening Balance	250.25	237.78
(+) Current Year Transfer	(320.94)	12.48
Closing Balance	(70.68)	250.25
<b>e) Share Options Outstanding Account</b>		
Opening Balance	118.18	1,984.73
(+) Current Year Transfer	340.53	-
(-) Written Back in Current Year	59.09	1,866.55
Closing Balance	399.62	118.18
<b>f) Deferred Employee Compensation</b>		
Opening Balance	(74.95)	(1,359.02)
(+) Current Year Transfer	(373.22)	-
(-) Written Back in Current Year (Net)	(396.85)	1,284.07
Closing Balance	(51.32)	(74.95)
<b>g) General Reserves</b>		
Opening Balance	4,500.08	5,498.93
(+) Current Year Transfer	621.34	225.00
(-) Transfer to Capital Redemption Reserve	-	1,223.85
Closing Balance	5,121.42	4,500.08



# NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>h) Surplus</b>		
Opening Balance	11,122.01	9,909.00
(+) Net Profit/(Net Loss) For the Current Year	6,213.37	2,161.99
(-) Transferred To General Reserves	621.34	225.00
(-) Interim Dividends On Preference Shares	-	55.79
(-) Proposed Dividends On Equity Shares	568.94	567.13
(+) Dividends Distribution Tax Written Back*	92.00	-
(-) Dividends Distribution Tax	96.69	101.06
Closing Balance	16,140.41	11,122.01
<b>TOTAL</b>	<b>79,297.94</b>	<b>67,809.46</b>

\*Dividend for Financial Year 2012-13 were paid out of Dividend received from Foreign Subsidiary and accordingly provision of Dividend Distribution Tax adjusted as allowed under Section 115 O (1a) of the Income Tax Act, 1961.

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>4 LONG-TERM BORROWINGS</b>		
Secured Borrowings :		
From Bank (Refer Note A)	8,786.63	-
Vehicle Loan (Refer Note B)	25.30	18.78
<b>TOTAL</b>	<b>8,811.93</b>	<b>18.78</b>

## NOTE A:

### Terms of Loan Repayment are :

<b>i) From Bank 1 :</b>	3,236.63	-
Outstanding balance as at balance sheet date carries interest 13% p.a. is repayable over a period of 39 to 46 months in varying monthly installments		
Loan is secured by way of hypothecation of Ship at Goa and exclusive charge by way of hypothecation of all Plant and Machinery, Furniture and Fixture installed on the Ship and mortgage of Immoveable Property at Mumbai owned by Promoter's Beneficiary Trust.		
<b>ii) From Bank 2 :</b>	5,550.00	-
Outstanding balance as at balance sheet date carries interest between 12.60% to 12.85 % p.a. is repayable over a period of 22 Quarter in varying Quarterly installments		
Loan is secured by way of mortgage of Immoveable Property at Goa and exclusive charge by way of hypothecation on the all present and future moveable assets, books debts and charge on the receivable from the said property.		
	8,786.63	-



(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>NOTE B:</b>		
<b>i) From Bank :</b>	11.54	18.78
Outstanding balance as at balance sheet date carries Interest @ 10.26% p.a. and Secured by way of hypothecation of a Motor Vehicle.		
<b>ii) From Financial Institution :</b>	13.76	-
Outstanding balance as at balance sheet date carries Interest @ 10.26% p.a. and Secured by way of hypothecation of a Motor Vehicle.		
	25.30	18.78
<b>5 LONG-TERM PROVISIONS</b>		
Provision for Employee Benefits (Unfunded) :		
Gratuity	86.88	14.31
Leave Encashment	55.21	1.59
<b>TOTAL</b>	<b>142.09</b>	<b>15.90</b>
<b>6 SHORT-TERM BORROWINGS</b>		
Unsecured Borrowings:		
Loans from Related Parties	3,526.36	50.00
( Repayable on demand carries interest @ 8.50% p.a.)		
<b>TOTAL</b>	<b>3,526.36</b>	<b>50.00</b>
<b>7 TRADE PAYABLES</b>		
Micro, Small and Medium Enterprises	0.95	-
Others	503.99	21.79
<b>TOTAL</b>	<b>504.94</b>	<b>21.79</b>

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

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



# NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
The principal amount remaining unpaid at the end of the year	0.95	-
The interest amount remaining unpaid at the end of the year	-	-
The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year but without adding the interest specified under the MSMED Act, 2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act 2006	-	-
<b>8 OTHER CURRENT LIABILITIES</b>		
a) Current Maturities of Long-Term Borrowings:		
- From Bank	2,282.04	-
- From Others	4.45	6.54
b) Interest Accrued But Not Due on Borrowings	0.08	1.19
c) Interest Accrued and Due on Borrowings	3.67	-
d) Income Received in Advance	35.20	6.85
e) Investor Education and Protection Fund will be credited by following amounts (as and when due)		
- Unclaimed Dividends	61.26	59.26
f) Duties & Taxes	515.99	27.56
g) Statutory Dues	30.32	0.56
h) Employee Benefits	144.18	3.80
i) Expense Payables	30.30	0.18
j) Book Overdraft	40.07	-
k) Payable Against Capital Assets	414.66	-
<b>TOTAL</b>	<b>3,562.22</b>	<b>105.95</b>
<b>9 SHORT TERM PROVISIONS</b>		
(a) Provision for Employee Benefits (Unfunded):		
Provision for Gratuity	15.88	1.14
Provision Leave Encashment	12.22	0.45
(b) Other Provision:		
Provision for Taxation (Net of Advance Tax of ₹ 1,255.30 Lacs (Previous Year : ₹ 450.69 Lacs))	1,611.57	359.81
Provision for Wealth Tax	0.07	0.20
Proposed Dividend on Equity Shares	568.94	567.13
Dividend Distribution Tax on Proposed Dividend	96.69	92.00
<b>TOTAL</b>	<b>2,305.38</b>	<b>1,020.73</b>

## 10 TANGIBLE ASSETS

(₹ in Lacs)

Particulars	Land	Building	Plant & Machinery	Furniture & Fixtures	Paintings	Vehicles	Office Equipment	Computers	Gaming Equipment	Boat	Total
<b>Gross Block</b>											
Cost or Valuation at 1 <sup>st</sup> April, 2012	-	-	7.92	160.35	-	182.81	37.58	20.97	-	-	409.62
Additions	-	-	-	0.34	-	30.08	-	-	-	-	30.42
Disposals	-	-	-	(17.36)	-	-	-	(0.69)	-	-	(18.05)
As at 31 <sup>st</sup> March, 2013	-	-	7.92	143.32	-	212.88	37.58	20.28	-	-	421.99
As at 1 <sup>st</sup> April, 2013	-	-	7.92	143.32	-	212.88	37.58	20.28	-	-	421.99
Additions on account of Amalgamation	2,800.00	4,499.64	2,222.45	2,512.75	-	-	463.93	315.86	897.44	7,197.44	20,909.52
Additions	-	-	138.84	81.57	6.53	23.98	19.67	5.32	1,111.86	188.09	1,575.85
Disposals	-	-	-	-	-	-	(0.40)	-	-	-	(0.40)
As at 31 <sup>st</sup> March, 2014	2,800.00	4,499.64	2,369.20	2,737.65	6.53	236.86	520.78	341.46	2,009.31	7,385.52	22,906.95
<b>Depreciation</b>											
As at 1 <sup>st</sup> April, 2012	-	-	5.78	99.68	-	116.59	22.02	18.35	-	-	262.42
Charge for the year	-	-	0.29	10.99	-	21.20	2.16	1.05	-	-	35.70
Disposals	-	-	-	(7.75)	-	-	-	(0.61)	-	-	(8.37)
As at 31 <sup>st</sup> March, 2013	-	-	6.07	102.92	-	137.79	24.18	18.79	-	-	289.75
As at 1 <sup>st</sup> April, 2013	-	-	6.07	102.92	-	137.79	24.18	18.79	-	-	289.75
Charge for the year	-	73.69	57.01	139.34	0.47	21.81	24.39	28.20	64.52	134.98	544.40
Disposals	-	-	-	-	-	-	(0.01)	-	-	-	(0.01)
As at 31 <sup>st</sup> March, 2014	-	73.69	63.09	242.26	0.47	159.60	48.56	46.99	64.52	134.98	834.14
<b>Net Block</b>											
As at 31 <sup>st</sup> March, 2013	-	-	1.85	40.41	-	75.09	13.40	1.49	-	-	132.24
As at 31 <sup>st</sup> March, 2014	2,800.00	4,425.95	2,306.12	2,495.39	6.06	77.26	472.22	294.47	1,944.79	7,250.55	22,072.82



# NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

## 10. INTANGIBLE ASSETS

(₹ in Lacs)

Particulars	Total
<b>Gross Block</b>	
Cost or Valuation at 1 <sup>st</sup> April, 2012	-
Additions	-
Disposals	-
As at 31 <sup>st</sup> March, 2013	-
As at 1 <sup>st</sup> April, 2013	-
Additions on account of Amalgamation	4.33
Additions	6.35
Disposals	-
As at 31 <sup>st</sup> March, 2014	10.68
<b>Depreciation</b>	
As at 1 <sup>st</sup> April, 2012	-
Charges for the Year	-
Disposals	-
As at 31 <sup>st</sup> March, 2013	-
As at 1 <sup>st</sup> April, 2013	-
Charge for the Year	1.08
Disposals	-
As at 31 <sup>st</sup> March, 2014	1.08
<b>Net Block</b>	
As at 31 <sup>st</sup> March, 2013	-
As at 31 <sup>st</sup> March, 2014	9.60

### Capital Work in Progress

Particulars	Opening	Additions	Deductions	Closing
As at 31 <sup>st</sup> March, 2013	2,427.40	297.68	(2,725.08)	-
As at 31 <sup>st</sup> March, 2014	-	95.03	-	95.03

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹ (unless stated otherwise)	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>11 NON CURRENT INVESTMENTS</b>					
<b>1 Trade Investments</b>					
(A) Unquoted Fully Paid Equity Shares					
(i) Investments in Subsidiary Companies					
Delta Pan Africa Limited **	889,143	889,143	Kshs 1000	1,542.55	5,397.60
Delta Holding (USA) Inc.	100,000	100,000	US\$ 10	428.20	428.20
Delta Adventure & Entertainment Private Limited *	-	10,000	10	-	1.00
Delta Leisure & Entertainment Private Limited *	-	10,000	10	-	1.00
Delta Hospitality & Leisure Private Limited*	-	9,700	10	-	0.97
Delta Pleasure Cruise Company Private Limited	2,218,500	2,218,500	10	289.87	289.87
Delta Offshore Developers Limited	1,200	1,200	US\$ 100	54.20	54.20
Delta Lifestyle & Entertainment Private Limited	30,610	-	10	3.06	-
Daman Entertainment Private Limited	13,731	13,731	10	100.00	100.00
Atled Technologies Private Limited	8,000	-	10	-	-
Caravela Casino (Goa) Private Limited	10,000	-	10	-	-
Highstreet Cruises and Entertainment Private Limited	15,000,000	-	10	13,470.00	-
Marvel Resorts Private Limited	5,000	-	10	310.76	-
Daman Hospitality Private Limited	33,471,667	-	10	12,956.88	-
Delta Hospitality & Entertainment Mauritius Limited	1,200	-	US\$ 100	1,216.48	-
Interactive Gaming and Sports Pty Limited	2,167	-		268.02	-
Gross Value				30,640.03	6,272.85
Provision for Diminution in Investment value				(268.02)	-
Net Value				30,372.01	6,272.85
(ii) Other Companies					
J M Township & Real Estate Private Limited	175,000	-	10	149.43	-
Aero Port & Infrastructure Project Private Limited	43,750	43,750	10	4.38	4.38
(B) Quoted Fully Paid Equity Shares of Other Companies					
Advani Hotels and Resorts India Limited	16,453,783	-	2	9,253.61	-
Peninsula Land Limited	48,000	-	2	2.64	-
(C) Unquoted, Fully Paid, 0% Optionally Convertible Redeemable Preference Shares of Subsidiary Companies					
Delta Offshore Developers Limited	500	36,050	US\$ 100	29.88	1,953.04
Delta Hospitality and Entertainment Mauritius Limited	36,200	-	US\$ 100	2,163.24	-
Atled Technologies Private Limited	250,000	-	10	-	-
Marvel Resorts Private Limited	250,000	-	10	4,820.00	-





# NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹ (unless stated otherwise)	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
(D) Unquoted, Fully Paid, 0% Optionally Convertible Redeemable Debenture of Other Company					
JM Township and Real Estate Private Limited	9,657,500	-	10	965.75	-
(E) Unquoted, Fully Paid, Fully Convertible Debentures of Subsidiary Company					
Daman Hospitality Private Limited - FCD C	1,710,495	-	10	15.00	-
<b>2 Non Trade Investments</b>					
i) Unquoted Fully Paid Equity Shares					
Freedom Aviation Private Limited	120	120	10	0.01	0.01
The Shamrao Vithal Co.op. Bank Limited	2,100	2,100	25	0.53	0.53
The Saraswat Co.op. Bank Limited	2500	-	10	0.25	-
ii) Quoted Fully Paid Equity Shares					
Piramal Enterprise Limited	433	-	2	0.10	-
Victoria Mills Limited	40	-	100	0.02	-
Arrow Textiles Limited	2	-	10	0.00	-
Piramal Glass Limited #	19	-	10	-	-
Piramal Phytocare Limited (Formerly known Piramal Life Science Limited) #	42	-	10	-	-
# Issued free of Cost against holding of shares of Piramal Enterprises Limited					
<b>TOTAL</b>				<b>47,776.84</b>	<b>8,230.80</b>

\* Amalgamated with Delta Corp Limited w.e.f. 01.04.2013

\*\* During the year, Company has received partial liquidation proceeds of ₹ 5,401.16 Lacs from Overseas Subsidiary Company (in liquidation). Partial amount of ₹ 3,855.05 Lacs has been considered as return towards Equity and hence it has been reduced from its cost of Investments. Balance sum is accounted as gain on Investment. However till the time entire proceeds on account of liquidation is received no adjustment has been made in number of Equity Shares of the Overseas subsidiary.

Particulars	As at 31 <sup>st</sup> March, 2014		As at 31 <sup>st</sup> March, 2013	
	Book Value	Market Value	Book Value	Market Value
Aggregate Amount of Quoted Investments	9,256.37	5,917.12	-	-
Aggregate Amount of Unquoted Investments	38,788.49	-	8,230.80	-
Aggregate Provision for Diminution in the value of Investments	268.02	-	-	-

## 12 DEFERRED TAX

In accordance with Accounting Standard 22 “Accounting for Taxes on Income” issued by the Institute of Chartered Accountants of India, the Company has accounted for Deferred Tax during the year. The components of Deferred Tax Assets to the extent recognized and Deferred Tax Liabilities as on 31<sup>st</sup> March, 2014 are as follows:

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>Deferred Tax Liability:</b>		
Difference between Book and Tax Depreciation	-	-
(A)	-	-
<b>Deferred Tax Asset:</b>		
Difference between Book WDV and Tax Depreciation	224.77	23.60
Expenses Disallowed under The Income Tax Act, 1961	89.20	22.31
Carry Forward Losses	215.46	41.49
(B)	529.43	87.40
Net Deferred Tax Liability/(Assets) (A-B)	(529.43)	(87.40)
<b>13 LONG-TERM LOANS AND ADVANCES</b>		
(a) Capital Advances		
Unsecured, Considered Good	135.54	-
(b) Security Deposits		
Unsecured, Considered Good	26.50	50.00
(c) Other Loans and advances		
Unsecured, Considered Good	668.94	730.23
(d) MAT Credit Entitlement	1,690.81	1,512.79
TOTAL	2,521.78	2,293.02
<b>14 OTHER NON CURRENT ASSETS</b>		
Fixed Deposits for more than 12 months (under lien)	450.15	-
Interest Accrued on Fixed Deposits	27.62	-
TOTAL	477.77	-



# NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹ (unless stated otherwise)	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>15 CURRENT INVESTMENT</b>					
<b>Investment in Equity instruments</b>					
Quoted Fully Paid up Share					
(a) Trade Investments (at cost)					
Peninsula Land Limited	-	48,000	2	-	2.64
(b) Non Trade Investments (at cost)					
Piramal Healthcare Limited	-	433	2	-	0.10
Victoria Mills Limited	-	40	100	-	0.02
Arrow Textiles Limited	-	2	10	-	0.00
Piramal Glass Limited*	-	19	10	-	-
Piramal Phytocare Limited * (Formerly known Piramal Life Science Limited)	-	42	10	-	-
* Issued free of Cost against holding of shares of Piramal Enterprise Limited					
<b>TOTAL</b>				-	2.76

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014		As at 31 <sup>st</sup> March, 2013	
	Book Value	Market Value	Book Value	Market Value
Aggregate Amount of Quoted Investments	-	-	2.76	20.87
Aggregate Amount of Unquoted Investments	-	-	-	-

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>16 INVENTORIES</b>		
(Valued at Cost or Net Realizable Value whichever is lower)		
Traded Goods	1,045.93	9.04
Stores and Spares	168.09	-
<b>TOTAL</b>	<b>1,214.02</b>	<b>9.04</b>
<b>17 TRADE RECEIVABLES</b>		
(Unsecured and Considered Good unless stated otherwise)		
Outstanding for a Period Exceeding Six Months from the Date they are Due for Payment		
- Considered Good	239.00	247.18
- Considered Doubtful	8.18	-
Provision for Doubtful Trade Receivables	(8.18)	-
	239.00	247.18
Others		
- From Related Parties	-	277.50
- From Other Parties	196.68	-
	196.68	277.50
<b>TOTAL</b>	<b>435.68</b>	<b>524.68</b>
<b>18 CASH AND BANK BALANCES</b>		
(a) Cash and Cash Equivalent		
Balance with Banks		
- On Current Account	1,945.74	102.08
- Deposit with Maturity (less than 3 months)	1.17	-
Cash on Hand	865.86	4.02
(b) Other Bank Balance		
Unclaimed Dividend Accounts	61.26	59.26
<b>TOTAL</b>	<b>2,874.02</b>	<b>165.36</b>



# NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>19 SHORT-TERM LOANS AND ADVANCES</b>		
(a) Unsecured, Considered Good		
Loans and Advances to Related Parties		
Inter Corporate Deposit & Other Advances	18,332.71	47,080.04
Advances for Property	32.30	870.50
Loans and Advances to Others	802.73	830.55
Balances with Statutory/Government Authorities	741.86	-
Deposits	9.12	1.69
Loan to Employee	0.23	-
Prepaid Expenses	493.26	-
MAT Credit Entitlement	325.00	295.32
Other Advances	70.26	-
Advance Tax - (Net of Tax Provision of ₹ 3,530.23 Lacs (Previous Year ₹ 4,382.11 Lacs))	668.33	599.03
	21,475.81	49,677.12
(b) Unsecured, Considered Doubtful		
Loans and Advances to Related Parties	1,152.92	-
Other Advances	5.09	15.02
	1,158.01	15.02
Provision for Doubtful Advances	(1,158.01)	(15.02)
	-	-
<b>TOTAL</b>	<b>21,475.81</b>	<b>49,677.12</b>
<b>20 OTHER CURRENT ASSETS</b>		
Debenture Application Money	458.51	10,188.70
Fixed Assets Held for Sale	201.26	-
Interest Receivable on ICD	284.06	-
<b>TOTAL</b>	<b>943.83</b>	<b>10,188.70</b>



(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2014	Year Ended 31 <sup>st</sup> March, 2013
<b>21 REVENUE FROM OPERATIONS</b>		
Sale of Goods	656.28	3,754.08
Sale of Services	11,048.23	141.24
<b>TOTAL</b>	<b>11,704.52</b>	<b>3,895.33</b>
<b>22 OTHER INCOME</b>		
Interest Received on :		
- Inter Corporate Deposits	2,171.69	430.18
- Fixed Deposit with Bank	25.63	30.92
- Income Tax Refund	83.27	46.24
Dividend Income from :		
- Current Investments	36.84	226.93
- Non Current Investments	2,167.08	1,702.11
Exchange Fluctuation Gain	456.06	64.02
Profit On Sale of Future And Options	-	142.16
Profit On Sale of Investment	-	0.14
Miscellaneous Income	19.91	2.18
<b>TOTAL</b>	<b>4,960.48</b>	<b>2,644.88</b>
<b>23 COST OF MATERIAL / INVENTORY SOLD</b>		
Transfer Under Scheme of Amalgamation	1,007.83	-
Transfer from Capital Working in Progress	-	2,590.15
Purchase of Traded Goods	551.37	-
<b>TOTAL</b>	<b>1,559.21</b>	<b>2,590.15</b>
<b>24 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE</b>		
Opening Stock	9.04	903.83
Less : Closing Stocks	1,045.93	9.04
<b>TOTAL</b>	<b>(1,036.90)</b>	<b>894.79</b>
<b>25 EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, Wages & Bonus	1,323.92	156.31
Managing Director's Commission	15.54	5.42
Contribution to Provident & Other Funds	85.21	3.42
Gratuity Fund & Leave Expenses	132.89	3.50
Employee Compensation Expenses	364.17	290.11
Staff Welfare Expenses	65.38	0.88
<b>TOTAL</b>	<b>1,987.10</b>	<b>459.65</b>



# NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2014	Year Ended 31 <sup>st</sup> March, 2013
<b>26 FINANCE COSTS</b>		
Interest Expenses	1,272.36	31.38
Other Borrowing Costs	64.96	2.20
<b>TOTAL</b>	<b>1,337.32</b>	<b>33.58</b>
<b>27 OTHER EXPENSES</b>		
Advertisement Expenses	144.10	17.06
Payment to Auditors	32.64	22.61
Conveyance Expense	21.08	10.15
Charity and Donation	7.65	-
Director Sitting Fees	3.02	3.16
Compensation	46.50	-
Insurance Charges	31.64	3.68
Legal & Professional Fees	426.01	50.99
Loss on Sale of Fixed Assets	0.22	-
Miscellaneous & General Expenses	138.38	7.70
Amalgamation Expenses	31.01	-
Postage & Telephone	44.29	38.22
Power and Fuel	622.92	1.80
Printing And Stationery	39.90	25.80
Property Tax	-	8.73
Penalty Charges	6.80	-
Rates & Taxes	1,921.34	1.92
Rent	300.56	141.24
Repairs & Maintenance:		
- For Building	14.35	25.01
- For Machinery	175.92	-
- For Others	39.01	8.02
Sales Promotion Expenses	279.23	4.32
Sundry Balance Written off	10.95	-
Provision made for Doubtful Recovery	13.27	-
Travelling & Hotel Expenses	439.47	-
Vehicle Expenses	105.61	7.41
<b>TOTAL</b>	<b>4,895.87</b>	<b>377.82</b>

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

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March	
	2014	2013
(i) Contingent Liabilities		
(a) Claims against the Company's Disputed Liabilities not Acknowledged as Debts. Appeal filed in respect of disputed demand of Income Tax for Assessment Year 2007-08	146.22	146.22
(b) Guarantees		
- Corporate Guarantees given for Credit facilities taken by Subsidiary Companies	15,836.54	22,825.15
- Guarantees given by the Company's Banker in the normal course of business	566.17	-
(c) Other money for which the Company is contingently liable for litigation matter - Bond given to Custom Authority	3,580.75	-
	20,129.69	22,971.37
(ii) Commitments		
Estimated Amount of Contracts Remaining to be Executed on Capital Account and not Provided for in respect of Capital Assets (Net of Advances paid)	80.43	-
	80.43	-

- (iii) The Company has obtained licenses under the Export Promotion Credit Guarantee ('EPCG') Scheme for importing capital goods at a concessional rate of custom duty against submission of bank guarantee and bonds.

Under the terms of the respective schemes, the Company is required to earn foreign exchange value equivalent to, eight times and in certain cases six times of the duty saved in respect of licenses where export obligation has been fixed by the order of the Director General Foreign Trade, Ministry of Finance, as applicable with in a specified period from the date of import of capital goods. The Export Promotion Capital Goods Schemes, Foreign Trade Policy 2009-2014 as issued by the Central Government of India, covers both manufacturer's exports and service providers. Accordingly, in accordance with the Chapter 5 of Foreign Trade Policy 2009-2014, the Company is required to export goods of FOB value of ₹ 3,675.32 Lacs (Previous Year : ₹ Nil). Non fulfillment of of the balance of such future obligation, if any entails to the Government to recover full duty saved amount and other penalties under the above referred scheme.

- (iv) Subsequent to the balance sheet date, there was a search action at the premises of the Company under section 132 of the Income Tax Act, 1961. Proceedings related to it are yet not concluded. Hence, with regard to the said matter, tax liability, if any, which is not quantifiable, is not provided in the books of accounts. Tax & related consequential amounts, if any, will be provided on completion of the proceedings.

## 29 SEGMENT DISCLOSURES

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



# NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

## 30 EMPLOYEE STOCK OPTION PLAN

- i. During the Financial Year 2013-14 and 2010-11, the Company has granted Employee Stock Options to Employees of the Company and Subsidiaries.

- ii. Salient Features

The options are granted at the price determined by the Compensation Committee. Each option entitles the holder to exercise the right to apply for and seek allotment of one equity share of ₹ 1/- each. The option granted in financial year 2010-11 shall vest in four equal installments. The option granted in financial year 2013-14 shall vest in one installment only. Details of options granted during the financial year 2013-14 and 2010-11 duly approved by the Compensation Committee under the said scheme are as under:

Grant Date	No. of Option Granted	Closing Price on Previous Day of Grant		Exercise Price ₹	Vesting Period	Vesting Installment
		BSE	NSE			
8 <sup>th</sup> July, 2010	29,00,000	38.15	38.15	30	8 <sup>th</sup> July, 2014	Four equal installment
30 <sup>th</sup> November, 2010	33,00,000	106.60	106.70	51	30 <sup>th</sup> November 2014**	Four equal installment
9 <sup>th</sup> May, 2013	2,714,335	65.60	65.75	52	9 <sup>th</sup> May, 2014	One installment

\*\* Out of ESOP option granted in November, 2010, employees of the Company and Subsidiary Companies have surrender their un-exercised rights of ESOP to the Company. The Compensation Committee of the Board of Directors of the Company at its meeting held on March 30, 2013, have cancelled 23,15,100 options granted in November, 2010.

Weighted Average Exercise Price of Option Granted :

(Amount in ₹)

Sr. No.	Particulars	8 <sup>th</sup> July, 2010	9 <sup>th</sup> May, 2013
A	Exercise Price Equals the Market Price	NA	NA
B	Exercise Price is Greater than the Market Price	NA	NA
C	Exercise Price is Less Than the Market Price	30	52

Weighted Average Fair Value of Option Granted whose:

(Amount in ₹)

Sr. No.	Particulars	8 <sup>th</sup> July, 2010	9 <sup>th</sup> May, 2013
A	Exercise Price Equals the Market Price	NA	NA
B	Exercise Price is Greater than the Market Price	23.25	35.17
C	Exercise Price is Less Than the Market Price	NA	NA

The Particulars of Option Granted and Lapsed under the Scheme are tabulated herein below;

(Qty in Lacs)

Particulars	8 <sup>th</sup> July, 2010	9 <sup>th</sup> May, 2013
Outstanding at the Beginning of Year	14.50	-
	(21.75)	-
Granted During the Year	-	27.14
	(-)	(-)
Exercised During the Year	7.25	-
	(7.25)	(-)
Cancel / Lapsed During the Year	-	2.38
	(-)	(-)
Surrender During the year	-	-
	(-)	(-)
Outstanding As at the Year End	7.25	24.76
	(14.50)	-
Exercisable as at the Year End	7.25	24.76
	(14.50)	-

(Previous Year Figures are shown in brackets)

(iii) Method of Accounting of ESOP

The Company has adopted the Intrinsic Value-Based Method of Accounting for Stock Options granted to the employees of the Company and its Subsidiaries. The difference between the Intrinsic Value and the Exercise Price is being amortized as Employee Compensation Cost over the vesting period. For the year ended March 31, 2014 the Company has recorded Stock Compensation Expense of ₹ 364.17 Lacs (Previous Year ₹ 290.11 Lacs)

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

(₹ in Lacs)

Particulars	2014	2013
Balance at the Beginning of the Year	74.95	1,359.02
Add: Recognized During the Year	373.22	-
Less: Amortization expense	364.17	290.11
Less: Reversal Due to Surrender	32.69	993.96
Balance Carried Forward	51.32	74.95





## NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

Had the Compensation Cost for the Company's Stock based compensation plan been determined in the manner consistent with the Fair Value approach as described in the Guidance Note of ICAI, the Company's net Profit would be lower by ₹ 584.84 Lacs (Previous Year lower by ₹ 191.70 Lacs) and earnings as Per Share as reported would be as indicated below:

Particulars	2014	2013
Basic Earnings per share		
- As reported after exceptional item (in ₹)	2.74	0.93
- Adjusted (in ₹)	2.48	0.84
Diluted Earnings per share		
- As reported after exceptional item (in ₹)	2.72	0.92
- Adjusted (in ₹)	2.46	0.84

(iv) Method and Assumption used to estimate the Fair Value of Options granted during the year;

The fair value has been calculated using the Black Scholes Option Pricing Model. The assumptions used in the model are as follows:

Variables	Date of Grant				
	8 <sup>th</sup> July, 2010				9 <sup>th</sup> May, 13
	Vest 1 8 <sup>th</sup> July, 11	Vest 2 8 <sup>th</sup> July, 12	Vest 3 8 <sup>th</sup> July, 13	Vest 4 8 <sup>th</sup> July, 14	Vest 1 9 <sup>th</sup> May, 14
No. of Shares	7,25,000	7,25,000	7,25,000	7,25,000	2,714,335
Risk Free Interest Rate	6.96%	7.23%	7.45%	7.62%	7.38%
Expected Life (Years)	3.5	4.5	5.5	6.5	1
Expected Volatility	61.24%	61.24%	61.24%	61.24%	62.25%
Dividend Yield	0.83%	0.83%	0.83%	0.83%	0.38%
Price of the underlying Share in Market at the time of Option Granted	38.15	38.15	38.15	38.15	65.75

### 31 DISCLOSURE REQUIRED BY CLAUSE 32 OF THE LISTING AGREEMENT

Amount of Loans and Advances in the nature of Loans outstanding to Subsidiaries /Step down Subsidiaries.

#### a) Loans and Advances in the nature of Loans

(₹ in Lacs)

Name of the Subsidiaries	Closing Balance		Maximum Balance outstanding during the Year	
	2014	2013	2014	2013
Delta Pleasure Cruise Company Private Limited	2,617.43	3,080.10	3,080.10	3,325.84
Delta Adventures & Entertainment Private Limited*	-	-	-	10,188.70
Delta Lifestyle & Entertainment Private Limited	155.80	-	155.80	1.00
Delta Hospitality & Leisure Private Limited*	-	27,529.37	-	31,006.74
Delta Leisure & Entertainment Private Limited*	-	10,882.11	-	10,882.11
Delta Holding USA Inc	32.10	14.03	32.10	14.03
Interactive Gaming & Sports Pty Limited	1,152.92	-	1,152.92	-
Daman Hospitality Private Limited	15,536.58	-	15,857.50	-
Caravela Casino (Goa) Private Limited**	0.50	-	0.50	-
Coastal Sports Ventures Private Limited	-	-	173.24	-
Highstreet Riviera Leisure (Goa) Private Limited	-	-	528.90	-
Highstreet Cruises & Entertainment Private Limited	-	5,574.43	6,448.19	5,624.84

\*Companies amalgamated with Delta Corp Limited w.e.f. 01.04.2013

\*\*Interest Free

#### Notes:

- Loans and Advances shown above, to subsidiaries and associates fall under the category of Loans and Advances in nature of Loans where there is no repayment schedule and are re-payable on demand. Investment made in Compulsory Convertible Debenture (CCD) are not reported here.
- Loan to employees as per Company's policy is not considered.

#### b) Investment by the loanee in the share of the Company

None of the loanees and loanees of subsidiary Companies has, per se, made investments in shares of the Company.

### 32 RELATED PARTY DISCLOSURES

(A) Related parties and transactions with them during the year as identified by the Management are given below:

#### (i) Parties where control exists

##### Direct Subsidiaries:

- Daman Entertainment Private Limited (DEPL)
- Delta Pleasure Cruise Company Private Limited (DPCCPL)



## NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

- Delta Adventures and Entertainment Private Limited (DAEPL)\*
- Delta Holding USA Inc. (DHUSA)
- Delta Hospitality & Leisure Private Limited (DHLPL)\*
- Delta Leisure and Entertainment Private Limited (DLENPL)\*
- Delta Lifestyle and Entertainment Private Limited (DLEPL)
- Delta Offshore Developers Limited (DODL)
- Delta Pan Africa Limited (DPAL)
- Highstreet Cruises & Entertainment Private Limited (HCEPL)\*\*
- Atled Technologies Private Limited (ATPL)\*\*
- Caravella Casino (Goa) Private Limited (CCGPL)\*\*
- Daman Hospitality Private Limited (DHPL)\*\*
- Coastal Sports and Ventures Private Limited (CSVPL) (w.e.f. 01.04.2013 till 31.07.2013)
- Interactive Gaming & Sports Pty Limited (IGSP) \*\*\*
- Marvel Resorts Private Limited (MRPL)\*\*
- Delta Hospitality and Entertainment (Mauritius) Limited (DHEML)\*\*

### **Step-down Subsidiaries / LLPS:**

- AAA Township Private Limited (AAATPL)\*
- Aman Infrastructure Private Limited (AIPL)\*
- Argyll Hotels Private Limited (AHPL)\*
- Coastal Sports and Ventures Private Limited (CSVPL) (amalgamated with Highstreet Cruises w.e.f 01.10.2013)
- Delta Corp East Africa Limited (DCEAL)
- Delta Hospitality and Entertainment Private Limited (DHEPL)\*
- Delta Square Limited (DSL)
- Delta Hotels Lanka (Private) Limited (DHLKPL)
- Freedom Charter Services Private Limited (FCSPL) (upto 28.03.2014)
- Highstreet Riviera Leisure (Goa) Private Limited (HRLGPL) (amalgamated with Highstreet Cruises w.e.f 01.10.2013)
- Kaizan LLP (KLLP)
- Samarpan Properties and Construction Private Limited (SPCPL)\*
- Samarpan Township Private Limited (STPL)\*
- Shree Mangesh Realty Private Limited (SMRPL)\*
- Victor Hotels and Motels Limited (VHML)(amalgamated with the Company w.e.f. 01.10.2013)
- iGAS Services Pty Limited (IGSPL) \*\*\*
- Results International Pte Limited (RIPEL) \*\*\*
- Results International Pty Limited (RIPYL) \*\*\*
- Canbet UK Limited (CUKL) \*\*\*

- Canbet Sports Bookmakers UK Limited (CSBUKL) \*\*\*

\* amalgamated with the Company w.e.f. 01.04.2013

\*\* subsidiary w.e.f. 01.04.2013

\*\*\* subsidiary w.e.f. 02.05.2013

**Associate Company:**

- Zeicast Pte Limited (ZPL) (through its Step down subsidiary Company HCEPL)

**(ii) Key Management Personnels (KMP):**

- Mr. Jaydev Mody (JM) - Chairman
- Mr. Ashish Kapadia (AK) - Managing Director
- Mr. Hardik Dhebar (HD) - Group CFO

**(iii) Relatives of Key Management Personnels:**

- Mrs. Zia Mody (ZM) - Wife of Chairman
- Mrs. Urvi Piramal (UP) - Sister of Chairman
- Mrs. Kalpana Singhania (KS) - Sister of Chairman
- Ms. Aditi Mody (ADM) - Daughter of Chairman
- Ms. Anjali Mody (AM) - Daughter of Chairman

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

- Anjoss Trading Private Limited (ATPL)
- Aarti Management Consultancy Private Limited (AMCPL)
- Aditi Management Consultancy Private Limited (ADCPL)
- Arrow Textiles Limited (ATL)
- Highland Resorts Private Limited (HRPL)
- AZB & Partners (AZB)
- Delta Magnets Limited (DML)
- Freedom Registry Limited (FRL)
- Peninsula Facility Management Services Limited (PFMS)
- Peninsula Land Limited (PLL)
- Aarti J Mody Trust (AAJMT)
- Aditi J Mody Trust (ADJMT)
- Anjali J Mody Trust (ANJMT)
- Jayem Realty Solutions Private Limited (JRSPL)
- AAA Holding Trust (AAAHT)
- Pavurotti Finance & Investments Private Limited (PFIPL)
- Khemani & Sorabjee Charitable Trust (KSCT)
- NMRT Partners Communication and Consultancy LLP (SKR)
- Whitecity Mercantile Company Private Limited (WC)
- J M Township and Real Estate Private Limited (JMT)



# NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

## Details of transactions carried out with related parties in the ordinary course of business:

(₹ in Lacs)

Sr. No.	Nature of Transactions	Subsidiary/ Fellow Subsidiary Company/ Associates		KMP or Relative of KMP owning directly or indirectly interest in voting power		Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2014	2013	2014	2013	2014	2013	2014	2013
1	Rental Charges Received								
	HCEPL	48.00	-	-	-	-	-	48.00	-
	DPCCPL	131.85	141.24	-	-	-	-	131.85	141.24
		179.85	141.24	-	-	-	-	179.85	141.24
2	Partial Liquidation Proceeds Received								
	DPAL	5,401.16	-	-	-	-	-	5,401.16	-
		5,401.16	-	-	-	-	-	5,401.16	-
3	Dividend from Foreign Subsidiary								
	DPAL	2,167.08	1,702.11	-	-	-	-	2,167.08	1,702.11
		2,167.08	1,702.11	-	-	-	-	2,167.08	1,702.11
4	Sales of F & B & Room Rent								
	HCEPL	261.62	-	-	-	-	-	261.62	-
		261.62	-	-	-	-	-	261.62	-
5	Sale of Property								
	AAAHT	-	-	-	-	-	2,910.00	-	2,910.00
	AM	-	-	-	426.85	-	-	-	426.85
		-	-	-	426.85	-	2,910.00	-	3,336.85
6	Maintenance Charges and Other Reimbursement								
	PFMS	-	-	-	-	3.23	33.74	3.23	33.74
		-	-	-	-	3.23	33.74	3.23	33.74
7	Directors Sitting Fees								
	JM	-	-	0.40	0.40	-	-	0.40	0.40
		-	-	0.40	0.40	-	-	0.40	0.40
8	Professional Fees Paid								
	FRL	-	-	-	-	6.49	8.02	6.49	8.02
	AZB	-	-	-	-	11.41	6.85	11.41	6.85
	SKR	-	-	-	-	16.84	-	16.84	-
		-	-	-	-	34.74	14.87	34.74	14.87

(₹ in Lacs)

Sr. No.	Nature of Transactions	Subsidiary/ Fellow Subsidiary Company/ Associates		KMP or Relative of KMP owning directly or indirectly interest in voting power		Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2014	2013	2014	2013	2014	2013	2014	2013
9	Remuneration Paid								
	AK	-	-	97.94	97.94	-	-	97.94	97.94
	HD	-	-	28.30	-	-	-	28.30	-
	ADM	-	-	3.00	-	-	-	3.00	-
		-	-	129.24	97.94	-	-	129.24	97.94
10	Commission paid to Managing Director								
	AK	-	-	15.54	5.42	-	-	15.54	5.42
		-	-	15.54	5.42	-	-	15.54	5.42
11	Lease Rent Paid								
	DPCCPL	67.41	-	-	-	-	-	67.41	-
	AAAHT	-	-	-	-	60.84	-	60.84	-
		67.41	-	-	-	60.84	-	128.25	-
12	Compensation paid								
	PLL	-	-	-	-	46.50	-	46.50	-
		-	-	-	-	46.50	-	46.50	-
13	Sales Promotion Expenses								
	DLEPL	-	-	-	-	12.02	-	12.02	-
	SKR	-	-	-	-	1.02	-	1.02	-
		-	-	-	-	13.04	-	13.04	-
14	Purchase F & B & Services								
	HCEPL	289.54	-	-	-	-	-	289.54	-
	DPCCPL	0.01	-	-	-	-	-	0.01	-
	ATPL	59.27	-	-	-	-	-	59.27	-
		348.81	-	-	-	-	-	348.81	-
15	Travelling Expenses								
	FCSPL	332.79	-	-	-	-	-	332.79	-
		332.79	-	-	-	-	-	332.79	-





# NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Sr. No.	Nature of Transactions	Subsidiary/ Fellow Subsidiary Company/ Associates		KMP or Relative of KMP owning directly or indirectly interest in voting power		Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2014	2013	2014	2013	2014	2013	2014	2013
16	Interest Received / (Paid)								
	HCEPL	3.46	247.43	-	-	-	-	3.46	247.43
	DLEPL	4.11	-	-	-	-	-	4.11	-
	DHUSA	1.96	0.24	-	-	-	-	1.96	0.24
	DPCCPL	169.27	182.50	-	-	-	-	169.27	182.50
	DHPL	1,155.59	-	-	-	-	-	1,155.59	-
	DEPL	(4.08)	(1.20)	-	-	-	-	(4.08)	(1.20)
	JRSPL	-	-	-	-	520.00	-	520.00	-
	WC	-	-	-	-	304.84	-	304.84	-
	MRPL	12.47	-	-	-	-	-	12.47	-
		1,342.78	428.99	-	-	824.84	-	2,167.62	428.99
17	Loans Given /(Taken)								
	HCEPL	694.11	9,300.10	-	-	-	-	694.11	9,300.10
	DPCCPL	1,653.00	1,308.00	-	-	-	-	1,653.00	1,308.00
	DHPL	16,544.50	-	-	-	-	-	16,544.50	-
	DLEPL	152.10	-	-	-	-	-	152.10	-
	IGSP	1,152.92	-	-	-	-	-	1,152.92	-
	DAEPL	-	7,242.75	-	-	-	-	-	7,242.75
	DLENPL	-	2,273.20	-	-	-	-	-	2,273.20
	DHLPL	-	19,222.08	-	-	-	-	-	19,222.08
	DLEPL	-	0.50	-	-	-	-	-	0.50
	DEPL	-	(50.00)	-	-	-	-	-	(50.00)
	DHUSA	14.85	-	-	-	-	-	14.85	-
	WC	-	-	-	-	90.00	-	90.00	-
		20,211.48	39,296.63	-	-	90.00	-	20,301.48	39,296.63
18	Loans Received Back / (Repaid)								
	HCEPL	4,009.44	7,143.10	-	-	-	-	4,009.44	7,143.10
	DPCCPL	2,268.00	1,293.00	-	-	-	-	2,268.00	1,293.00
	DHPL	2,047.95	-	-	-	-	-	2,047.95	-
	WC	-	-	-	-	9,266.91	-	9,266.91	-
	DEPL	(0.01)	-	-	-	-	-	(0.01)	-

(₹ in Lacs)

Sr. No.	Nature of Transactions	Subsidiary/ Fellow Subsidiary Company/ Associates		KMP or Relative of KMP owning directly or indirectly interest in voting power		Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2014	2013	2014	2013	2014	2013	2014	2013
	CSVPL	173.24	-	-	-	-	-	173.24	-
	DAEPL	-	14,880.70	-	-	-	-	-	14,880.70
	DLENPL	-	16.00	-	-	-	-	-	16.00
	DHLPL	-	9,628.00	-	-	-	-	-	9,628.00
	DLEPL	-	1.00	-	-	-	-	-	1.00
		8,498.63	32,961.80	-	-	9,266.91	-	17,765.54	32,961.80
19	Corporate Guarantee Given								
	DHPL	5,500.00	1,500.00	-	-	-	-	5,500.00	1,500.00
	FSCPL	-	2,989.53	-	-	-	-	-	2,989.53
	DHLPL	-	4,000.00	-	-	-	-	-	4,000.00
		5,500.00	8,489.53	-	-	-	-	5,500.00	8,489.53
20	ESOP Granted (nos. of share)								
	AK	-	-	4.46	-	-	-	4.46	-
	HD	-	-	1.93	-	-	-	1.93	-
		-	-	6.39	-	-	-	6.39	-
21	Allotments of Equity Shares against ESOP Exercised (nos.)								
	AK	-	-	3.25	3.25	-	-	3.25	3.25
	HD	-	-	1.00	1.25	-	-	1.00	1.25
		-	-	4.25	4.50	-	-	4.25	4.50
22	Dividend paid On Equity Shares								
	JM	-	-	0.00	-	-	-	0.00	-
	UP	-	-	0.01	0.02	-	-	0.01	0.02
	KS	-	-	0.28	0.02	-	-	0.28	0.02
	HD	-	-	0.02	-	-	-	0.02	-
	HRPL	-	-	-	-	0.68	0.95	0.68	0.95
	AAJMT	-	-	-	-	78.03	109.25	78.03	109.25
	ADJMT	-	-	-	-	78.03	109.25	78.03	109.25
	ANJMT	-	-	-	-	78.03	109.25	78.03	109.25
		-	-	0.31	0.04	234.78	328.69	235.09	328.73



# NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Sr. No.	Nature of Transactions	Subsidiary/ Fellow Subsidiary Company/ Associates		KMP or Relative of KMP owning directly or indirectly interest in voting power		Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2014	2013	2014	2013	2014	2013	2014	2013
23	Dividend paid On Preference Shares								
	JM	-	-	-	76.85	-	-	-	76.85
	ZM	-	-	-	76.85	-	-	-	76.85
		-	-	-	153.70	-	-	-	153.70
24	Investments in Equity Shares / Preference Share / Debentures								
	DODL	-	495.68	-	-	-	-	-	495.68
	DLEPL	3.01	-	-	-	-	-	3.01	-
	IGSP	268.02	-	-	-	-	-	268.02	-
	JMT	-	-	-	-	258.75	-	258.75	-
	ATPL	3.10	-	-	-	-	-	3.10	-
		274.13	495.68	-	-	258.75	-	532.88	495.68
25	Redemption of Preference Share								
	JM	-	-	-	611.93	-	-	-	611.93
	ZM	-	-	-	611.93	-	-	-	611.93
	DODL	2,211.58	431.52	-	-	-	-	2,211.58	431.52
	DHEML	1,133.68	-	-	-	-	-	1,133.68	-
		3,345.26	431.52	-	1,223.85	-	-	3,345.26	1,655.37
26	Purchase of Investment								
	HCEPL	3,108.75	-	-	-	-	-	3,108.75	-
	DHEML	2,419.69	-	-	-	-	-	2,419.69	-
		5,528.44	-	-	-	-	-	5,528.44	-
27	Sale of Investment								
	HCEPL	42.50	-	-	-	-	-	42.50	-
		42.50	-	-	-	-	-	42.50	-
28	Acquisition of Fixed Assets / Inventories								
	PLL	-	-	-	-	-	132.42	-	132.42
	HCEPL	14.20	-	-	-	-	-	14.20	-
	DHPL	20.82	-	-	-	-	-	20.82	-
		35.02	-	-	-	-	132.42	35.02	132.42

(₹ in Lacs)

Sr. No.	Nature of Transactions	Subsidiary/ Fellow Subsidiary Company/ Associates		KMP or Relative of KMP owning directly or indirectly interest in voting power		Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2014	2013	2014	2013	2014	2013	2014	2013
29	Reimbursement of Expenses/(payment)								
	HCEPL	113.60	24.65	-	-	-	-	113.60	24.65
	DHPL	34.72	8.47	-	-	-	-	34.72	8.47
	DPCCPL	3.08	0.21	-	-	-	-	3.08	0.21
		151.40	33.34	-	-	-	-	151.40	33.34
30	Shares/ Debenture Application Money given / (received back)								
	DAEPL	-	10,188.70	-	-	-	-	-	10,188.70
	JMT	-	-	-	-	43.10	-	43.10	-
	JMT	-	-	-	-	(32.00)	-	(32.00)	-
	ATPL	-	-	-	-	25.00	-	25.00	-
	ATPL	-	-	-	-	(25.00)	-	(25.00)	-
	MRPL	535.00	-	-	-	-	-	535.00	-
	MRPL	(100.00)	-	-	-	-	-	(100.00)	-
		435.00	10,188.70	-	-	11.10	-	446.10	10,188.70
31	Advances received back								
	PFIPL	-	-	-	-	250.00	-	250.00	-
		-	-	-	-	250.00	-	250.00	-
32	Advances Given								
	FCSPL	4.34	-	-	-	-	-	4.34	-
	PFIPL	-	-	-	-	-	250.00	-	250.00
		4.34	-	-	-	-	250.00	4.34	250.00
33	Sharing of Resources / Infrastructure *								
	ATL	-	-	-	-	-	-	-	-
	CCGPL	-	-	-	-	-	-	-	-
	DEPL	-	-	-	-	-	-	-	-
	DHPL	-	-	-	-	-	-	-	-
	DLEPL	-	-	-	-	-	-	-	-
	DML	-	-	-	-	-	-	-	-
	DPCCPL	-	-	-	-	-	-	-	-
	HCEPL	-	-	-	-	-	-	-	-
	MRPL	-	-	-	-	-	-	-	-
	ZM	-	-	-	-	-	-	-	-
	PLL	-	-	-	-	-	-	-	-
		-	-	-	-	-	-	-	-

\* Transactions are of Non Monetary Consideration.



# NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Sr. No.	Nature of Transactions	Subsidiary/ Fellow Subsidiary Company/ Associates		KMP or Relative of KMP owning directly or indirectly interest in voting power		Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2014	2013	2014	2013	2014	2013	2014	2013
	<b>Closing Balance as on 31<sup>st</sup> March</b>								
34	Professional Fees Payable								
	FRL	-	-	-	-	1.30	1.75	1.30	1.75
		-	-	-	-	1.30	1.75	1.30	1.75
35	Security & Guarantee Taken								
	AAAHT	-	-	-	-	5,300.00	-	5,300.00	-
		-	-	-	-	5,300.00	-	5,300.00	-
36	Corporate Guarantee Given								
	HCEPL	6,507.00	7,499.22	-	-	-	-	6,507.00	7,499.22
	DPCCPL	836.40	836.40	-	-	-	-	836.40	836.40
	VHML	-	6,000.00	-	-	-	-	-	6,000.00
	FC SPL	2,993.14	2,989.53	-	-	-	-	2,993.14	2,989.53
	DHLPL	-	4,000.00	-	-	-	-	-	4,000.00
	DHPL	5,500.00	1,500.00	-	-	-	-	5,500.00	1,500.00
		15,836.54	22,825.15	-	-	-	-	15,836.54	22,825.15
37	Loans & Advances Receivable								
	HCEPL	-	5,574.43	-	-	-	-	-	5,574.43
	DPCCPL	2,617.43	3,080.10	-	-	-	-	2,617.44	3,080.10
	DLEPL	155.80	-	-	-	-	-	155.80	-
	DHPL	15,536.58	-	-	-	-	-	15,536.57	-
	DLENPL	-	10,882.11	-	-	-	-	-	10,882.11
	DHLPL	-	27,529.37	-	-	-	-	-	27,529.37
	FC SPL	4.34	-	-	-	-	-	4.34	-
	JRSPL	-	-	-	-	-	620.50	-	620.50
	PFIPL	-	-	-	-	-	250.00	-	250.00
	IGSP	1,152.92	-	-	-	-	-	1,152.92	-
	IGSP - Provision for Doubtful Debts	(1,152.92)	-	-	-	-	-	(1,152.92)	-
	CCGPL	0.50	-	-	-	-	-	0.50	-
	DHUSA	32.10	14.03	-	-	-	-	32.10	14.03
		18,346.75	47,080.04	-	-	-	870.50	18,346.75	47,950.54

(₹ in Lacs)

Sr. No.	Nature of Transactions	Subsidiary/ Fellow Subsidiary Company/ Associates		KMP or Relative of KMP owning directly or indirectly interest in voting power		Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2014	2013	2014	2013	2014	2013	2014	2013
38	Trade Receivable								
	PLL	-	-	-	-	239.00	-	239.00	-
		-	-	-	-	239.00	-	239.00	-
39	Debenture Application Money								
	DAEPL	-	10,188.70	-	-	-	-	-	10,188.70
	JMT	-	-	-	-	11.10	-	11.10	-
	MRPL	436.19	-	-	-	-	-	436.19	-
		436.19	10,188.70	-	-	11.10	-	447.29	10,188.70
40	Reimbursement of Expenses Receivable								
	HCEPL	46.85	24.65	-	-	-	-	46.85	24.65
	DHPL	11.87	8.47	-	-	-	-	11.87	8.47
	DPCCPL	-	0.21	-	-	-	-	-	0.21
	JMT	-	-	-	-	0.08	-	0.08	-
		58.72	33.34	-	-	0.08	-	58.80	33.34
41	Trade Payable								
	PLL	-	-	-	-	46.86	-	46.86	-
	AAAHT	-	-	-	-	64.56	-	64.56	-
	DLEPL	11.78	-	-	-	-	-	11.78	-
	HCEPL	31.57	-	-	-	-	-	31.57	-
	DPCCPL	10.23	-	-	-	-	-	10.23	-
	ATPL	9.95	-	-	-	-	-	9.95	-
	DHPL	20.82	-	-	-	-	-	20.82	-
		84.35	-	-	-	111.42	-	195.77	-
42	Unsecured Loans								
	HCEPL	3,475.29	-	-	-	-	-	3,475.29	-
	DEPL	51.07	50.00	-	-	-	-	51.07	50.00
		3,526.36	50.00	-	-	-	-	3,526.36	50.00





# NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

## 33 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 31<sup>st</sup> March, 2014 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	
		2014	2013	2014	2013
<b>1</b>	<b>Assumptions :</b>				
	Discount Rate	9.03%	8.25%	9.03%	8.25%
	Salary Escalation	7.00%	5.00%	7.00%	5.00%
	Retirement	58 Yrs	58 Yrs	58 Yrs	58 Yrs
<b>2</b>	<b>Changes in Present Value of Obligations:</b>				
	Present value of obligations as at beginning of year	15.45	12.52	2.04	1.98
	Interest Cost	1.27	1.06	0.17	0.17
	Current Service Cost	0.73	2.40	1.71	0.87
	Liability Transfer In	16.30	-	10.30	-
	Benefit Paid	(0.86)	(0.46)	(5.94)	(0.05)
	Actuarial (Gain) / Loss on obligations	69.86	(0.08)	59.15	(0.93)
	Present Value of Obligations as at End of Year	102.76	15.45	67.43	2.04
<b>3</b>	<b>Changes in the fair value of Plan Assets:</b>				
	Fair value of Plan Assets at Beginning of Year	-	-	-	-
	Expected Return on Plan Assets	-	-	-	-
	Contributions	-	-	-	-
	Transfer to Other Company	-	-	-	-
	Benefits Paid	-	-	-	-
	Actuarial Gain / (Loss) on Plan Assets	-	-	-	-

(₹ in Lacs)

Sr. No.	Particulars	Gratuity Unfunded		Leave Encashment Unfunded	
		2014	2013	2014	2013
<b>4</b>	<b>Actuarial Gain/Loss Recognized</b>				
	Actuarial (Gain)/Loss for the Year – Obligation	69.86	(0.08)	59.15	(0.93)
	Actuarial (Gain)/Loss for the Year - Plan Assets	-	-	-	-
	Total (Gain)/Loss for the Year	69.86	(0.08)	59.15	(0.93)
	Actuarial (Gain)/Loss Recognized in the Year	69.86	(0.08)	59.15	(0.93)
<b>5</b>	<b>Amount / Recognized in the Balance Sheet :</b>				
	Liability at the End of the Year	102.76	15.45	67.43	2.04
	Fair value of Plan Assets at the End of the Year	-	-	-	-
	Difference	(102.76)	(15.45)	(67.43)	(2.04)
	Amount Recognized in the Balance Sheet	(102.76)	(15.45)	(67.43)	(2.04)
<b>6</b>	<b>Expenses Recognized in the Profit and Loss Account:</b>				
	Current Service Cost	0.73	2.40	1.71	0.87
	Interest Cost	1.27	1.06	0.17	0.17
	Expected Return on Plan Assets	-	-	-	-
	Past Service Cost (vested benefit) Recognized	-	-	-	-
	Recognition of Transition Liability	-	-	-	-
	Actuarial (Gain) or Loss	69.86	(0.08)	59.15	(0.93)
	Expenses Recognized in the Profit and Loss Account	71.87	3.39	61.03	0.11
<b>7</b>	<b>Balance Sheet Reconciliation :</b>				
	Opening Liability	15.45	12.52	2.04	1.98
	Expenses as Above	71.87	3.39	61.03	0.11
	Employer's Contribution	(0.86)	(0.46)	(5.94)	(0.05)
	Liability Transfer In	16.30	-	10.30	-
	<b>Closing Net Liability</b>	<b>102.76</b>	<b>15.45</b>	<b>67.43</b>	<b>2.04</b>
<b>8</b>	<b>Data :</b>				
	Avg. Age of Employees	29.98	42.60	29.98	42.60
	Avg. Salary of Employees Per Month	92.41	7.08	92.41	7.08



# NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Sr. No.	Particulars	Gratuity Unfunded				
		2014	2013	2012	2011	2010
<b>9</b>	<b>Experience Adjustment :</b>					
	Defined Benefit Obligation	-	-	-	-	-
	Plan Assets	-	-	-	-	-
	Deficit / (Surplus)	-	-	-	-	-
	Experience Adjustment on Plan Liabilities	61.08	(0.49)	(0.44)	(2.10)	0.96
	Experience Adjustment on Plan Asset Gain/(Loss)	-	-	-	-	(0.33)

## (iii) Under Defined Contribution Plan:

(₹ in Lacs)

Particulars	2014	2013
Contribution to Provident Fund	61.23	3.30
Contribution to ESIC	21.64	0.12

## 34 OPERATING LEASE INCOME & EXPENSE

(A) The Company has non cancelable operating income.:

(₹ in Lacs)

Particulars	2014	2013
Lease Rental Recognized During the Year	131.85	141.24
<b>TOTAL</b>	<b>131.85</b>	<b>141.24</b>

The Future Minimum Lease Income is as under:

(₹ in Lacs)

Particulars	2014	2013
Upto 1 Year	-	137.50
1 Year to 5 Year	-	-
Above 5 Year	-	-
<b>TOTAL</b>	<b>-</b>	<b>137.50</b>

(B) The Company has non cancelable operating Expenses.:

(₹ in Lacs)

Particulars	2014	2013
Lease Rental Paid During the Year	275.11	141.24
<b>TOTAL</b>	<b>275.11</b>	<b>141.24</b>

The Future Minimum Lease Expense is as under:

(₹ in Lacs)

Particulars	2014	2013
Upto 1 Year	144.23	137.50
1 Year to 5 Year	60.46	-
Above 5 Year	-	-
<b>TOTAL</b>	<b>204.69</b>	<b>137.50</b>

#### Other Terms

- (i) The Operating Lease Arrangements extend for a maximum of 5 years from their respective dates of inception and relate to rented premises and Movable Property. Lease Rentals are charged on the basis of agreed terms.
- (ii) Additional amount of applicable taxes will be paid on these rentals as per the applicable rates existing at the time of receipts and payments.

### 35 PAYMENT TO AUDITORS

(₹ in Lacs)

Particulars	2014	2013
Audit Fees (including Limited Review)	21.11	16.10
In Other Capacities		
- Tax Audit	1.00	0.60
- Taxation Matters	0.50	1.93
- Certification and Other Services	5.77	0.87
- Out of Pocket Expenses	0.67	0.55
- Service Tax on above	3.59	2.57
<b>TOTAL</b>	<b>32.64</b>	<b>22.61</b>

### 36 PRIOR PERIOD ITEMS

(₹ in Lacs)

Particulars	2014	2013
Prior Period expenses Debited in Profit & Loss Account consist of:		
a) Expenses Pertaining of Previous Year		
- Repairs & Maintenance	5.08	-
- Professional Fees	1.05	-
- Other Expense	2.99	-
b) Income Pertaining of Previous Year		
- Interest Received and Other Income	(1.97)	-
	<b>7.14</b>	<b>-</b>



# NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

## 37 EARNINGS PER SHARE

(₹ in Lacs unless specified)

Particulars	2014	2013
Net Profit after Tax	6,213.37	2,161.99
Less:		
Preference Dividend and Dividend Distribution Tax thereon	-	64.85
Numerator Used for Calculating Basic and Diluted Earnings Per Share	6,213.37	2,097.14
Weighted Average Number of Equity Shares used as Denominator for Calculating Basic Earnings Per Share	2,271.71	2,261.40
Weighted Average Number of Equity Shares used as Denominator for Calculating Diluted Earnings Per Share	2,286.23	2,268.63
Basic and Diluted Earnings Per Share (₹)	2.74	0.93
Diluted Earnings Per Share (₹)	2.72	0.92
Nominal Value per Equity Share (₹)	1	1
Reconciliation between Number of Shares used for calculating Basic and diluted Earning Per share:		
Number of Shares used for calculating Basic EPS	2,271.71	2261.40
Add: Potential Equity Shares (refer note below)	14.52	7.23
Number of Shares used for calculating Diluted EPS	2,286.23	2268.63

Note: In calculating diluted earning per share for the year, the effect Employee Stock Option outstanding till the date of actual exercise of option is considered.

**38** Pursuant to the Scheme of Amalgamation ('the Scheme') between the Company and AAA Township Private Limited, Aman Infrastructure Private Limited, Argyll Hotel Private Limited, Delta Adventures and Entertainment Private Limited, Samarpan Township Private Limited, Samarpan Properties and Construction Private Limited, Shree Mangesh Realty Private Limited having business in real estate, Delta Hospitality and Leisure Private Limited, Delta Hospitality and Entertainment Private Limited, Victor Hotels and Motels Limited and Delta Leisure and Entertainment Private Limited all having business in hospitality & gaming segment and as approved by the respective shareholders of transferor and transferee Companies and subsequently approved by the Honorable High Court of Bombay Judicature at Goa and High Court of Judicature at Bombay vide its Order dated 2<sup>nd</sup> May, 2014 and 9<sup>th</sup> May, 2014 respectively, which has been filed with the Registrar of Companies on 21<sup>st</sup> May, 2014 and 26<sup>th</sup> May, 2014 (the Effective Date), the entire business and the whole undertakings of all transferor Companies were transferred to, as a going concern and became vested in the Company, effective from 1<sup>st</sup> April, 2013 (the appointed date) for all transferor Companies except Victor Hotels & Motels Limited. Entire business and whole undertaking of Victor Hotels & Motels Limited were transferred with effective date of 1<sup>st</sup> October, 2013. As per the conditions prescribed in the Accounting Standard (AS) 14 – "Accounting for Amalgamations" (AS 14), the Company has adopted Purchase Method prescribed under the AS 14. Accordingly, accounting treatment given as per the scheme approved by the Hon'ble High Court has been given effect in the above financial statements and the same is as under:

- All the Assets and Liabilities of transferor Companies as at respective dates were incorporated in the financials of the Company at their fair value.
- Inter-Company balances, if any, stands Cancelled.
- The Equity Shares, if any held by the Transferee Company or its Wholly Owned Subsidiary in the Transferor Company stands cancelled and there shall be no further obligation/outstanding in that behalf and no consideration paid on account of amalgamation.
- The excess/(shortage) of Net Assets of the Transferor Companies transferred to the Transferee Company over the Investment value held by transferor Company, in case of shortage debited to Goodwill account and in case of excess credited to Capital Reserve of the Transferee Company.

Working of (Goodwill)/ Capital Reserve is as under:

Particulars	(₹ in Lacs)
Fixed Assets (including Capital Work in Progress)	22,053.20
Investment in Shares	39,073.16
Current Assets	20,602.52
Total Assets (A)	81,728.88
Loan Liabilities	58,359.76
Current Liabilities	14,662.12
Total Liabilities (B)	73,021.88
Net Assets C= (A-B)	8,707.00
Investment Value of Shares of Transferor Companies (D)	3,111.75
(Goodwill)/ Capital Reserve (E=D-C)	5,595.25

- 39 a) According to the merger scheme approved by the Honorable High Court of Bombay and Goa, the Company has taken all the assets and liabilities according to their Fair Value. Fair value for all such purposes is taken as on the amalgamation date i.e. appointed date: 1<sup>st</sup> April, 2013 and 1<sup>st</sup> October, 2013, which is being worked upon by a recognized valuer. While deriving upon the valuation as on the appointed date, the valuer has factored all the events which took place between the appointed date & effective date and accordingly, the impact of difference, if any, arising on account of such factoring has been adjusted in the value of such assets on the appointed date for recognizing the Capital Reserve in accordance with Accounting Standard 14 – “Accounting for Amalgamations”. In the absence of the fair value report as on the appointed date without considering the subsequent events to the appointed date, impact of such adjustment, if any, is not quantifiable.
- b) According to the merger scheme approved by the Honorable High Court of Bombay and Goa, in one of the valuation aspect, the Company has taken the assets based on the management estimate. Such management estimate is derived upon after considering all the events which took place between the appointed date & effective date and accordingly, the impact of difference of ₹ 1,386.60 Lacs, arising on account of such factoring has been adjusted in the value of such assets on the appointed date for recognizing the Capital Reserve in accordance with Accounting Standard 14 – “Accounting for Amalgamations”.
- 40 Post balance sheet date, the Company has received an order towards the merger scheme from the Honorable High Court of Bombay Judicature at Goa and High Court of Judicature at Bombay. Same has been filed with Registrar of Companies on 21<sup>st</sup> of May, 2014 and 26<sup>th</sup> May, 2014 i.e. an effective date. Based on the EAC opinion issued by the ICAI “Accounting for amalgamation after the balance sheet date” and the practical approach being followed by the Corporate World, effect of the said court order has been incorporated in the financial statement of 2013-14, though it is strictly not in conformity with the paragraph 46 of Accounting Standard -14 “Accounting for Amalgamations”.

#### 41 EXCEPTIONAL ITEMS

An exceptional item included in financial statement is on account of gain of ₹ 1,546.11 Lacs arising on partial liquidation proceeds received from overseas subsidiary (in Liquidation) in Current Year and provision made for diminution in value of Investment and loans & advances in Foreign Subsidiary in the business of online gaming amounting to ₹ 268.02 Lacs and ₹ 1,156.03 Lacs respectively. In Previous Year, an exceptional item included in financial statement is comprised of employee compensation expenses written back during the year. Due to the unexpected decrease in share price of the Company, which has fallen beyond exercise price of ₹ 51 for ESOP granted in November, 2012 tranche, employee of the Company and its subsidiaries companies have surrendered their rights of ESOP to the Company. The Compensation Committee of the Board of Directors of the its Company at its meeting held on March 30, 2013, has accordingly, cancelled 23,15,100 options granted to grantees under ESOP Scheme of the Company. In view of the same, the Compensation Cost debited





# NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

amounting to ₹ 516.27 Lacs has been reversed and shown as exceptional item in financial statements.

## 42 Additional information pursuant to the provisions of paragraphs 3, 4C and 4D of Part II of Schedule VI to the Companies Act, 1956

### Expenditure in Foreign Currency :

(₹ in Lacs)

Particulars	2014	2013
Travelling Expenses	10.95	-
Capital Asset Purchased	137.00	-
Legal & Professional Fees	26.66	-
<b>TOTAL</b>	<b>174.61</b>	<b>-</b>

### Earning in Foreign Currency :

(₹ in Lacs)

Particulars	2014	2013
Dividend Income from Subsidiary Company	2,167.08	1,702.11
Partial Liquidation Proceeds received from Subsidiary	1,546.11	-
Insurance claim received	145.49	-
Sale of Services and Materials	445.50	-
<b>TOTAL</b>	<b>4,304.18</b>	<b>1,702.11</b>

## 43 DIVIDEND TO NRI / OCB

((₹ in Lacs) unless stated otherwise )

Particulars	2014	2013
Number of Non Resident Shareholders (Nos.)	571	657
Total Number of Shares held by them (Nos.)	28,049,468	17,123,489
Amount of Dividend Paid	70.12	59.93
Year to which Dividend Relates	2012-13	2011-12

## 44 MAT CREDIT ENTITLEMENT

MAT Credit Entitlement of ₹ 2,015.81 Lacs (Previous Year ₹ 1,808.11 Lacs) is based on future business projections of Company as projected by Management, and the same have been relied upon the Auditors.

## 45 Borrowing cost capitalized for the year amounts to ₹ Nil (Previous year ₹ Nil Lacs).

## 46 PREVIOUS YEAR COMPARATIVES

Previous year's figures have been regrouped/ rearranged/ recasted/reclassified/ re-adjusted wherever necessary to conform to the Current Year's classifications. Current Year Figures are really not Comparable with corresponding Previous Year figures as Current Year Figures includes the figures of amalgamated Companies.

For and on behalf of Board of Directors

Jaydev Mody	Chairman
Ashish Kapadia	Managing Director
Mahesh Gupta	Director
Rajeev Piramal	Director
Rajesh Jaggi	Director
Homi Aibara	Director
Hardik Dhebar	Group CFO
Hitesh Kanani	Company Secretary

Place : Mumbai  
Date : 28<sup>th</sup> May, 2014

## To the Board of Directors of DELTA CORP LIMITED

We have audited the accompanying consolidated financial statements of Delta Corp Limited. ("the Company") its subsidiaries, associates, and joint ventures (the Company, its subsidiaries, associates and joint ventures constitute "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2014 and the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

## Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements on the basis of separate financial statements and other financial information regarding components that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India. This includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

## Basis for Qualified Opinion

*As explained in Note No. 42 of the financial statements, in respect of an overseas subsidiary & its components, the Company is unable to obtain the financial statements / relevant information of such subsidiary & its components for a part of the year. On account of non-receipt of the financial statements / relevant information, the Company could not consolidate the entity for a part of the year. Consequently, such financials which are considered for consolidation for a part of the year are as prepared and certified by the management of parent Company i.e. Delta Corp Limited. The resulting impact, if any, is not quantifiable.*

## Qualified Opinion

We report that except for the matter stated above the consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standards



# INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF DELTA CORP LIMITED

(AS) - 21, "Consolidated Financial Statements", AS - 23, "Accounting for Investments in Associates in Consolidated Financial Statements" and AS - 27 "Financial Reporting of Interests in Joint Ventures" as notified pursuant to the Companies (Accounting Standards) Rules, 2006 and on the basis of the separate financial statements of the Company, its subsidiaries, associates, step-down subsidiaries and step-down associates and joint ventures.

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on the financial statements of the subsidiaries, associates and joint ventures as mentioned in the 'Other Matter' paragraph below, *except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the effect of which is not quantifiable*, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2014;
- (b) in the case of the consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

## Emphasis of Matter

Attention is invited to:

- 1. Note No. 29 (iv) of the financial statements regarding search proceedings carried out by the tax authorities.
- 2. Note No. 39 of the financial statements regarding MAT Credit Entitlement of ₹ 2,019.20 Lacs which is based on the judgment of management.
- 3. Note No. 41 of the financial statements regarding treatment of net assets of the entities in the consolidated financial statements which got merged with the Company.
- 4. Note no. 43 of the financial statements regarding going concern assumption not being followed in case of a subsidiary which is in the process of liquidation.

Our opinion is not qualified in respect of the above matters.

## Other Matter

- a) The standalone financial statements of five of the subsidiaries, which reflect total assets of ₹ 8,080.87 Lacs as at 31<sup>st</sup> March, 2014, total revenues of ₹ 1,022.28 Lacs and net cash outflows of ₹ 152.56 Lacs and consolidated financial statements of two of the subsidiaries, (which comprises consolidation of four step-down subsidiaries, one associate and one joint venture), which reflect total assets of ₹ 22,440.25 Lacs as at 31<sup>st</sup> March, 2014, total revenues of ₹ 15,131.36 Lacs and net cash outflows of ₹ 132.05 Lacs for the year then ended were audited by one of the joint auditors M/s Amit Desai & Co who have furnished their report to other joint auditor. The other joint auditor has not audited the financial statements of these standalone and consolidated financial statements and their opinion is based solely on the report of the first joint auditor.
- b) The financial statements of one of the subsidiary, which reflect total assets of ₹ 45,947.20 Lacs as at 31<sup>st</sup> March, 2014, total revenue of ₹ 8.04 Lacs and net cash inflow of ₹ 4.08 Lacs for the year then

ended were audited by one of the joint auditor M/s Haribhakti & Co. who have furnished their report to other joint auditor. The other joint auditors have not audited the financial statements of the fellow subsidiary and their opinion is based solely on the report of the first joint auditor.

- c) The consolidated financial statement of one of the foreign subsidiary, (which comprises consolidation of three fellow subsidiaries), which reflect total assets of ₹ 8,375.68 Lacs as at 31<sup>st</sup> March, 2014, total revenues of ₹ 29,138.61 Lacs and net cash outflows of ₹ 1,351.09 Lacs for the year then ended were audited by other auditors who have furnished their report to us. We have not audited the consolidated financial statement of this subsidiary and our opinion is based solely on the report of the auditor.
- d) The financial statements of three foreign subsidiaries in which one of the subsidiary reflect total assets of ₹ 432.60 Lacs as at 31<sup>st</sup> December, 2013, total revenues of ₹ Nil and net cash inflows of ₹ 0.06 Lacs for the year then ended and other one subsidiary and one step down subsidiary reflects total assets of ₹ 1,255.08 Lacs as at 31<sup>st</sup> March, 2014, total revenues of ₹ 130.50 Lacs and net cash outflow of ₹ 42.46 Lacs and consolidated financials of one foreign subsidiary (which comprises consolidation of one step-down subsidiary) which reflect total assets of ₹ 2,517.57 Lacs as at 31<sup>st</sup> March 2014, total revenues of ₹ Nil and net cash inflows of ₹ 4.64 Lacs were approved by the management of these subsidiaries, which have been furnished to us. We have not audited the financial statements of these subsidiaries and have relied on such approved Unaudited Financial Statements.
- e) The consolidated financial statements of one foreign subsidiary (which comprises consolidation of five step-down subsidiaries) which reflect total assets of ₹ 232.01 Lacs as at 30<sup>th</sup> September, 2013 total revenues of ₹ 351.07 Lacs and net cash inflows of ₹ 160.88 Lacs for the period then ended were approved by the management of the parent company, which have been furnished to us. We have not audited the financial statements of this subsidiary and have relied on such approved Unaudited Financial Statements.
- f) The financial statements of one step-down associate, whose aggregate share of net loss amounting to ₹ 14.16 Lacs included in the consolidated financial statements as at 31<sup>st</sup> March, 2014 were approved by the management of this step-down associate, which have been furnished to us. We have not audited the financial statements of this step-down associate and have relied on such approved unaudited Financial Statements.

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

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

**Chetan Desai**  
Partner  
Membership No. 17000  
Place: Mumbai  
Date: 28<sup>th</sup> May, 2014

**Amit Desai**  
Partner  
Membership No. 32926



# CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2014		As at 31 <sup>st</sup> March, 2013	
<b>EQUITY AND LIABILITIES</b>					
<b>Shareholders' Funds</b>					
(a) Share Capital	2	2,275.77		2,268.52	
(b) Reserves & Surplus	3	74,734.48	77,010.25	75,051.67	77,320.19
<b>Minority Interest</b>			5,248.06		16,157.05
<b>Non-Current Liabilities</b>					
(a) Long-Term Borrowings	4	24,069.50		30,149.80	
(b) Deferred Tax Liabilities (Net)	12	-		41.26	
(c) Long-Term Provisions	5	223.65	24,293.15	172.92	30,363.98
<b>Current Liabilities</b>					
(a) Short-Term Borrowings	6	2,464.90		11,391.70	
(b) Trade Payables	7	1,774.03		879.02	
(c) Other Current Liabilities	8	14,223.21		13,822.37	
(d) Short - Term Provisions	9	3,935.15	22,397.29	3,462.67	29,555.76
TOTAL			128,948.75		153,396.98
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
(a) Fixed Assets	10				
(i) Tangible Assets		71,223.26		26,165.47	
(ii) Intangible Assets		399.58		19.57	
(iii) Capital Work-in-Progress		9,895.09		52,120.10	
(iv) Intangible Assets under Development		28.48		49.30	
		81,546.41		78,354.44	
(b) Goodwill on Consolidation (Net)	36	3,824.75		8,674.80	
(c) Non-Current Investments	11	10,484.81		11,410.81	
(d) Deferred Tax Assets (Net)	12	146.12		1.96	
(e) Long-Term Loans and Advances	13	4,310.76		4,766.41	
(f) Other Non-Current Assets	14	1,286.61	101,599.46	1,287.63	104,496.05
<b>Current Assets</b>					
(a) Current Investments	15	0.01		2.77	
(b) Inventories	16	7,172.15		23,660.70	
(c) Trade Receivables	17	6,737.32		1,453.31	
(d) Cash and Bank Balances	18	5,509.96		4,664.21	
(e) Short-Term Loans & Advances	19	7,424.32		18,281.90	
(f) Other Current Assets	20	505.53	27,349.29	838.04	48,900.93
TOTAL			128,948.75		153,396.98
Significant Accounting Policies and Notes on Financial Statements		1-49			

As Per Our Report of Even Date

For Haribhakti & Co.  
Chartered Accountants

Chetan Desai  
Partner

Place : Mumbai  
Date : 28<sup>th</sup> May, 2014

For Amit Desai & Co  
Chartered Accountants

Amit Desai  
Partner

For and on behalf of Board of Directors

Jaydev Mody  
Ashish Kapadia  
Mahesh Gupta  
Rajeev Piramal  
Rajesh Jaggi  
Homi Aibara  
Hardik Dhebar  
Hitesh Kanani

Chairman  
Managing Director  
Director  
Director  
Director  
Director  
Group CFO  
Company Secretary

# CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014



(₹ in Lacs)

Particulars	Note No.	Year Ended 31 <sup>st</sup> March, 2014	Year Ended 31 <sup>st</sup> March, 2013
<b>INCOME:</b>			
Revenue from Operations	21	55,858.41	42,540.73
Other Income	22	3,121.15	1,852.08
<b>Total Revenue</b>		<b>58,979.56</b>	<b>44,392.81</b>
<b>EXPENSES:</b>			
Cost of Material Consumed/Inventory Sold	23	5,366.14	11,695.56
Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	24	16,566.29	8,138.32
Employee Benefits Expenses	25	4,878.88	3,547.21
Finance Costs	26	3,342.94	1,545.77
Depreciation and Amortization Expenses	10	1,655.83	811.70
Other Expenses	27	14,039.24	10,676.77
<b>Total Expenses</b>		<b>45,849.32</b>	<b>36,415.33</b>
Profit Before Exceptional and Extraordinary Items and Tax		13,130.24	7,977.48
Exceptional Items	38	(1,384.07)	516.27
Profit Before Extraordinary Items and Tax		11,746.17	8,493.75
Extraordinary Items		-	-
<b>Profit Before Tax</b>		<b>11,746.17</b>	<b>8,493.75</b>
Tax Expenses			
- Current Tax		5,371.57	3,220.32
- MAT Credit Entitlement		(556.37)	(7.22)
- Deferred Tax		424.38	149.29
- Earlier Years Tax Adjustments		(37.50)	35.08
Total Tax Expenses		5,202.08	3,397.47
<b>Profit After Tax</b>		<b>6,544.09</b>	<b>5,096.28</b>
Prior Period Items	45	(42.20)	(5.41)
Loss of Associate Companies		(60.56)	(173.13)
Minority Interest		(2,910.11)	(1,983.92)
<b>Net Profit for the Year</b>		<b>3,531.22</b>	<b>2,933.83</b>
Earning Per Equity Share (Nominal Value of ₹ 1/- each)	40		
- Basic		1.55	1.27
- Diluted		1.54	1.26
Significant Accounting Policies and Notes on Financial Statements	1-49		

As Per Our Report of Even Date

For Haribhakti & Co.  
Chartered Accountants

Chetan Desai  
Partner

Place : Mumbai  
Date : 28<sup>th</sup> May, 2014

For Amit Desai & Co  
Chartered Accountants

Amit Desai  
Partner

For and on behalf of Board of Directors

Jaydev Mody  
Ashish Kapadia  
Mahesh Gupta  
Rajeev Piramal  
Rajesh Jaggi  
Homi Aibara  
Hardik Dhebar  
Hitesh Kanani

Chairman  
Managing Director  
Director  
Director  
Director  
Group CFO  
Company Secretary





# CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2014	Year Ended 31 <sup>st</sup> March, 2013
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax and Extraordinary Items	11,746.17	8,493.75
Adjustments for :		
Employee Stock Option	364.17	290.11
Exceptional Items	1,384.07	(516.27)
Impairment Loss	-	52.91
Depreciation and Amortization	1,655.83	811.70
Loss on Sale of Fixed Assets	58.36	816.13
Provision for Employee Benefits	63.34	87.67
Finance Costs	3,342.94	1,545.77
Interest Income	(1,355.03)	(1,450.52)
Dividend Income	(36.84)	(313.37)
(Profit)/Loss on Sales of Investment	(1,019.99)	223.73
Sundry Balance Written Off/ (Written Back)	(31.66)	68.23
Prior Period Expenses	(42.20)	(5.41)
Provision for Doubtful Recovery	135.72	-
Exchange Difference Arising on Consolidation	(1,302.30)	(336.02)
<b>Operating Profit before Working Capital Changes</b>	<b>14,962.58</b>	<b>9,768.41</b>
Adjustments For :		
Inventories	17,717.50	11,632.79
Trade and Other Receivables	(5,376.09)	5,016.37
Loans and Advances	370.02	3,854.93
Trade Payables	973.93	(14.32)
Other Liabilities	(2,387.03)	1,860.56
<b>Cash Generated from Operations</b>	<b>26,260.91</b>	<b>32,118.73</b>
Taxes Paid (Net of Refund)	(3,315.58)	(3,647.53)
<b>Net Cash Generated From Operating Activities (a)</b>	<b>22,945.33</b>	<b>28,471.20</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(7,456.69)	(17,442.43)
Purchase of Fixed Assets (Capital Work in Progress)	(472.36)	(14,181.61)
Purchase of Intangible Assets	(113.99)	(5,353.86)
Sales of Fixed Assets	512.18	60.79
Dividend Income	36.84	313.37
Interest Income	1,355.03	1,450.52
Sale of Investment and Mutual Fund	6,308.02	2,052.27
Inter Corporate Deposit	11,410.81	(6,013.68)
Investment in Long Term Fixed Deposit	(22.42)	(762.93)
Investment in Shares and Mutual Funds	(4,986.18)	(1,412.84)
<b>Net Cash Generated from Investing Activities (b)</b>	<b>6,571.24</b>	<b>(41,290.39)</b>

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2014	Year Ended 31 <sup>st</sup> March, 2013
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds From Issue of ESOP Shares	217.50	489.66
Redemption of Preference Shares	-	(1,223.85)
Finance Costs	(3,342.94)	(1,545.77)
Dividend Paid (including Dividend Distribution Tax)	(567.13)	(1,089.49)
Minority Interest	(13,207.51)	4,605.99
(Increase)/ Decrease in Unclaimed Dividend	(2.00)	(59.26)
Proceeds From Long Term Borrowings	6,642.94	15,547.42
Repayment of Long Term Borrowings	(9,486.88)	(13,327.78)
Proceeds From Short Term Borrowings	2,919.70	9,850.00
Repayment of Short Term Borrowings	(11,846.50)	(9,056.54)
<b>Net Cash Generated From Financing Activities (c)</b>	<b>(28,672.82)</b>	<b>4,190.37</b>
Increase/ (Decrease) in Cash and Cash Equivalents (a+b+c)	843.75	(8,628.82)
Cash & Cash Equivalents as at Beginning of Year	4,604.95	13,233.77
<b>Cash &amp; Cash Equivalents as at End of the Year</b>	<b>5,448.70</b>	<b>4,604.95</b>
Cash & Cash Equivalents includes		
Cash in Hand	1,110.44	607.45
Cheques on Hand	-	75.00
Balance with Banks		
- In Current Accounts	2,409.32	737.77
- In Fixed Deposit Accounts (less than 3 Months)	1,928.94	3,184.73

**Notes:**

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

As Per Our Report of Even Date

For Haribhakti & Co.  
Chartered Accountants

Chetan Desai  
Partner

Place : Mumbai  
Date : 28<sup>th</sup> May, 2014

For Amit Desai & Co  
Chartered Accountants

Amit Desai  
Partner

For and on behalf of Board of Directors

Jaydev Mody  
Ashish Kapadia  
Mahesh Gupta  
Rajeev Piramal  
Rajesh Jaggi  
Homi Aibara  
Hardik Dhebar  
Hitesh Kanani

Chairman  
Managing Director  
Director  
Director  
Director  
Director  
Group CFO  
Company Secretary



# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

## 1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

### a) Basis of Accounting

The Consolidated Financial Statements have been prepared and presented on the accrual basis of accounting principles in India ("GAAP") and comply with accounting standard prescribed in Companies (Accounting Standards) Rules, 2006 to the extent applicable.

### b) Principles of Consolidation

The Consolidated Financial Statements related to Delta Corp Limited ('the Company') and its subsidiary Companies have been prepared on following basis:

- i) The financial statements of the Company and it's subsidiary Companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra group transactions in accordance with Accounting Standard (AS) 21 – "Consolidated Financial Statements".
- ii) In case of foreign subsidiaries, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Difference arising on consolidation is recognized in the foreign currency translation reserve.
- iii) The difference between the cost of the investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.
- iv) The difference between the proceeds from disposal of investment in a subsidiary and the carrying amount of its assets less liabilities as of the date of the disposal is recognized in the consolidated statement of Profit and Loss.
- v) Minority Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- vi) Minority Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separate from liabilities and the equity of the Company's Shareholders.
- vii) Interest in Joint Venture have been accounted by using the proportionate consolidation method as per Accounting Standard (AS) - 27 - "Financial Reporting of Interest in Joint Venture" issued by the companies (Accounting Standard) Rule, 2006
- viii) In case of associates, where the Company directly or indirectly through subsidiaries holds more than 20% equity, investments in associates are accounted for using equity method in accordance with Accounting Standard (AS) 23 – "Accounting for Investments in Associates in Consolidated Financial Statements".
- ix) The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements except for depreciation as mentioned in note no. 1(e).

### c) Revenue Recognition

- i) Sale of Services are recognized when the full / complete services have been provided. Sales are stated at contractual realizable value. Revenue from sale of properties is recognised based on guidelines prescribed by the "Guidance note on Accounting Treatment for real estate transactions (Revised 2012)" issued by the Institute of Chartered Accountants of India.
- ii) Interest income is generally recognized on a time proportion method.

- iii) Dividend income is recognized when the right to receive dividend is established.
- iv) Claims for price variation/exchange rate variation in case of contracts are accounted for on acceptance.
- v) Rent income is accounted on accrual basis.
- vi) Income from Live Casino Business is accounted for on the basis of aggregate winning and losses at the end of each gaming day of play with the count of chips. Income from Slot Machines is accounted for on the basis of actual collection in each respective machine.
- vii) Sale comprise sale of food and beverages, allied services relating to entertainment and hospitality operations.

#### **d) Fixed Assets**

Fixed Assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Finance cost relates to acquisition of fixed assets are included to the extent they relate to the period till such assets are ready to be put to intended use. In the case of new projects successfully implemented, substantial expansion of existing units and expenditure resulting into enduring benefit, all pre-operative expenses including depreciation and interest on borrowings for the project, incurred up to the date of installation are capitalized and added pro-rata to the Cost of related Fixed Assets of project.

#### **Intangible Assets**

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

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

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

#### **e) Depreciation**

Depreciation is provided on Written Down Value (WDV) method as prescribed in Schedule XIV of the Companies Act, 1956 except on fixed assets directly pertaining to Aviation, Casino and Hospitality business where depreciation is charged on Straight Line Method (SLM). Depreciation is provided from the date of acquisition till the date of sale of assets.

#### **f) Investments**

Investments that are readily realizable and intended to be held but not more than a year are classified as current investments. All other investments are classified as long term investment. Carrying amount of the individual investment is determined on the basis of the average carrying amount of the total holding of the investments.

Long-term investments are stated at cost less provision for other than temporary diminution in value. Investments in immovable properties include purchase price, duties, interest and cost of improvements. Current investments are carried at lower of cost and fair value.

#### **g) Inventories**

- i) Inventories are valued at lower of cost or net realizable value on FIFO basis.
- ii) Inventories comprises of raw material, stores, spares and consumables, finished goods and realty work in process.
- iii) Cost of inventories comprises of cost of purchase, cost of conversion and other cost incurred in bringing the inventories to their present location and condition.



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

- iv) Realty work in progress represents expenditure incurred on projects undertaken for development and construction.
- v) Projects under development are stated at Cost. It includes costs of incomplete properties; the costs incurred before the work has progressed; also include initial project costs that relate directly to a project; other expenditures as identified by the management incurred for the purpose of securing and executing the project.
- vi) Stores and Spares once issued from Stores are treated as consumed and charged to Profit & Loss.

### **h) Employee Benefits**

Liability is provided for retirement benefits for provident fund, gratuity and leave encashment in respect of all eligible employees. Contributions under the defined contribution schemes are charged to revenue. The liability in respect of defined benefit schemes like gratuity and leave encashment is provided in the accounts on the basis of actuarial valuations as at the year end.

### **i) Foreign Currency Transactions**

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

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

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

### **k) Borrowing Costs**

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

### **l) Accounting for Taxes on Income**

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

#### **i) Current Tax**

The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the company.

## **ii) Deferred Tax**

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

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

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

## **m) Impairment of Assets**

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

## **n) Operating Leases**

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

## **o) Share Based Compensation**

The compensation cost of stock options granted to employees is measured by the intrinsic value method, i.e. difference between the market price / fair value of the Company's shares on the date of grant of options and exercise price to be paid by the option holders. The compensation cost, if any, is amortized uniformly over the vesting period of the options. The surrendered or lapsed options will be eligible for re-issue.

## **p) Provisions, Contingent Liabilities and Contingent Assets**

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





# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

Particulars	As at 31 <sup>st</sup> March, 2014		As at 31 <sup>st</sup> March, 2013	
	No.	₹ in Lacs	No.	₹ in Lacs
<b>2 SHARE CAPITAL</b>				
<b>Authorised Shares:</b>				
Equity Shares of ₹ 1/- each	420,500,000	4,205.00	350,000,000	3,500.00
10% Non Cumulative Redeemable Preference Shares of ₹ 10/- each	1,000,000	100.00	1,000,000	100.00
8% Non Cumulative Redeemable Preference Shares of ₹ 10/- each	13,000,000	1,300.00	13,000,000	1,300.00
<b>TOTAL</b>	<b>434,500,000</b>	<b>5,605.00</b>	<b>364,000,000</b>	<b>4,900.00</b>
<b>Issued, Subscribed And Fully Paid-Up:</b>				
Equity Shares of ₹ 1/- each	227,576,504	2,275.77	226,851,504	2,268.52
<b>TOTAL</b>	<b>227,576,504</b>	<b>2,275.77</b>	<b>226,851,504</b>	<b>2,268.52</b>

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

Particulars	As at 31 <sup>st</sup> March, 2014		As at 31 <sup>st</sup> March, 2013	
	No.	₹ in Lacs	No.	₹ in Lacs
<b>Equity Shares</b>				
At the Beginning of the Year	226,851,504	2,268.52	225,592,854	2,255.93
ESOP Issued during the Year	725,000	7.25	1,258,650	12.59
Outstanding at the End of the Year	227,576,504	2,275.77	226,851,504	2,268.52
<b>8% Non Cumulative Redeemable Preference Shares</b>				
At the Beginning of the Year	-	-	12,238,535	1,223.85
Redemption During the Year	-	-	(12,238,535)	(1,223.85)
Outstanding at the End of the Year	-	-	-	-

## b) Equity Shares issued by the Company without Payment Being Received in Cash

Particulars	Year (Aggregate No. of Shares)				
	2009-10	2010-11	2011-12	2012-13	2013-14
<b>Equity Shares - Fully Paid Up:</b>					
Pursuant to contract (Merger) without payment being received in cash	NIL	NIL	1,674,665	NIL	NIL

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

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

The Directors have recommended, subject to approval of the shareholders at the ensuing Annual General Meeting, a Dividend for the Year 2014 @ 25% (2013: 25%).

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### d) Terms/Rights Attached to Preference Shares

Preference Shares carry dividend @ 8% p.a. The Company declares and pays dividends in Indian Rupees. Preference shares did not carry any voting rights.

Preference share holder had exercise redemption option and accordingly all Preference shares were redeemed on 19<sup>th</sup> November, 2012 along with pro-rata dividend till date of redemption.

### e) Details of Shareholders Holdings More Than 5% shares in Company

Equity Shares	As at 31 <sup>st</sup> March, 2014		As at 31 <sup>st</sup> March, 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Aryanish Finance and Investments Private Limited (*)	31,213,340	13.72	31,213,340	13.76
Bayside Property Developers Private Limited (*)	31,213,340	13.72	31,213,340	13.76
Delta Real Estate Consultancy Private Limited (*)	31,213,341	13.72	31,213,341	13.76
IDBI Trusteeship Services Limited (India Advantage Fund)	8,127,799	3.57	13,835,862	6.10
*Aryanish Finance and Investments Private Limited, Bayside Property Developers Private Limited and Delta Real Estate Consultancy Private Limited are holding Equity Shares in the capacity of trustees for Aarti J Mody Trust, Aditi J Mody Trust and Anjali J Mody Trust respectively.				



# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>3 RESERVES &amp; SURPLUS</b>		
a) Capital Reserves on Amalgamation		
Opening Balance	1,040.98	1,040.98
(+) Addition During the Year	-	-
(-) Written Back in Current Year	-	-
Closing Balance	1,040.98	1,040.98
b) Capital Redemption Reserves		
Opening Balance	1,404.88	181.03
(+) Current Year Transfer	-	1,223.85
(-) Written Back in Current Year	-	-
Closing Balance	1,404.88	1,404.88
c) Securities Premium Account		
Opening Balance	49,448.04	48,614.63
(+) Securities premium credited on Share issue	269.34	833.41
(-) Premium Utilised for Share Issue And Other Expenses	-	-
Closing Balance	49,717.38	49,448.04
d) Revaluation Reserves		
Opening Balance	-	7.55
(+) Current Year Transfer	-	(5.79)
(-) Transfer to Minority Interest	-	1.76
Closing Balance	-	-
e) Foreign Currency Translation Reserves		
Opening Balance	416.53	735.59
(+) Current Year Transfer	(985.06)	(319.06)
Closing Balance	(568.53)	416.53
f) Share Options Outstanding Account		
Opening Balance	118.18	1,984.73
(+) Current Year Transfer	340.53	-
(-) Written Back in Current Year	59.09	1,866.55
Closing Balance	399.62	118.18
g) Deferred Employee Compensation		
Opening Balance	(74.95)	(1,359.02)
(+) Current Year Transfer	(373.22)	-
(-) Written Back in Current Year	(396.85)	(1,284.07)
Closing Balance	(51.32)	(74.95)

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>h) General Reserves</b>		
Opening Balance	4,500.08	5,498.93
(+) Current Year Transfer	621.34	225.00
(-) Transfer to Capital Redemption Reserve	-	1,223.85
Closing Balance	5,121.42	4,500.08
<b>i) Surplus</b>		
Opening Balance	18,197.94	16,209.60
(+) Net Profit For the Current Year	3,531.22	2,933.83
(-) Transferred To General Reserves	621.34	225.00
(-) Interim Dividends On Preference Shares	-	55.79
(-) Proposed Dividends On Equity Shares	568.94	567.13
(+) Dividends Distribution Tax Written Back	92.00	-
(-) Dividends Distribution Tax	96.69	101.06
(+) Transfer from Minority	611.59	3.49
(-) Adjustment arising out of Scheme of Amalgamation	3,475.73	-
Closing Balance	17,670.05	18,197.94
<b>TOTAL</b>	<b>74,734.48</b>	<b>75,051.67</b>
<b>4 LONG-TERM BORROWINGS</b>		
Secured Borrowings:		
- From Banks		
Term Loan (Refer Note A)	21,167.88	27,044.15
Vehicle Loan (Refer Note B)	54.25	65.35
- From Others		
Debentures (Refer Note C)		
15 % Series "A"	2,233.03	2,233.03
19 % Series "A"	450.00	450.00
	23,905.16	29,792.53
Unsecured Borrowings:		
- From Others		
Debentures (Refer Note D)		
0% Series "C"	164.34	164.34
0% Series "D"	-	192.93
	164.34	357.27
<b>TOTAL</b>	<b>24,069.50</b>	<b>30,149.80</b>



# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>NOTE A:</b>		
<b>Terms of Loan Repayment are :</b>		
<b>i) From Bank 1 :</b>	3,236.63	3,749.62
Outstanding balance as at balance sheet date carries interest 13% p.a. is repayable over a period of 39 to 46 months in varying monthly installments.		
Loan is secured by way of hypothecation of Ship at Goa and exclusive charge by way of hypothecation of all Plant and Machinery, Furniture and Fixture installed on the Ship and mortgage of Immoveable Property at Mumbai owned by Promoter's Beneficiary Trust.		
<b>ii) From Bank 2 :</b>	5,550.00	6,227.52
Outstanding balance as at balance sheet date carries interest between 12.60% to 12.85% p.a. is repayable over a period of 22 Quarter in varying Quarterly installments.		
Loan is secured by way of mortgage of Immoveable Property at Goa and exclusive charge by way of hypothecation on the all present and future moveable assets, books debts and charge on the receivable from the said property.		
<b>iii) From Bank 3 :</b>	972.00	-
Outstanding balance as at balance sheet date carries interest 12% p.a. is repayable over a period of 22 months in varying monthly installments.		
Loan is secured by way of hypothecation of Ship at Goa, Equitable mortgage of Immoveable Property at Goa owned by Promoter Group Company and Property at Mumbai owned by Promoter's Beneficiary Trust, Corporate guarantee is provided by the Promoter Group Company and by the Promoter's Beneficiary Trust.		
<b>iv) From Bank 4 :</b>	-	1,156.73
Outstanding balance as at balance sheet date carried interest 13.75% p.a. is repayable over a period of 11 monthly installments.		
Loan is secured by way of hypothecation of Ship at Goa, Equitable mortgage of Immoveable Property at Goa owned by Promoter Group Company and Property at Mumbai which belongs to the Promoter's Beneficiary Trust.		
<b>v) From Bank 5 :</b>	989.44	1,398.05
Outstanding balance as at balance sheet date carries interest 13.75% p.a. is repayable over a period of 11 quarterly installments.		
Loan is secured by way of hypothecation of Ship at Goa.		
<b>vi) From Bank 6 :</b>	1,221.31	2,734.25
Outstanding balance of ECB Loan as at balance sheet date carries interest @ Libor + 3.50% p.a. is repayable over a period of 53 months in varying monthly installments.		
Loan is secured by exclusive hypothecation charge on the aircraft, the entire current assets / movable fixed assets present and future.		

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>vii) From Bank 7 :</b>	8,698.50	11,312.00
Outstanding balance as at balance sheet date carries interest @ 12.90% to 16.50% p.a is repayable over a period of 23 quarterly varying installments for three banks and 19 quarterly varying installments to a bank.		
Loan is secured by way of mortgage of Immoveable Property at Daman.		
<b>viii) From Bank 8 :</b>	-	465.98
Outstanding balance as at balance sheet date carried interest @ 16.00% p.a.		
Loan is secured by way of equitable Mortgage of freehold jetty land at Goa, hypothecation of Ship, Stocks, Debts and Machinery at Goa.		
<b>ix) From Bank 9 :</b>	500.00	-
Outstanding balance as at balance sheet date carries interest @ 12.75% p.a is repayable over a period of 72 monthly varying installments.		
Loan is secured by way of mortgage of Immoveable Property at Daman.		
<b>NOTE B:</b>		
<b>i) From Bank :</b>	11.91	33.07
Outstanding balance as at balance sheet date carries Interest @ 9.68% to 12.00% p.a. and Secured by way of hypothecation of Motor Vehicles.		
<b>ii) From Financial Institution :</b>	42.34	32.30
Outstanding balance as at balance sheet date carries Interest @ 10.26% to 15.40% p.a. and Secured by way of hypothecation of Motor Vehicles.		
<b>NOTE C:</b>		
<b>i) 15% Fully Convertible Debenture - Series A</b>	2,233.03	2,233.03
Conversion after 78 months from date of issuance.		
Loan is secured by second charge on Immovable Property at Daman. All Debentures are going to be converted into 4,50,000 Non Voting Class A Equity Shares of ₹10 each of subsidiary company.		
<b>ii) 19% Fully Convertible Debenture - Series A</b>	450.00	450.00
Conversion after 78 months from date of issuance.		
Loan is secured by second charge on Immovable Property at Daman. All Debentures are going to be converted into 90,000 Non Voting Class A Equity Shares of ₹ 10 each of subsidiary company.		





# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>NOTE D:</b>		
<b>i) 0% Fully Convertible Debenture - Series C</b>	164.34	164.34
Conversion after 90 months from date of issuance.		
All Debentures are going to be converted into 36,521 Non Voting Class B Equity Shares of ₹ 10 each of subsidiary company.		
<b>ii) 0% Fully Convertible Debenture - Series D</b>	-	192.93
Conversion after 90 months from date of issuance.		
All Debentures are going to be converted into 98 Non Voting Class B Equity Shares of ₹ 10 each of subsidiary company.		

## 1. Period of default

- Interest to FCD A holders from April, 2010 and FCD A-1 Holder from January, 2012 onwards have not been paid.
- Interest on Term Loan for the month of February and March, 2014 and principal repayment for quarter ended March, 2014 which were due on 31<sup>st</sup> March 2014, have not been paid as on the balance sheet date.

## 2. Amount

- Interest on FCD ₹ 2,005.88 Lacs and for Previous Year ₹ 1,453.75 Lacs breakup of which is stated hereunder :
  - 15% Series "A" Debentures ₹ 1,355.53 Lacs & for Previous Year ₹ 1,085.65 Lacs
  - 19% Series "A" Debentures ₹ 353.79 Lacs & for Previous Year ₹ 201.82 Lacs
  - 15% Series "A-1" Debentures ₹ 296.56 Lacs & for Previous Year ₹ 166.28 Lacs
- Interest on Term Loan for the month of March, 2014 is ₹ 280.29 Lacs (Previous Year : ₹ 153.34 Lacs) and principal repayment for quarter ended March, 2014 is ₹ 244.25 Lacs (Previous Year : ₹ 143.00 Lacs) which were due on 31<sup>st</sup> March, 2014, have not been paid as on the balance sheet date
- Interest on term loan payable of ₹ 130.33 Lacs pertaining to February, 2014 has been subsequently paid in April, 2014 thus default existing on the balance sheet date pertaining to the same has been corrected.

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>5 LONG-TERM PROVISIONS</b>		
Provision for Employee Benefits (Unfunded) :		
Gratuity	130.40	110.43
Leave Encashment	93.25	62.49
<b>TOTAL</b>	<b>223.65</b>	<b>172.92</b>

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>6 SHORT-TERM BORROWINGS</b>		
Secured Borrowings :		
- From a Bank - Cash Credit	1,033.20	1,490.70
Cash Credit from bank repayable on demand. Carries interest @ 16.00% p.a. It is secured against first charge on Moveable Fixed Asset on the Company. Pari Passu charge on Vessel and on Moveable Fixed Asset at Goa.		
Unsecured Borrowings :		
Loans Repayable on Demand :		
- From Related Parties (Carries 13.25% p.a. interest)	1,431.70	1,390.00
- From Other Parties (Carried 14% p.a. interest)	-	8,511.00
<b>TOTAL</b>	<b>2,464.90</b>	<b>11,391.70</b>
<b>7 TRADE PAYABLES</b>		
Micro, Small and Medium Enterprises	1.91	1.80
Others	1,772.12	877.22
<b>TOTAL</b>	<b>1,774.03</b>	<b>879.02</b>

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

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

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
The Principal Amount Remaining Unpaid At The End Of The Year	1.91	1.80
The Interest Amount Remaining Unpaid At The End Of The Year	Nil	Nil
The Amount Of Interest Paid By The Buyer In Terms Of Section 16 Of The MSMED Act 2006 Along With The Amount Of The Payment Made To The Supplier Beyond The Appointed Day During The Year	Nil	Nil
The Amount Of Interest Due And Payable For The Period Of Delay In Making Payment (Which Have Been Paid But Beyond The Appointed Day During The Year) But Without Adding The Interest Specified Under The MSMED Act, 2006	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil
The Amount Of Further Interest Remaining Due And Payable Even In The Succeeding Years, Until Such Date When The Interest Dues As Above Are Actually Paid To The Small Enterprise For The Purpose Of Disallowance As A Deductible Expenditure Under Section 23 Of The MSMED Act 2006	Nil	Nil



# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>8 OTHER CURRENT LIABILITIES</b>		
a) Current Maturities of Long-Term Borrowings :		
- From a Bank and FCD	8,700.98	6,961.21
b) Interest Accrued but not Due on Borrowings	2,554.47	860.60
c) Interest Accrued and Due on Borrowings	274.24	1,729.34
d) Investor Education and Protection Fund will be credited by following amounts (as and when due)		
- Unclaimed dividends	61.26	59.26
e) Deposits	243.00	243.00
f) Duties & Taxes	812.26	755.24
g) Other Current Liabilities	354.50	244.40
h) Other Payable	515.22	1,659.67
i) Book Overdraft	111.55	29.17
j) Payable against Capital Assets	595.73	1,280.48
<b>TOTAL</b>	<b>14,223.21</b>	<b>13,822.37</b>
<b>9 SHORT TERM PROVISIONS</b>		
a) Provision for Employee Benefits (Unfunded)		
- Gratuity	16.19	10.85
- Leave Encashment	18.73	16.43
b) Provision for Taxation (Net of Advance Tax of ₹ 3,489.03 Lacs Previous Year : ₹ 1,614.04 Lacs)	3,129.70	1,534.25
c) Provision for Wealth Tax	0.07	0.20
d) Other Provisions	104.83	1,241.81
e) Proposed Dividend on Equity Shares	568.94	567.13
f) Dividends Distribution Tax on Proposed Dividend	96.69	92.00
<b>TOTAL</b>	<b>3,935.15</b>	<b>3,462.67</b>

## 10 TANGIBLE ASSETS

(₹ in Lacs)

Particulars	Land	Leasehold Land Improvement	Building	Paintings	Plant and Machinery	Computer & Accessories	Furniture and Fixture	Gaming Equipment	Vehicles	Ships	Feeder/Speed Boat	Aircraft	Total
<b>GROSS BLOCK</b>													
As at 1 <sup>st</sup> April, 2012	944.30	160.28	61.90	893.96	-	1,756.10	267.41	1,900.97	1,020.05	523.99	3,877.56	589.15	- 11,995.66
Additions	5,642.93	-	374.68	5,908.47	8.60	321.96	42.99	116.20	115.15	118.17	75.00	-	4,702.45 17,426.60
Disposals	-	-	(61.90)	-	-	(54.34)	(5.34)	(19.98)	-	-	-	-	(141.55)
Impairment	-	(23.26)	-	(71.18)	-	-	-	-	-	-	-	-	(94.44)
Exchange Difference	-	5.98	-	11.13	-	1.78	0.43	1.80	-	1.57	-	-	22.68
As at 31 <sup>st</sup> March, 2013	6,587.23	143.00	374.68	6,742.37	8.60	2,025.50	305.49	1,998.99	1,135.19	643.74	3,952.56	589.15	4,702.45 29,208.95
As at 1 <sup>st</sup> April, 2013	6,587.23	143.00	374.68	6,742.37	8.60	2,025.50	305.49	1,998.99	1,135.19	643.74	3,952.56	589.15	4,702.45 29,208.95
Acquisition	-	-	-	-	-	874.55	2.30	7.72	-	-	-	-	884.57
Additions	23.35	-	78.76	27,510.31	44.38	8,495.33	330.82	4,145.87	1,869.90	42.16	7,230.82	126.57	- 49,898.27
Amalgamation Effect	-	-	3.66	(1,094.41)	-	196.33	(15.59)	574.49	(257.37)	-	(626.01)	(5.36)	- (1,224.26)
Disposal of Subsidiary	-	-	-	-	-	(2.34)	(1.04)	-	-	-	-	-	(2,351.22) (2,354.60)
Disposals	-	(153.85)	-	(153.85)	-	(206.71)	(36.70)	(57.40)	-	(86.51)	-	(0.29)	- (695.31)
Exchange Difference	18.40	10.85	-	72.90	-	98.55	0.83	4.11	-	3.32	-	-	208.96
As at 31 <sup>st</sup> March, 2014	6,628.98	-	457.10	33,077.32	52.98	11,481.21	586.11	6,673.78	2,747.72	602.71	10,557.37	710.07	2,351.22 75,926.58
<b>DEPRECIATION</b>													
As at 1 <sup>st</sup> April, 2012	-	5.51	61.90	96.40	-	341.90	156.08	507.35	154.06	300.07	542.10	140.95	- 2,306.32
Charge for the Year	-	2.65	47.50	70.48	-	124.85	74.60	143.92	61.11	80.18	147.53	43.13	44.01 839.98
Disposals	-	-	(61.90)	-	-	(3.32)	(4.95)	(9.50)	-	-	-	-	(79.67)
Impairment	-	(7.11)	-	(19.84)	-	-	-	-	-	-	-	-	(26.95)
Exchange Difference	-	0.21	-	1.30	-	0.28	0.24	0.94	-	0.84	-	-	3.80
As at 31 <sup>st</sup> March, 2013	-	1.25	47.50	148.34	-	463.71	225.97	642.71	215.18	381.09	689.63	184.08	44.01 3,043.48
As at 1 <sup>st</sup> April, 2013	-	1.25	47.50	148.34	-	463.71	225.97	642.71	215.18	381.09	689.63	184.08	44.01 3,043.48
Acquisition	-	-	-	-	-	858.55	0.13	7.20	-	-	-	-	865.88
Charge for the Year	-	-	86.08	181.82	1.85	209.04	63.41	291.74	117.43	63.66	283.86	51.15	263.34 1,613.38
Amalgamation Effect	-	-	(15.50)	44.97	-	(107.84)	(13.78)	(74.53)	(132.68)	-	(245.25)	(5.36)	- (549.97)
Disposal of Subsidiary	-	-	-	-	-	(0.35)	(0.43)	-	-	-	-	-	(153.67) (154.45)
Disposal	-	(1.35)	-	(5.77)	-	(14.24)	(22.47)	(34.58)	-	(44.74)	-	(0.08)	- (123.23)
Exchange Difference	-	0.10	-	12.13	-	(9.09)	0.67	2.31	-	2.11	-	-	8.23
As at 31 <sup>st</sup> March, 2014	-	-	118.08	381.49	1.85	1,399.78	253.50	834.85	199.92	402.12	726.24	229.80	153.68 4,703.32
<b>NET BOOK VALUE</b>													
As at 31 <sup>st</sup> March, 2013	6,587.23	141.74	327.18	6,594.04	8.60	1,561.79	79.51	1,356.28	920.02	262.64	3,262.93	405.07	4,658.44 26,165.47
As at 31 <sup>st</sup> March, 2014	6,628.98	-	339.02	32,695.83	51.13	10,081.44	332.61	5,838.93	2,547.80	200.59	9,829.13	480.27	2,197.54 71,223.26

Note : During the year depreciation of ₹13.40 Lacs transferred to Capital Work in Progress (Previous Year : ₹ 82.77 Lacs).



# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

## 10 INTANGIBLE ASSETS

(₹ in Lacs)

Particulars	Software/ Website	Goodwill	Total
<b>GROSS BLOCK</b>			
As at 1 <sup>st</sup> April, 2012	29.45	-	29.45
Additions	15.84	-	15.84
Disposals	(1.12)	-	(1.12)
Exchange Difference	0.19	-	0.19
As at 31 <sup>st</sup> March, 2013	44.36	-	44.36
As at 1 <sup>st</sup> April, 2013	44.36	-	44.36
Acquisition	104.19	-	104.19
Additions	40.46	389.05	429.51
Amalgamation Effect	(4.44)	-	(4.44)
Exchange Difference	0.42	-	0.42
As at 31 <sup>st</sup> March, 2014	184.99	389.05	574.04
<b>DEPRECIATION</b>			
As at 1 <sup>st</sup> April, 2012	16.35	-	16.35
Charge for the Year	9.35	-	9.35
Disposals	(1.06)	-	(1.06)
Exchange Difference	0.15	-	0.15
As at 31 <sup>st</sup> March, 2013	24.79	-	24.79
As at 1 <sup>st</sup> April, 2013	24.79	-	24.79
Acquisition	103.56	-	103.56
Charge for the Year	12.99	38.91	51.90
Amalgamation Effect	(4.44)	-	(4.44)
Disposal	(1.53)	-	(1.53)
Exchange Difference	0.18	-	0.18
As at 31 <sup>st</sup> March, 2014	135.55	38.91	174.46
<b>NET BOOK VALUE</b>			
As at 31 <sup>st</sup> March, 2013	19.57	-	19.57
As at 31 <sup>st</sup> March, 2014	49.44	350.14	399.58

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹ unless stated otherwise)	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>11 NON CURRENT INVESTMENTS</b>					
<b>1 Investment in Immovable Property</b>					
Opening Balance				536.85	1,714.03
Less: Transferred to Stock in Trade				532.90	1,132.03
Less: Amortization				3.95	45.15
Closing Balance				-	536.85
<b>2 Trade Investments</b>					
(A) Quoted Fully Paid Equity Shares					
Advani Hotels & Resorts Limited	16,453,783	16,453,783	2	9,253.61	8,952.85
Peninsula Land Limited	48,000	-	2	2.64	-
(B) Unquoted Fully Paid Equity Shares					
(i) Associate Companies					
Zeicast PTE Limited	8,966,667	4,275,000	USD 0.17	60.04	208.58
Interactive Gamings & Sports Pty Limited	-	1,380	-	-	982.61
(ii) Other Companies					
Aero Port & Infrastructure Project Private Limited	43,750	43,750	10	4.38	4.38
J M Township & Real Estate Private Limited	175,000	175,000	10	149.43	17.50
<b>3 Non Trade Investments (at cost)</b>					
(i) Unquoted Fully Paid Equity Shares					
The Saraswat Co. Op. Bank Limited	5,000	5,000	10	0.50	0.50
Freedom Aviation Private Limited	120	120	10	0.01	0.01
The Shamrao Vithal Co.op.Bank Limited	2,100	2,100	25	0.53	0.53
(ii) Quoted Fully Paid Equity Shares					
Piramal Enterprise Limited	433	-	2	0.10	-
Victoria Mills Limited	40	-	100	0.02	-
Arrow Textiles Limited	2	-	10	0.00	-
Piramal Glass Limited*	19	-	10	-	-
Piramal Phytocare Limited (Formerly known Piramal Life Science Limited)*	42	-	10	-	-
*Issued free against holding of shares of Piramal Enterprise Limited					
(iii) Unquoted Fully Paid 0% Fully paid Optionally Convertible Preference Shares					
Zeicast PTE Limited	1,000,000	-	USD 0.80	47.80	-
(iv) Unquoted Fully Paid 0% Fully paid Optionally Convertible Debenture					
J M Township & Real Estate Private Limited	9,657,500	7,070,000	10	965.75	707.00
<b>TOTAL</b>				<b>10,484.81</b>	<b>11,410.81</b>





# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014		As at 31 <sup>st</sup> March, 2013	
	Book Value	Market Value	Book Value	Market Value
Aggregate amount of Quoted Investments	9,256.37	5,917.12	8,952.85	4,837.41
Aggregate amount of Unquoted Investments	1,228.44	-	2,457.95	-

## Statement of Investment in Associate Companies

(₹ in Lacs)

Name of Company	Original Cost	Goodwill/ Foreign Currency Translation Reserve	Accumulated Losses	Carrying Value
Zeicast PTE Limited	373.01	246.08	66.89	60.04
	(361.16)	(99.85)	(52.73)	(208.58)
Interactive Gaming and Sports Pty Limited (*)	-	-	-	-
	(1,386.60)	(273.92)	(130.07)	(982.61)

(Previous Year figures are shown in bracket)

(\*) On 2nd May, 2013 it is converted into a Subsidiary Company.

## 12 DEFERRED TAX

In accordance with Accounting Standard 22 “Accounting for Taxes on Income” issued by the Institute of Chartered Accountants of India, the Company has accounted for Deferred Tax during the year.

### a) Holding Company and Indian Subsidiaries

The components of Deferred Tax Assets to the extent recognized and Deferred Tax Liabilities as on 31<sup>st</sup> March, 2014 are as follows:

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>Deferred Tax Liability:</b>		
Difference between Book and Tax Depreciation	585.75	1,220.78
(A)	585.75	1,220.78
<b>Deferred Tax Asset:</b>		
Business Losses	692.11	1,108.79
Expenses Disallowed under The Income Tax Act, 1961	28.82	70.73
(B)	720.93	1,179.52
Net Deferred Tax Liability/(Assets)	(A - B)	41.26

## b) Foreign Subsidiaries

The components of Deferred Tax Assets to the extent recognized and Deferred Tax Liabilities as on 31<sup>st</sup> March, 2014 are as follows:

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>Deferred Tax Liability</b>		
Other Provisions and Borrowings Cost	-	-
(A)	-	-
<b>Deferred Tax Asset</b>		
Difference Between Book and Tax Depreciation	10.94	1.91
Exchange Gain/Loss	-	0.05
(B)	10.94	1.96
Net Deferred Tax Liability/(Assets) (A - B)	(10.94)	(1.96)

### Note :

Deferred Tax Asset and Liabilities related to foreign company is disclosed separately as the governing taxation law is different as per AS- 22 issued by The Institute of Chartered Accountant of India.

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>13 LONG-TERM LOANS AND ADVANCES</b>		
a) Capital Advances		
Unsecured, considered good	1,368.79	2,189.25
Doubtful	130.74	130.74
Provision for Doubtful Advances	(130.74)	(130.74)
	1,368.79	2,189.25
b) Security Deposits		
Unsecured, Considered Good	454.81	322.64
	454.81	322.64
c) Other Loans and Advances		
Unsecured, Considered Good		
- Others	796.35	741.73
- Doubtful	7.03	7.03
- Provision for Doubtful Advances	(7.03)	(7.03)
	796.35	741.73
d) Mat Credit Entitlement	1,690.81	1,512.79
<b>TOTAL</b>	<b>4,310.76</b>	<b>4,766.41</b>



# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>14 OTHER NON CURRENT ASSETS</b>		
Unsecured, Considered Good		
Fixed Deposits for more than 12 months (under lien)	1,123.42	1,192.00
Interest Accrued on Fixed Deposits	163.19	95.63
<b>TOTAL</b>	<b>1,286.61</b>	<b>1,287.63</b>

(₹ in Lacs)

Particulars	Current Year Nos.	Previous Year Nos.	Face Value ₹ unless stated otherwise)	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>15 CURRENT INVESTMENTS</b>					
(a) Investment in Equity instruments					
Quoted fully paid up share					
(i) Trade Investments (at cost)					
Peninsula Land Limited	-	48,000	2.00	-	2.64
(ii) Non Trade Investments (at cost)					
Piramal Enterprise Limited	-	433	2.00	-	0.10
Victoria Mills Limited	-	40	100.00	-	0.02
Arrow Textiles Limited	-	2	10.00	-	0.00
Piramal Glass Limited*	-	19	10.00	-	-
Piramal Phytocare Limited (Formerly known Piramal Life Science Limited)*	-	42	10.00	-	-
* Issued free against holding of shares of Piramal Enterprise Limited					
(b) Investments in Mutual Funds					
J P Morgan India Liquid Fund Super Inst.	95.08	89.11	10.52	0.01	0.01
<b>TOTAL</b>				<b>0.01</b>	<b>2.77</b>

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014		As at 31 <sup>st</sup> March, 2013	
	Book Value	Market Value	Book Value	Market Value
Aggregate amount of Quoted Investments	-	-	2.76	20.87
Aggregate amount of Unquoted Investments	0.01	-	0.01	-

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>16 INVENTORIES</b>		
(Valued at Cost or Net Realisable Value whichever is Lower)		
Traded Goods	6,557.54	5,737.48
Work in Progress	-	17,401.98
Stores and Spares	614.61	521.24
<b>TOTAL</b>	<b>7,172.15</b>	<b>23,660.70</b>
<b>17 TRADE RECEIVABLES</b>		
(Unsecured, Considered Good unless stated otherwise)		
Outstanding for a Period Exceeding Six Months from the Date they are Due for Payment		
- Considered Good	429.24	247.18
- Considered Doubtful	8.18	-
Provision for Doubtful Trade Receivables	(8.18)	-
	429.24	247.18
Other Receivables		
- From Related Parties	-	277.50
- From Other Parties	6,308.08	928.63
	6,308.08	1,206.13
<b>TOTAL</b>	<b>6,737.32</b>	<b>1,453.31</b>
<b>18 CASH AND BANK BALANCES</b>		
a) Cash and Cash Equivalents :		
Balance with Banks		
- On Current Accounts	2,409.32	737.77
- Call and Other Deposits (Less than 3 months)	1,928.94	3,184.73
Cheques on Hand	-	75.00
Cash on Hand	1,110.44	607.45
b) Other Bank Balances :		
Unclaimed Dividend Accounts	61.26	59.26
<b>TOTAL</b>	<b>5,509.96</b>	<b>4,664.21</b>



# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>19 SHORT-TERM LOANS AND ADVANCES</b>		
a) Loans and Advances to Related Parties		
Unsecured, Considered Good		
- Inter Corporate Deposits	1,847.70	450.36
- Advance for Property	-	870.50
	1,847.70	1,320.86
b) Other Loans & Advances		
Unsecured, Considered Good		
Loan to Employees	0.23	-
Loans to Other Parties	-	11,192.03
Balances with Statutory/Government Authorities	1,212.32	955.51
Deposits	53.43	35.17
Prepaid Expenses	1,503.50	1,386.21
Advance for Properties	722.30	997.30
Other Advances	989.57	1,243.81
MAT Credit Entitlement	328.39	302.54
Advance Tax (Net of Provision of Taxes of ₹ 3,530.23 Lacs Previous Year : ₹ 5,638.28 Lacs)	766.88	848.47
	5,576.62	16,961.04
Unsecured, Considered Doubtful:		
Deposits	25.34	-
Advance for Properties	75.00	-
Other Advances	27.20	15.02
Provision for Doubtful Advances	(127.54)	(15.02)
	-	-
<b>TOTAL</b>	<b>7,424.32</b>	<b>18,281.90</b>
<b>20 OTHER CURRENT ASSETS</b>		
Debenture Application Money	11.10	247.00
Accrued Interest on Others/Fixed Deposits	274.36	143.27
Fixed Asset Held for Sale	201.26	-
Other Receivable	18.81	447.77
<b>TOTAL</b>	<b>505.53</b>	<b>838.04</b>

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2014	Year Ended 31 <sup>st</sup> March, 2013
<b>21 REVENUE FROM OPERATIONS</b>		
Sale of Services	25,533.53	15,997.35
Sales of Goods	30,324.88	26,543.38
<b>TOTAL</b>	<b>55,858.41</b>	<b>42,540.73</b>
<b>22 OTHER INCOME</b>		
Interest Received on :		
- Fixed Deposit with Bank	398.06	607.18
- Inter Corporate Deposits	873.03	797.10
- Income Tax Refund	83.95	46.24
Miscellaneous Income	384.47	4.34
Dividend on Equity Shares and Mutual Funds	36.84	313.37
Sundry Balance Written Back	42.61	83.85
Foreign Exchange Gain	282.20	-
Profit on Sale of Long Term Investment	1,019.99	-
<b>TOTAL</b>	<b>3,121.15</b>	<b>1,852.08</b>
<b>23 COST OF MATERIAL CONSUMED/INVENTORY SOLD</b>		
Opening Stocks	58.32	35.27
Purchases of Goods	1,368.27	731.82
Less : Closing Stocks	42.69	58.32
Cost of Food and Beverages	1,383.90	708.77
Cost of Realty	3,490.14	8,344.92
Amalgamation Effect	492.10	-
Purchases of Traded Goods(including Transfer from CWIP)	-	2,641.87
<b>TOTAL</b>	<b>5,366.14</b>	<b>11,695.56</b>
<b>24 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE</b>		
Opening Stocks		
Traded Goods	5,679.16	7,016.59
Work In Progress	17,401.98	24,202.88
<b>(a)</b>	<b>23,081.15</b>	<b>31,219.47</b>
Closing Stocks		
Traded Goods	6,514.85	5,679.16
Work in Progress	-	17,401.98
<b>(b)</b>	<b>6,514.85</b>	<b>23,081.15</b>
<b>TOTAL (a - b)</b>	<b>16,566.29</b>	<b>8,138.32</b>





# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2014	Year Ended 31 <sup>st</sup> March, 2013
<b>25 EMPLOYEE BENEFIT EXPENSES</b>		
Salaries, Wages & Bonus	4,013.13	2,833.87
Managing Director's Commission	15.54	5.42
Contribution to Provident & Other Funds	231.61	162.99
Gratuity Fund Expenses	96.03	87.67
Employee Compensation Expenses	364.17	290.11
Staff Welfare Expenses	158.40	167.15
<b>TOTAL</b>	<b>4,878.88</b>	<b>3,547.21</b>
<b>26 FINANCE COSTS</b>		
Interest	2,815.84	1,431.07
Other Borrowing Costs	230.47	114.70
Net (Gain)/Loss on Foreign Currency Transactions	296.63	-
<b>TOTAL</b>	<b>3,342.94</b>	<b>1,545.77</b>
<b>27 OTHER EXPENSES</b>		
Advertisement Expenses	512.92	167.79
Payment to Auditors	97.08	95.86
Bad Debts	-	118.23
Sundry Balance Written Off	10.95	-
Impairment of an Asset	-	52.91
Foreign Exchange Loss	-	553.51
Consumption of Stores and Spare Parts	12.92	14.04
Director Sitting Fees	27.07	38.89
Charities and Donations	13.14	7.78
Hotel Expenses	86.88	144.89
Insurance	116.14	60.28
Legal and Professional Fees	1,761.12	819.73
Loss on Disposal of Stock	34.91	-
Loss on Sale of Assets	58.36	816.13
Loss on Sale of Shares	-	223.73
Miscellaneous Expenses	1,140.77	709.02
Amalgamation Expenses	43.35	-
Penalty	6.87	-
Postage and Telephone Expenses	96.90	82.33
Power and Fuel Expenses	1,482.27	673.43
Provision for Doubtful Advances	135.72	-
Rates and Taxes	5,708.91	4,153.49
Rent	740.81	606.00
Repairs and Maintenance:		
- For Buildings	40.06	98.99
- For Machineries	907.69	566.87
- For Others	43.72	23.63
Sales Promotion Expenses	425.88	322.21
Travelling Expenses	324.04	140.42
Vehicle Expenses	210.76	186.61
<b>TOTAL</b>	<b>14,039.24</b>	<b>10,676.77</b>

- 28 Various Debit and Credit balances are subject to confirmations/reconciliation and consequent adjustments, if any. The Company is of the view that reconciliation(s), if any, arising out of final settlement of accounts with these parties is not likely to have any material impact on the accounts. The Current Assets, Loan and Advances and Investments are stated in the Balance Sheet at the amounts which are at least realizable in ordinary course of business.

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

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March	
	2014	2013
<b>(i) Contingent Liabilities</b>		
(a) Claims against the Company disputed liabilities not acknowledged as debts (excluding interest and penalty on the respective amount, if any arrived upon the final outcome)		
- Income Tax Liabilities for various years (Refer Note (a) below)	1,232.90	1,232.90
- Vat Liability for Financial Year: 2010-11	35.63	26.61
- Employees Claim	8.96	-
- Entertainment Tax on Gaming Operations	-	19.10
Management is contesting against these matters and hopeful to succeeding the same		
(b) Guarantees		
- Financial Guarantees Given to Custom Authorities for Litigation	40.00	-
- Outstanding Letters of Credit	-	64.40
- Guarantees given by the Company's Banker in the normal course of business	1,012.04	935.23
- Liability on account of Corporate Guarantee given to bank for loan taken by Joint Venture Company	1,646.24	-
(c) Other money for which the Company is contingently liable		
- Bond given to Custom Authorities	5,627.94	5,627.94
	9,603.71	7,906.18
<b>(ii) Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account (Net of Capital Advances)	225.99	1,104.80
Estimated amount of contracts remaining to be executed on goods other than capital account	48.39	177.07
Other Commitments (Refer Note (b) below)	1,719.78	2,668.90
	1,994.16	3,950.78

### Note :

- (a) Claim against company not acknowledged as debt represents amount due on account of Income Tax Demand pertaining to Financial Year 2006-07 and 2008-09 which are pending with CIT(Appeals) and with Income Tax Appellate Tribunal (ITAT) respectively.
- (b) As per the FCD agreements, the FCD investor shall sell and the Company shall purchase the shares at an IRR, inclusive of monies already received by the investors. The difference between interest accrued / due and the IRR, amounting to ₹ 1,719.78 Lacs equivalent to USD 28,77,904 (Previous Year as on 31.03.2013 amounting to ₹ 2,668.90 Lacs equivalent to USD 49,10,137) has been recognized as other commitment.



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

- (iii) The company has obtained licenses under the Export Promotion Credit Guarantee ('EPCG') Scheme for importing capital goods at a concessional rate of custom duty against submission of bank guarantee and bonds.

Under the terms of the respective schemes, the Company is required to earn foreign exchange value equivalent to, eight times and in certain cases six times of the duty saved in respect of licenses where export obligation has been fixed by the order of the Director General Foreign Trade, Ministry of Finance, as applicable with in a specified period from the date of import of capital goods. The Export Promotion Capital Goods Schemes, Foreign Trade Policy 2009-2014 as issued by the Central Government of India, covers both manufacturer's exports and service providers. Accordingly, in accordance with the Chapter 5 of Foreign Trade Policy 2009-2014, the Company is required to export goods of FOB value of ₹ 3,675.32 Lacs (Previous Year : ₹ 3,362.73 Lacs). Non fulfillment of of the balance of such future obligation, if any entails to the Government to recover full duty saved amount and other penalties under the above referred scheme.

- (iv) Subsequent to the balance sheet date, there was a search action at the premises of the Group under section 132 of the Income Tax Act, 1961. Proceedings related to it are yet not concluded. Hence, with regard to the said matter, tax liability, if any, which is not quantifiable, is not provided in the books of accounts. Tax & related consequential amounts, if any, will be provided on completion of the proceedings.

### 30 THE SUBSIDIARY COMPANIES CONSIDERED IN THE CONSOLIDATED FINANCIAL STATEMENTS ARE:

(₹ in Lacs)

Name of the Company	Country of Incorporation	% of Voting Right as on 31 <sup>st</sup> March	
		2014	2013
<b>Subsidiaries</b>			
Delta Adventures and Entertainment Private Limited *	India	-	100.00
Delta Holding USA Inc.	USA	100.00	100.00
Delta Hospitality and Leisure Private Limited *	India	-	100.00
Delta Leisure and Entertainment Private Limited *	India	-	100.00
Delta Lifestyle and Entertainment Private Limited	India	51.00	-
Delta Offshore Developers Limited	Mauritius	100.00	100.00
Delta Pan Africa Limited	Kenya	100.00	100.00
Delta Pleasure Cruise Company Private Limited	India	51.00	51.00
Daman Entertainment Private Limited	India	51.00	51.00
Interactive Gaming & Sports Pty Limited (w.e.f. 02.05.2013)	Australia	60.40	-
Atled Technologies Private Limited	India	80.00	-
Caravella Casino (Goa) Private Limited	India	100.00	-
Daman Hospitality Private Limited	India	87.16	-
Delta Hospitality and Entertainment Mauritius Limited	Mauritius	100.00	-
Highstreet Cruises & Entertainment Private Limited	India	100.00	-
Marvel Resorts Private Limited	India	50.00	-

Name of the Company	Country of Incorporation	% of Voting Right as on 31 <sup>st</sup> March	
		2014	2013
<b>Step-Down Subsidiaries</b>			
AAA Township Private Limited *	India	-	100.00
Aman Infrastructure Private Limited *	India	-	100.00
Argyll Hotels Private Limited *	India	-	100.00
Atled Technologies Private Limited	India	-	80.00
Caravella Casino (Goa) Private Limited	India	-	100.00
Coastal Sports Ventures Private Limited (Merged with Highstreet Cruises and Entertainment Private Limited w.e.f. 01.10.2013)	India	-	100.00
Daman Hospitality Private Limited	India	-	87.16
Delta Corp East Africa Limited	Kenya	39.20	39.20
Delta Hospitality and Entertainment Private Limited *	India	-	100.00
Delta Square Limited	Kenya	-	39.20
Delta Hospitality and Entertainment Mauritius Limited	Mauritius	-	100.00
Delta Hotels Lanka Private Limited	Sri Lanka	100.00	100.00
Freedom Charter Services Private Limited (Till 29.03.2014)	India	-	100.00
Highstreet Cruises & Entertainment Private Limited	India	-	100.00
Highstreet Riviera Leisure (Goa) Private Ltd (Merged with Highstreet Cruises and Entertainment Private Limited w.e.f. 01.10.2013)	India	-	100.00
Kaizan LLP	UK	33.32	33.32
Marvel Resorts Private Limited	India	-	50.00
Samarpan Properties and Construction Private Limited *	India	-	100.00
Samarpan Township Private Limited *	India	-	100.00
Shree Mangesh Realty Private Limited *	India	-	100.00
Victor Hotels and Motels Limited (Merged with Delta Corp Limited w.e.f. 01.10.2013)	India	-	100.00
Buddy Communication Pte Limited	Singapore	51.00	-
iGAS Services Pty Limited	Australia	60.40	-
Results International Pte Limited	Singapore	60.40	-
Results International Pty Limited	Australia	60.40	-
Canbet UK Limited	UK	60.40	-
Canbet Sports Bookmakers UK Limited	UK	60.40	-
<b>Joint Venture</b>			
Freedom Charter Services Private Limited (w.e.f. 29.03.2014)	India	50.00	-
<b>Associates Companies</b>			
Interactive Gaming & Sports Pty Limited (Till 01.05.2013)	Australia	-	44.00
Zeicast Pte Limited	Singapore	40.00	24.32

\* Merged with Delta Corp Limited w.e.f. 01.04.2013



# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

- 31** The Company holds more than 20% of the voting power in a Company namely Advani Hotels and Resorts (India) Limited (AHRL). However, since the significant influence as per Accounting Standard – 23 issued by Institute of Chartered Accountant of India is not exercised by the Company on AHRL thus this company is not considered as an Associate of the Company.
- 32** In case of subsidiaries namely Delta Holding USA Inc., Delta Offshore Developers Limited, Delta Hospitality and Entertainment Mauritius Limited, Interactive Gaming and Sports Pty Limited, Stepdown subsidiary Buddy Communication Pte Limited and associates company namely Zeicast Pte Limited unaudited financial statements as certified by the Management, have been considered in the consolidated financial statements.

## 33 SEGMENT DISCLOSURES

### Primary Segment Information:

(₹ in Lacs)

Sr No.	Particulars	Real Estate	Lease Rent	Gaming	Hospitality	Others	Total
<b>I</b>	<b>Segment Revenue:</b>						
	Gross Turnover	29,138.61 (25,989.87)	131.85 (165.38)	25,788.80 (16,212.13)	1,147.33 (593.48)	8,581.37 (4,664.98)	64,787.98 (47,625.84)
	Inter Segment Turnover	- -	131.85 (141.24)	489.89 (1.74)	578.98 (405.58)	4,607.69 (2,684.47)	5,808.41 (3,233.03)
	Net Turnover	29,138.61 (25,989.87)	- (24.14)	25,298.91 (16,210.39)	568.35 (187.90)	3,973.69 (1,980.51)	58,979.56 (44,392.81)
<b>II</b>	<b>Segment Results</b>	7,851.81	-	9,134.37	(886.07)	330.88	16,430.99
	(Profit before Interest and Tax)	(5,031.36)	(11.78)	(3,694.04)	(-385.72)	(1,166.39)	(9,517.85)
	Less- Finance charges						3,342.95 (1,545.77)
	Profit Before tax						13,088.04 (7,972.08)
	Less : Exceptional Items						1,384.07 (-516.27)
	Less : Taxes						5,202.08 (3,397.47)
	Profit After tax						6,501.89 (5,090.88)
	Less : Minority Interest/ Profit/(Loss) from Associates						2,970.67 (2,157.04)
	Profit After Tax (After adjusting Capital Profit and Minority Interest)						3,531.22 (2,933.83)
<b>III</b>	<b>Other Informations</b>						
	Segment Assets	17,048.11 (42,774.80)	6,866.44 (610.92)	40,392.05 (35,867.88)	58,896.62 (64,192.97)	2,813.33 (7,763.28)	126,016.55 (151,209.85)
	Segment Liabilities	4,587.20 (17,577.81)	6,203.24 (45.46)	14,824.55 (12,584.34)	20,751.35 (38,332.41)	2,442.40 (6,439.42)	48,808.74 (74,979.46)
	Capital Expenditure	21.12 (40.22)	- -	13,341.87 (1,639.31)	36,953.24 (11,055.57)	11.55 (4,707.32)	50,327.78 (17,442.43)
	Depreciation and Amortization	60.39 (127.44)	- -	1,352.47 (538.79)	240.35 (101.25)	2.62 (44.21)	1,655.83 (811.70)

(Previous year number are shown in brackets)

## Secondary Segment Information:

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March	
	2014	2013
Segment Revenue		
- From India	29,060.52	23,063.76
- From Kenya	29,553.79	21,329.04
- From Other Countries	365.25	-
<b>TOTAL</b>	<b>58,979.56</b>	<b>44,392.81</b>
Segment Assets		
- From India	115,661.41	123,532.36
- From Kenya	8,239.17	23,933.98
- From Other Countries	2,115.98	3,743.51
<b>TOTAL</b>	<b>126,016.55</b>	<b>151,209.85</b>
Segment Liabilities		
- From India	44,728.91	56,309.25
- From Kenya	3,741.74	18,640.94
- From Other Countries	338.09	29.27
<b>TOTAL</b>	<b>48,808.74</b>	<b>74,979.46</b>
Capital Expenditure		
- From India	50,306.66	14,964.11
- From Kenya	21.12	9.81
- From Other Countries	-	2,468.51
<b>TOTAL</b>	<b>50,327.78</b>	<b>17,442.43</b>

## Disclosures:

### Primary Segment:

#### I. Business Segment:

Segment identified by the company comprises of Real Estate, Lease Rental, Gaming, Hospitality and Others.

#### II. Segment Revenue and Expenses:

Revenue and Expenses have been identified to a segment on the basis of relationship to operating activities of the segment.

Revenue and Expenses which relate to enterprises as a whole and are not allocable to a segment on a reasonable basis have been disclosed as “Unallocable”.





# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

## III. Segment Assets and Liabilities:

Segment assets and segment liabilities represent assets and liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as “Unallocable”.

## IV. Inter segment Transfers:

Segment revenue, segment Expenses and segment results include transfer between business segments, such transfers are eliminated in consolidation.

## V. Accounting Policies:

The accounting policies consistently used in the preparation of the financial statements are also applied to item of revenue and expenditure in individual segments.

### Secondary Segment- Geographical Segment

Out of the total segment assets and segment liabilities, more than 10% of total segment assets and segments liabilities are outside India. Hence, based on segment assets and liabilities related to different geography, secondary segment is reported as in India, Kenya and Other Countries under geographical segment is considered as secondary segment.

## 34 DISCLOSURE REQUIRED BY CLAUSE 32 OF THE LISTING AGREEMENT :

(₹ in Lacs)

Name of the Company	Closing Balance		Maximum Balance outstanding during the year	
	2014	2013	2014	2013
Jayem Realty Solutions Private Limited	-	584.33	584.33	584.33
Freedom Charter Services Private Limited	1,846.84	1332.85	1,846.84	1332.85

Notes:

- Loans and Advances shown above, to associates fall under the category of Loans and Advances in nature of Loans where there is no repayment schedule and are re-payable on demand.
- Loan to employees as per Company's policy is not considered.

## 35 EMPLOYEE BENEFITS

Disclosure required as per AS – 15 are as under:

- The Company has recognized the expected liability arising out of the compensated absence and gratuity as at 31<sup>st</sup> March, 2014 based on actuarial valuation carried out using the Project Credit Method.
- The disclosure given below has been obtained from independent actuary. The other disclosures are made in accordance with AS – 15 (revised) pertaining to the Defined Benefit Plan are as given below:

(₹ in Lacs)

Sr. No.	Particulars	Gratuity Unfunded		Leave Encashment Unfunded	
		2014	2013	2014	2013
<b>1</b>	<b>Assumptions :</b>				
	Discount Rate	9.03%	8.25%	9.03%	8.25%
	Salary Escalation	7.00%	5.00%	7.00%	5.00%
	Retirement	58 Yrs	58 Yrs	58 Yrs	58 Yrs
<b>2</b>	<b>Changes in present value of obligations :</b>				
	Present value of obligations as at beginning of year	121.28	75.57	75.27	50.42
	Interest Cost	9.59	6.21	5.78	4.28
	Current Service Cost	46.29	34.79	29.24	24.41
	Liability Transfer out	(1.14)	-	(3.86)	-
	Benefit Paid	(9.73)	(2.94)	(23.82)	(10.27)
	Actuarial (Gain) / Loss on obligations	(19.69)	7.66	24.90	6.43
	Present value of obligations as at end of year	146.60	121.28	107.51	75.27
<b>3</b>	<b>Actuarial (Gain)/Loss recognized:</b>				
	Actuarial (Gain)/Loss for the year - Obligation	(19.69)	7.66	24.90	6.43
	Actuarial (Gain)/Loss for the year - Plan assets	-	-	-	-
	Total (Gain)/Loss for the year	(19.69)	7.66	24.90	6.43
	Actuarial (gain)/Loss recognized in the year	(19.69)	7.66	24.90	6.43
<b>4</b>	<b>Amount recognized in the Balance Sheet:</b>				
	Liability at the end of the year	146.60	121.28	107.51	75.27
	Fair value of Plan Assets at the end of the year	-	-	-	-
	Difference	(146.60)	(121.28)	(107.51)	(75.27)
	Amount recognized in the Balance Sheet	(146.60)	(121.28)	(107.51)	(75.27)
<b>5</b>	<b>Expenses recognized in the Profit and Loss Account:</b>				
	Current Service Cost	46.29	34.79	29.24	24.41
	Interest Cost	9.59	6.21	5.78	4.28
	Past Service Cost (non-vested benefit) recognized	-	-	-	-
	Past Service Cost (vested benefit) recognized	-	-	-	-
	Recognition of Transition Liability	-	-	-	-
	Actuarial (Gain) or Loss	(19.69)	7.66	24.90	6.43
	Expenses recognized in the Profit and Loss	36.19	48.65	59.92	35.11



# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Sr. No.	Particulars	Gratuity Unfunded		Leave Encashment Unfunded	
		2014	2013	2014	2013
<b>6</b>	<b>Balance Sheet Reconciliation:</b>				
	Opening Liability	121.28	75.57	75.27	50.42
	Transfer to Other Company	(1.14)	-	(3.86)	-
	Expenses as above	36.19	48.65	59.92	35.11
	Benefit Paid	(9.73)	(2.94)	(23.82)	(10.27)
	Closing Net Liability	146.60	121.28	107.51	75.27

(₹ in Lacs)

Sr. No.	Particulars	Gratuity Unfunded				
		2014	2013	2012	2011	2010
<b>7</b>	<b>Experience Adjustment :</b>					
	Defined Benefit Obligation	-	-	-	-	-
	Plan Assets	-	-	-	-	-
	Deficit / (Surplus)	-	-	-	-	-
	Experience Adjustment on Plan Liabilities	61.08	(0.49)	(0.44)	(2.10)	0.96
	Experience Adjustment on Plan Asset Gain/(Loss)	-	-	-	-	(0.33)

## iii) Under Defined Contribution Plan:

(₹ in Lacs)

Particular	2014	2013
Contribution to Provident Fund	151.09	128.23
Contribution to ESIC	47.86	20.16

**36** Gross Value of Goodwill arising on consolidation of subsidiaries and associates Companies is ₹ 11,450.22 Lacs (Previous Year : ₹ 9,308.20 Lacs), against which Capital Reserve arising on consolidation of ₹ 2,030.22 Lacs (Previous Year : ₹ 633.40 Lacs) and Capital Reserve on amalgamation of ₹ 5,595.25 Lacs (Previous Year: Nil) is netted off and net Goodwill of ₹ 3,824.75 Lacs (Previous Year: ₹ 8,674.80 Lacs) is shown in Consolidated financial statement. Capital Reserve of ₹ 5,595.25 Lacs arising on account of amalgamation is netted off towards Goodwill arising on account of consolidation though it is strictly not in conformity with AS-21 "Consolidated Financial Statements". It has been done as the value of Goodwill under consolidation process has increased to the extent of value of such Capital Reserve generated on account of amalgamation.

### 37 RELATED PARTY DISCLOSURES

(A) Related parties and transactions with them during the year as identified by Management are given below:

(i) Key Management Personnels:

- Mr. Jaydev Mody (JM)– Chairman
- Mr. Ashish Kapadia (AK) – Managing Director
- Mr. Hardik Dhebar (HD) - Group C.F.O.

(ii) Relatives of Key Management Personnels:

- Mrs. Zia Mody (ZM) - Wife of Chairman
- Mrs. Urvi Piramal (UP) - Sister of Chairman
- Mrs. Kalpana Sighania (KP) - Sister of Chairman
- Ms. Anjali Mody (AJM) - Daughter of Chairman
- Ms. Aditi Mody (AM)- Daughter of Chairman

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

- Aarti J Mody Trust (AAJMT)
- Aarti Management Consultancy Private Limited (AMCPL)
- Aditi J Mody Trust (ADJMT)
- Aditi Management Consultancy Private Limited (ADMPL)
- Anjali J Mody Trust (ANJMT)
- Anjoss Trading Private Limited (ANTPL)
- AAA Holding Trust (AAAHT)
- Arrow Textiles Limited (ATL)
- AZB & Partners (AZB)
- Dacapo Brokerage India Private Limited (DBIPL)
- Delta Magnets Limited (DML)
- Freedom Registry Limited (FRL)
- Freedom Aviation Private Limited (FAPL)
- Freedom Charter Services Private Limited (FCSPL)
- Highland Resorts Private Limited (HRPL)
- J M Township Real Estate Private Limited (JMT)
- Jayem Properties Private Limited (JPPL)
- Jayem Realty Solutions Private Limited (JRSPL)
- Peninsula Facility Management Services Private Limited (PFMS)
- Peninsula Land Limited (PLL)
- Zeicast PTE Limited (ZPL)
- Josmo Studio (JS)
- NMRT Partners Communication and Consultancy LLP (SKR)
- Khemani & Sorabjee Charitable Trust (KSCT)
- Whitecity Mercantile Company Private Limited (WMCPL)
- Pavurotti Finance and Investment Private Limited (PFIPL)
- Interactive Gaming & Sports Pty Limited (IGSP)
- Regal Leisure & Entertainment Private Limited (RLEPL)



# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

## Details of transactions carried out with related parties:

(₹ in Lacs)

Sr No	Nature of Transactions	KMP or Relative of KMP owning directly or indirectly interest in voting power		Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2014	2013	2014	2013	2014	2013
1	Rent and Other Charges for Office Building						
	JPPL	-	-	127.89	137.69	127.89	137.69
	AAAHT	-	-	131.54	44.92	131.54	44.92
		-	-	259.43	182.61	259.43	182.61
2	Maintenance Charges and Other Expenses						
	PFMS	-	-	3.23	33.74	3.23	33.74
		-	-	3.23	33.74	3.23	33.74
3	Directors Sitting Fees						
	JM	0.40	0.40	-	-	0.40	0.40
		0.40	0.40	-	-	0.40	0.40
4	Professional Fees Paid						
	FRL	-	-	6.71	8.02	6.71	8.02
	AZB	-	-	24.58	19.14	24.58	19.14
	SKM	-	-	84.91	38.75	84.91	38.75
		-	-	116.20	65.91	116.20	65.91
5	Remuneration Paid						
	AK	97.94	97.94	-	-	97.94	97.94
	HD	50.65	44.63	-	-	50.65	44.63
	AM	6.00	1.00	-	-	6.00	1.00
		154.59	143.57	-	-	154.59	143.57
6	Commission paid to Managing Director						
	AK	15.54	5.42	-	-	15.54	5.42
		15.54	5.42	-	-	15.54	5.42
7	Compensation paid						
	PLL	-	-	46.50	-	46.50	-
		-	-	46.50	-	46.50	-
8	Sales Promotion Expenses						
	SKM	-	-	1.02	-	1.02	-
		-	-	1.02	-	1.02	-
9	Other Expenses Paid						
	DBIPL	-	-	-	0.07	-	0.07
		-	-	-	0.07	-	0.07

(₹ in Lacs)

Sr No	Nature of Transactions	KMP or Relative of KMP owning directly or indirectly interest in voting power		Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2014	2013	2014	2013	2014	2013
10	Interest Income						
	JRSPL	-	-	568.19	72.65	568.19	72.65
	WMCPL	-	-	304.84	688.54	304.84	688.54
		-	-	873.03	761.20	873.03	761.20
11	Loans Repaid						
	AMCPL	-	-	2,121.00	1,935.00	2,121.00	1,935.00
		-	-	2,121.00	1,935.00	2,121.00	1,935.00
12	Loans Taken/(Received Back)					-	
	AMCPL	-	-	2,025.00	3,325.00	2,025.00	3,325.00
	WMCPL	-	-	(9,266.91)	-	(9,266.91)	-
		-	-	(7,241.91)	3,325.00	(7,241.91)	3,325.00
13	Loans Given						
	WMCPL	-	-	90.00	750.00	90.00	750.00
		-	-	90.00	750.00	90.00	750.00
14	Advances for Property Received Back						
	JPPL	-	-	-	980.00	-	980.00
	PFIPL	-	-	250.00	250.00	250.00	250.00
		-	-	250.00	1,230.00	250.00	1,230.00
15	Investment in Equity/ Preference Shares/ Debentures						
	JMT	-	-	258.75	-	258.75	-
	ZPL	-	-	59.66	-	59.66	-
	IGSP	-	-	-	1,386.60	-	1,386.60
		-	-	318.41	1,386.60	318.41	1,386.60
16	Dividend on Equity Shares						
	JM	0.00	-	-	-	0.00	-
	UP	0.01	0.02	-	-	0.01	0.02
	KP	0.28	0.02	-	-	0.28	0.02
	HD	0.02	-	-	-	0.02	-
	HRPL	-	-	0.68	0.95	0.68	0.95
	AAJMT	-	-	78.03	109.25	78.03	109.25
	ADJMT	-	-	78.03	109.25	78.03	109.25
	ANJMT	-	-	78.03	109.25	78.03	109.25
		0.31	0.04	234.77	328.69	235.08	328.73





# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Sr No	Nature of Transactions	KMP or Relative of KMP owning directly or indirectly interest in voting power		Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2014	2013	2014	2013	2014	2013
17	Dividend on Preference Shares						
	JM	-	76.85	-	-	-	76.85
	ZM	-	76.85	-	-	-	76.85
		-	153.70	-	-	-	153.70
18	Acquisition of Fixed Assets (Including Advances)						
	PLL	-	-	-	132.42	-	132.42
	JS	-	-	11.66	62.28	11.66	62.28
		-	-	11.66	194.70	11.66	194.70
19	Redemption of Preference Share						
	JM	-	611.93	-	-	-	611.93
	ZM	-	611.93	-	-	-	611.93
		-	1,223.85	-	-	-	1,223.85
20	Debenture Application Money Given/(Received Back)						
	JMT	-	-	54.85	247.00	54.85	247.00
	JMT	-	-	(32.00)	-	(32.00)	-
		-	-	22.85	247.00	22.85	247.00
21	Purchase of Shares						
	FAPL	-	-	-	200.00	-	200.00
		-	-	-	200.00	-	200.00
22	ESOP Granted (nos. of options)						
	AK	4.46	-	-	-	4.46	-
	HD	1.93	-	-	-	1.93	-
		6.39	-	-	-	6.39	-
23	Allotments of Equity Shares against ESOP Exercised (nos. of shares)						
	AK	3.25	3.25	-	-	3.25	3.25
	HD	1.00	1.25	-	-	1.00	1.25
		4.25	4.50	-	-	4.25	4.50

(₹ in Lacs)

Sr No	Nature of Transactions	KMP or Relative of KMP owning directly or indirectly interest in voting power		Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2014	2013	2014	2013	2014	2013
24	Sale of Property						
	AAAHT	-	-	-	2,910.00	-	2,910.00
	AJM	-	426.85	-	-	-	426.85
		-	426.85	-	2,910.00	-	3,336.85
25	Repayment of Advances						
	FAPL	-	-	-	200.00	-	200.00
		-	-	-	200.00	-	200.00
26	Interest Paid						
	AMCPL	-	-	304.62	151.88	304.62	151.88
		-	-	304.62	151.88	304.62	151.88
27	Deposit Received back						
	JPPL	-	-	-	120.00	-	120.00
		-	-	-	120.00	-	120.00
28	Purchase of Goods						
	JS	-	-	-	82.58	-	82.58
	SKM	-	-	-	17.97	-	17.97
	ATL	-	-	0.60	-	0.60	-
		-	-	0.60	100.55	0.60	100.55
29	Reimbursement of Expenses						
	JPPL	-	-	4.54	-	4.54	-
		-	-	4.54	-	4.54	-
30	Advances Repaid/(Given)						
	SKM	-	-	(0.51)	-	(0.51)	-
	FAPL	-	-	14.30	-	14.30	-
		-	-	13.79	-	13.79	-
31	Sponsorship Given						
	JS	-	-	-	2.02	-	2.02
		-	-	-	2.02	-	2.02
32	Sharing of Resources / Infrastructures *						
	ATL	-	-	-	-	-	-
	ANTPL	-	-	-	-	-	-
	DML	-	-	-	-	-	-
	PLL	-	-	-	-	-	-
	ZM	-	-	-	-	-	-

\* Transactions are of non monetary consideration.



# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

(₹ in Lacs)

Sr No	Nature of Transactions	KMP or Relative of KMP owning directly or indirectly interest in voting power		Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2014	2013	2014	2013	2014	2013
	<b>Closing Balance as at 31<sup>st</sup> March</b>						
33	Professional Fees Payable						
	AZB	-	-	-	0.48	-	0.48
	FRL	-	-	1.30	1.75	1.30	1.75
		-	-	1.30	2.23	1.30	2.23
34	Loans Given (Incl interest)						
	JRSPL	-	-	-	584.33	-	584.33
	FC SPL	-	-	1,846.84	-	1,846.84	-
	WMCPL	-	-	-	9,176.91	-	9,176.91
		-	-	1,846.84	9,761.24	1,846.84	9,761.24
35	Advance Given for Property						
	JRSPL	-	-	-	620.50	-	620.50
	PFIPL	-	-	-	250.00	-	250.00
		-	-	-	870.50	-	870.50
36	Trade Paybles						
	PLL	-	-	46.86	-	46.86	-
	AAAHT	-	-	142.59	20.08	142.59	20.08
	SKM	-	-	-	4.55	-	4.55
	AZB	-	-	-	0.23	-	0.23
	FAPL	-	-	-	14.30	-	14.30
	JPPL	-	-	121.82	28.47	121.82	28.47
		-	-	-	4.61	-	4.61
		-	-	311.27	72.24	311.27	72.24
37	Debenture Application Money Paid						
	JMT	-	-	11.10	247.00	11.10	247.00
		-	-	11.10	247.00	11.10	247.00
38	Trade Receivables						
	AZB	-	-	0.23	-	0.23	-
	PLL	-	-	239.00	-	239.00	-
		-	-	239.23	-	239.23	-

(₹ in Lacs)

Sr No	Nature of Transactions	KMP or Relative of KMP owning directly or indirectly interest in voting power		Enterprises over which KMPs or Relatives of KMP exercise significant influence		Total	
		2014	2013	2014	2013	2014	2013
39	Other Receivables						
	JS	-	-	5.85	-	5.85	-
	SKM	-	-	0.51	-	0.51	-
	RLEPL	-	-	0.15	-	0.15	-
	JPPL	-	-	-	18.61	-	18.61
		-	-	6.51	18.61	6.51	18.61
40	Loan Payable						
	AMCPL	-	-	1,704.85	1,526.69	1,704.85	1,526.69
		-	-	1,704.85	1,526.69	1,704.85	1,526.69
41	Reimbursement Receivables						
	JMT	-	-	0.08	-	0.08	-
		-	-	0.08	-	0.08	-
42	Guarantee/Security Taken						
	AAAHT	-	-	5,300.00	5,300.00	5,300.00	5,300.00
	AAAHT/JPPL Jointly	-	-	5,000.00	-	5,000.00	-
		-	-	10,300.00	5,300.00	10,300.00	5,300.00

### 38 EXCEPTIONAL ITEM

An exceptional item included in financial statement is on account of gain of ₹ 1,546.11 Lacs arising on partial liquidation proceeds received from overseas subsidiary (in Liquidation) in Current Year and provision made for diminution in value of Investment, loans & advances and goodwill in Foreign Subsidiary in the business of online gaming amounting to ₹ 2,930.18 Lacs respectively. In Previous Year, an exceptional item included in financial statement is comprised of employee compensation expenses written back during the year. Due to the unexpected decrease in share price of the Company, which has fallen beyond exercise price of ₹ 51 for ESOP granted in November, 2012 tranche, employee of the Company and its subsidiaries companies have surrendered their rights of ESOP to the Company. The Compensation Committee of the Board of Directors of the its Company at its meeting held on March 30, 2013, has accordingly, cancelled 23,15,100 options granted to grantees under ESOP Scheme of the Company. In view of the same, the Compensation Cost debited amounting to ₹ 516.27 Lacs has been reversed and shown as exceptional item in financial statements.

### 39 MAT CREDIT ENTITLEMENT

MAT Credit Entitlement of ₹ 2,019.20 Lacs (Previous Year : ₹ 1,815.33 Lacs) is based on future business projections of Company as projected by Management, and the same have been relied upon by the Auditors.



# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

## 40 EARNINGS PER SHARE

(₹ in Lacs unless specified)

Particular	2014	2013
Net Profit after Tax	3,531.22	2,933.83
Less:		
Preference Dividend and Dividend Distribution Tax thereon	-	(64.85)
Numerator used for calculating Basic Earnings per Share	3,531.22	2,868.98
Weighted average number of Equity Shares used as denominator for Calculating Basic Earnings Per Share	2,271.71	2,261.40
Weighted average number of Equity Shares used as denominator for Calculating Diluted Earnings Per Share	2,286.23	2,268.63
Basic Earnings Per Share in ₹	1.55	1.27
Diluted Earnings Per Share in ₹	1.54	1.26
Face Value Per Equity Share in ₹	1	1
Reconciliation between Number of Shares used for calculating Basic and diluted Earning Per share:		
Number of Shares used for calculating Basic EPS	2,271.71	2,261.40
Add: Potential Equity Shares (Refer Note Below)	14.52	7.23
Number of Shares used for calculating Diluted EPS	2,286.23	2,268.63

Note:

In calculating diluted earning per share for the year, the effect Employee Stock Option outstanding till the date of actual exercise of option is considered.

- 41 While giving effect to the amalgamation scheme, which is as approved by the Honorable High court of Mumbai and Goa, effects which arose in the net assets on account of de-subsidization of the entities which got merged with the Company, have been adjusted in the Consolidated Financial Statements through the opening balance of the Consolidated Reserve & Surplus, as it is not considered as a disposal of an entity in accordance with the principles of Accounting Standard – 21 “Consolidated Financial Statements”.
- 42 In respect of an overseas subsidiary & its components, due to the differences with its local management, the Company is unable to obtain the financial statements / relevant information of such subsidiary & its components for a part of the year. The Company is in the process of resolving the differences. On account of non-receipt of the financial statements / relevant information, the Company could not consolidate the entity for a part of the year. Consequently, its such financials which are considered for consolidation are as prepared and certified by the management of parent Company i.e. Delta Corp Limited. The resulting impact, if any, is not quantifiable.
- 43 One of the foreign entity (subsidiary) is in the process of liquidation. As substantial amount of its assets and liabilities are liquidated off, accounts of such an entity is not prepared on the basis of going concern assumption.

#### 44 THE GROUP HAS TAKEN ON OPERATING LEASE, CERTAIN ASSETS, THE MINIMUM FUTURE LEASE RENTALS ARE AS FOLLOWS:

- Operating Lease Income Disclosure:**

The Company has non cancelable operating income on leasing of properties:

(₹ in Lacs)

Particular	2014	2013
Lease Rental Recognized During the Year	-	24.14
<b>TOTAL</b>	<b>-</b>	<b>24.14</b>

- Operating Lease Expenses Disclosure:**

The Company has non cancelable operating Lease Expenses for Assets taken on Lease:

(₹ in Lacs)

Particular	2014	2013
Lease Rental Paid During the Year	684.80	542.45
<b>TOTAL</b>	<b>684.80</b>	<b>542.45</b>

The future minimum Lease Expense is as under:

(₹ in Lacs)

Particular	2014	2013
Upto 1 Year	459.47	683.15
1 Year to 5 Year	163.67	1,047.04
above 5 Year	-	-
<b>TOTAL</b>	<b>623.14</b>	<b>1,730.19</b>

#### General Terms of Lease Rentals :

- The Operating Lease Arrangements extend for a maximum of 5 years from their respective dates of inception and relate to rented premises and movable property. Lease Rentals are charged on the basis of agreed terms.
- Additional amount of applicable taxes will be paid on these rentals as per the applicable rates existing at the time of receipts and payments.

#### 45 PRIOR PERIOD ITEMS

(₹ in Lacs)

Particular	2014	2013
Prior Period expenses Debited in Statement of Profit & Loss consist of:		
a) Expenses Pertaining of Previous Year		
- Repairs & Maintenance	5.09	1.81
- Professional Fees	1.42	1.90
- Other Expenses	37.45	(0.80)
- Employee Cost	0.21	2.50
b) Income Pertaining of Previous Year		
- Interest Received and Other Income	(1.97)	-
<b>TOTAL</b>	<b>42.20</b>	<b>5.41</b>





# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

**46** Borrowing cost capitalized for the year amounts to ₹ 3,243.72 Lacs (Previous Year : ₹ 4,268.40 Lacs).

## **47 FOREIGN CURRENCY EXPOSURE**

Particulars of year end foreign currency exposure on loans denominated in foreign currency.

(₹ in Lacs)

Particulars	2014		2013	
	in USD	in ₹	in USD	in ₹
Hedged by derivatives or otherwise	-	-	-	-
Not hedged	50.00	2,993.15	55.00	3,006.03

**48** The following amounts are included in the Financial Statements in respect of “Freedom Charter Services Private Limited” the Jointly Controlled Entity from 29<sup>th</sup> March, 2014, based on the proportionate consolidation method prescribed in the Accounting Standard relating to ‘Financial Reporting of Interest in Joint Ventures’ (AS 27).

(₹ in Lacs)

Particulars	2014	2013
<b>ASSETS</b>		
<b>Non Current Assets</b>		
Fixed Assets	2,200.14	-
Long-Term Loans and Advances	186.25	-
Other Non-Current Assets	101.29	-
<b>Current Assets</b>		
Trade Receivables	81.13	-
Cash and Bank Balance	4.84	-
Short-Term Loans & Advances	20.43	-
Other Current Assets	16.42	-
<b>LIABILITIES</b>		
<b>Non Current Liabilities</b>		
Long-Term Borrowings	1,221.31	-
Deferred Tax Liabilities (Net)	330.99	-
Long-Term Provisions	3.81	-
<b>Current Liabilities</b>		
Short-Term Borrowings	1,781.35	-
Trade Payables	36.20	-
Other Current Liabilities	364.17	-
Short - Term Provisions	1.17	-

Particulars	2014	2013
<b>Income</b>		
Revenue from Operations	790.87	-
Other Income	17.39	-
<b>Expenses</b>		
Employee Benefits Expenses	331.90	-
Finance Costs	574.59	-
Depreciation and Amortization Expenses	264.71	-
Other Expenses	843.46	-
Capital Commitments	0.26	-

#### 49 PREVIOUS YEAR COMPARATIVES

Previous year's figures have been regrouped/ rearranged/ recasted/reclassified/ re-adjusted wherever necessary to conform to the Current Year's classifications. Amounts and other disclosures for the preceding year are included an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

Place : Mumbai  
Date : 28<sup>th</sup> May, 2014

For and on behalf of Board of Directors

Jaydev Mody	Chairman
Ashish Kapadia	Managing Director
Mahesh Gupta	Director
Rajeev Piramal	Director
Rajesh Jaggi	Director
Homi Aibara	Director
Hardik Dhebar	Group CFO
Hitesh Kanani	Company Secretary



# FINANCIAL INFORMATION OF SUBSIDIARY COMPANIES

## FINANCIAL INFORMATION OF SUBSIDIARY

(₹ in Lacs)

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 of Company	Country
1	Atled Technologies Private Limited	INR	26.00	(18.92)	31.72	38.80	-	157.15	(91.19)	114.35	(205.54)	-	India
2	Buddy Production Pty Limited	INR	175.31	(152.04)	134.34	157.61	-	226.31	7.09	-	7.09	-	Singapore
		S\$	3.70	(3.20)	2.83	3.32	-	4.84	0.25	-	0.25	-	
3	Caravela Casino (Goa) Private Limited	INR	1.00	(1.65)	0.67	0.02	-	0.08	(0.40)	-	(0.40)	-	India
4	Daman Entertainment Private Limited	INR	2.69	54.18	0.15	57.02	0.00	4.16	3.49	(0.01)	3.49	-	India
5	Daman Hospitality Private Limited	INR	3,888.70	7,657.68	34,420.82	45,947.20	-	51.09	(505.07)	(272.56)	(232.51)	-	India
6	Delta Corp East Africa Limited	INR	5,279.68	1,620.48	1,386.56	8,286.72	-	29,792.18	9,569.44	2,425.22	7,144.22	-	Kenya
		Kshs	7,644.45	2,346.29	2,007.60	11,998.34	-	42,602.82	13,684.30	3,468.07	10,216.23	-	
7	Delta Lifestyle & Entertainment Private Limited	INR	6.00	(11.01)	196.18	191.18	0.00	130.35	(5.64)	0.19	(5.83)	-	India
8	Delta Holdings USA Inc.	INR	619.20	(222.91)	36.53	432.82	-	-	(37.48)	-	(37.48)	-	USA
		USD	10.00	(3.60)	0.59	6.99	-	-	(0.64)	-	(0.64)	-	
9	Delta Hospitality and Entertainment (Mauritius) Limited	INR	2,668.42	(51.74)	5.92	32.15	2,590.45	-	(26.07)	-	(26.07)	-	Mauritius
		USD	46.20	(0.90)	0.10	0.56	44.85	-	(0.43)	-	(0.43)	-	
10	Delta Hotels Lanka (Private) Limited	INR	2,590.45	(111.53)	29.82	2,508.73	-	-	(11.82)	-	(11.82)	-	Sri Lanka
		USD	44.85	(1.93)	0.52	43.44	-	-	(0.20)	-	(0.20)	-	
11	Delta Offshore Developer Limited	INR	98.19	997.40	1.88	12.63	1,084.84	611.59	597.07	61.16	535.91	-	Mauritius
		USD	1.70	17.27	0.03	0.22	18.78	10.15	9.90	1.01	8.89	-	
12	Delta PAN Africa Limited	INR	980.01	1,196.68	5.38	87.98	2,094.08	2,098.14	2,027.99	1.65	1,811.24	-	Kenya
		KSHS	1,418.95	1,732.67	7.79	127.39	3,032.02	3,000.34	2,900.02	2.36	2,897.66	-	
13	Delta Pleasure Cruise Company Private Limited	INR	435.00	(1,841.32)	3,242.88	1,836.56	-	938.14	(1,079.67)	-	(1,079.67)	-	India
14	Highstreet Cruises & Entertainment Private Limited	INR	1,500.00	10,800.75	11,161.91	22,941.59	521.07	11,099.50	1,270.22	471.24	798.98	-	India
15	Interactive Gaming Sports Pty Ltd (Consolidated)	INR	2,902.50	(1,514.02)	1,438.87	2,827.35	-	490.88	(727.65)	(184.58)	(543.08)	-	Australia
		AUS\$	49.42	(25.78)	24.50	48.14	-	8.74	(12.96)	(3.29)	(9.67)	-	
16	Marvel Resorts Private Limited	INR	26.00	5,429.09	693.38	6,148.47	-	-	(25.83)	(39.40)	13.56	-	India

\* Exchange Rate as on 31.03.2014      Closing Rate      Average Rate  
 1 USD = 57.76      =      0.69      =      0.70  
 \* Exchange Rate as on 31.12.2013      1 USD = 61.92      =      47.45      =      48.00  
 \* Exchange Rate as on 30.09.2013      1 AUS \$ = 58.73      =      47.45      =      48.00



CIN: L65493PN1990PLC058817

Registered Office: 10, Kumar Place, 2408, General Thimayya Road, Pune – 411 001, Maharashtra.  
Email ID : secretarial@deltin.com, Website : www.deltacorp.in Tel No : 91-22-40794700, Fax No : 91-22-40794777

**ATTENDANCE SLIP**

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

DP ID No. \* \_\_\_\_\_ Folio No/Client ID No. \_\_\_\_\_

No. of shares held \_\_\_\_\_

Name of the Shareholder : \_\_\_\_\_

Name of the Proxy : \_\_\_\_\_

I hereby record my/our presence at the 23<sup>rd</sup> ANNUAL GENERAL MEETING of the Company held on Friday, September 26, 2014 at 3.00 p.m.at Vivanta By Taj - Blue Diamond, 11, Koregaon Road, Pune - 411 001, Maharashtra.

Signature of the Shareholder/Proxy : \_\_\_\_\_

(Only shareholders/proxies are allowed to attend the meeting)





CIN: L65493PN1990PLC058817

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

Email ID : secretarial@deltin.com, Website : www.deltacorp.in Tel No : 91-22-40794700, Fax No : 91-22-40794777

**PROXY FORM**

**(FORM NO. MGT - 11)**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : \_\_\_\_\_

Registered address : \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Folio No./client ID: \_\_\_\_\_ DP ID: \_\_\_\_\_

I / We being the member(s) of \_\_\_\_\_ shares of Delta Corp Limited, hereby appoint -

1) Name \_\_\_\_\_

Address \_\_\_\_\_

having email id \_\_\_\_\_ or failing him

2) Name \_\_\_\_\_

Address \_\_\_\_\_

having email id \_\_\_\_\_ or failing him

3) Name \_\_\_\_\_

Address \_\_\_\_\_

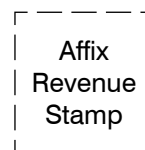
having email id \_\_\_\_\_ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> ANNUAL GENERAL MEETING of the Company to be held on Friday, September 26, 2014 at 3.00 p.m. at Vivanta By Taj - Blue Diamond, 11, Koregaon Road, Pune - 411 001, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No.	Subject Matter of the Resolution	Subject Matter of the Resolution		
		For	Against	Abstain
1	Adoption of the financial statements and reports thereon for the year ended March, 31, 2014			
2	Declaration of the Dividend on equity shares for the financial year 2013-14			
3	Re-appointment of Mr. Jaydev Mody as Director			
4	Not to fill in the vacancy caused by the retirement by rotation of Mr. Rajeev Piramal, who has not sought re-appointment			
5	Re-appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants and M/s. Amit Desai & Co., Chartered Accountants as Joint Statutory Auditors of the Company			
6	Appointment of Mrs. Alpana Piramal Chinai as an Independent Director			
7	Appointment of Mr. Prakash Chhabria as an Independent Director			
8	Appointment of Mr. Ravinder Kumar Jain as an Independent Director			
9	Appointment of Mr. Rajesh Jaggi as an Independent Director			
10	Change in terms of re-appointment of Mr. Ashish Kapadia, Managing Director of the Company			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014



Signature of shareholder across Revenue Stamp

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

#### Notes:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstained column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
3. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting right, than such proxy shall not act as a proxy for any other person or Member.
4. A Proxy need not be a member of the Company.





# DELTIN GROUP

HOTELS AND CASINOS



## DELTIN ROYALE

CASINO • PANJIM • GOA



## DELTIN JAQK

CASINO • PANJIM • GOA



## DELTIN CARAVELA

CASINO • PANJIM • GOA



## THE DELTIN

HOTEL • DAMAN



## DELTIN SUITES

HOTEL • NERUL • GOA



## DELTIN PALMS

HOTEL • BRITTONA • GOA





**Registered Office**

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

**Corporate Office**

2nd Floor, Bayside Mall  
Opp. Sobo Central Mall  
Tardeo Road, Haji Ali  
Mumbai 400 034  
Maharashtra, INDIA

**T** +91 (22) 4079 4700

**F** +91 (22) 4079 4777

**W** [www.deltacorp.in](http://www.deltacorp.in)