

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting (AGM) of Members of Delta Corp Limited (the Company) will be held on Friday, 22<sup>nd</sup> September, 2017 at 3.00 p.m. at Vivanta By Taj – Blue Diamond, 11, Koregaon Road, Pune – 411 001 to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares for the Financial Year 2016-17.
3. To appoint a director in place of Mr. Ashish Kapadia (DIN: 02011632), who retires by rotation and being eligible offers himself for re-appointment.
4. To ratify the appointment of statutory auditor and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142, 177 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory amendment(s) or modification(s) thereto or enactment or re-enactment thereof for the time being in force and pursuant to the recommendation of the Audit Committee and pursuant to the resolutions passed by the members at the Annual General Meeting held on 23<sup>rd</sup> September, 2016, the appointment of Walker Chandiook & Co LLP, Chartered Accountants, (Firms Registration No. 001076N/N500013), as the Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of 27<sup>th</sup> AGM of the Company be and is hereby ratified.

**RESOLVED FURTHER THAT** Managing Director of the Company be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Statutory Auditors.”

## SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary 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 Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), Mr. Chetan Desai (DIN: 03595319), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act, to hold office up to the date of this AGM and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act, from a member, proposing his candidature for the office of the Director, be and is hereby appointed as Non-Executive Non- Independent Director of the Company under the Act, liable to retire by rotation.”

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

**“RESOLVED THAT** in accordance with Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 (as modified from time to time) entered into by the Company with the Stock Exchanges, where the shares of the Company are listed and applicable provisions of the Companies Act, 2013 and Rules made thereunder, the consent of the members of the Company be and is hereby accorded to approve the following Material Related Party Transactions entered into/to be entered into by the Company with its Subsidiary Daman Hospitality Private Limited (DHPL) as per the terms and conditions specified in the respective contracts:



No.	Nature of Transaction
a	Taking on lease cabin space from DHPL for the purpose of business of the Company.
b	Reimbursement of advertising expenses made by the Company on behalf of DHPL.
c	Inter Corporate Loan given/proposed to be given to DHPL and Guarantee given/proposed to be given by the Company to the Bank for the credit facility availed by DHPL from the bank.
d	Availing Hotel Room on rent from DHPL for the purpose of business of the Company.
e	Taking on lease, a part of the premises situated in the resort known as The Deltin at Daman.
f	Sharing of Manpower and Resources.
g	Sale/Purchase of Fixed Assets.
h	Sale/Purchase of Movable Assets.

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

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

**RESOLVED FURTHER THAT** the Board of Directors and/or the Chief Financial Officer and / or the Company Secretary of the Company be and are hereby jointly and / or severally authorized to do all such acts and deeds as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ONLY ON A POLL AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE AGM. THE PROXY FORM AND ATTENDANCE SLIP ARE ANNEXED TO THIS REPORT.
2. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified true copy of the Board Resolution together with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote at the AGM on their behalf.
4. In terms of Section 152 of the Companies Act, 2013, Mr. Ashish Kapadia, Director shall retire by rotation at the ensuing AGM. Mr. Ashish Kapadia, being eligible, offers himself for re-appointment.  
  
The Board of Directors of the Company recommends re-appointment of Mr. Ashish Kapadia.
5. Details of Mr. Chetan Desai and Mr. Ashish Kapadia, Director, proposed to be appointed/re-appointed at the ensuing AGM, as required by Regulation 26 and Regulation 36(3) of the Listing Regulations with the Stock Exchanges and Secretarial Standards on General Meetings (SS – 2) are forming part of this Notice. Requisite declarations have been received from the Directors for his appointment/ reappointment.
6. Members are requested to bring their attendance slip duly completed and signed along with their copy of annual report to the AGM.

7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 16<sup>th</sup> September, 2017 to Friday, 22<sup>nd</sup> September, 2017, (both days inclusive) for the purpose of the declaration of dividend.
9. The dividend on Equity Shares, if declared at the AGM, will be paid on or before 21<sup>st</sup> October, 2017, to those Members or their mandates:
  - (a) whose name appears at the end of the business hours on 15<sup>th</sup> September, 2017, 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 appears as Members on the Company's Register of Members after giving effect to valid share transfer request in physical form lodged with Share Transfer Agents (STA) of the Company on or before 15<sup>th</sup> September, 2017.
10. Members of the Company are requested to note that as per the provisions of Section 124(5) of the Companies Act, 2013, dividends not encashed / claimed by the member of the Company, within a period of seven years from the date of declaration of dividend, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.

Dividends for the Financial Year 2009-2010 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 2009-2010 and thereafter to Company's Share Transfer Agent (STA) for revalidation or issuance of Demand Draft in lieu thereof and encash the same without any delay.

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

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

12. Members are requested to:

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

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

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

14. Pursuant to provisions of Section 101 and 136 of the Act read with the Rules made thereunder, the Notice calling the AGM along with the Annual Report 2016-17 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's STA, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. However, in case a Member wishes to receive a physical copy of the Annual Report, he is requested to send an email to [secretarial@deltin.com](mailto:secretarial@deltin.com) and [support@freedomregistry.in](mailto:support@freedomregistry.in) duly quoting his/her DP ID and Client ID or the Folio number, as the case may be.

Members are requested to register/update their e-mail addresses with the DP (in case of shares held in dematerialized form) or with STA (in case of shares held in physical form) which will help us in prompt sending of notices, annual reports and other Members related communications in electronic form.

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

16. Voting through electronic means:

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

- a. The remote e-Voting period will commence on Tuesday, 19<sup>th</sup> September, 2017 (9.00 am IST) and will end on Thursday, 21<sup>st</sup> September, 2017 (5.00 pm IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 15<sup>th</sup> September, 2017, may cast their votes through remote e-Voting. The remote e-Voting module shall be disabled by CDSL for voting after 5.00 pm (IST) on Thursday, 21<sup>st</sup> September, 2017 and remote e-Voting shall not be allowed beyond the said time.
- b. The voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date, being Friday, 15<sup>th</sup> September, 2017.
- c. Once the vote on a resolution is cast by a Member through remote e-Voting, he/she/it shall not be allowed to change it subsequently.
- d. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of AGM Notice and holding shares as on the cut-off date, i.e. Friday, 15<sup>th</sup> September, 2017, may refer to this Notice of the AGM of the Company, posted on Company's website [www.deltacorp.com](http://www.deltacorp.com) for detailed procedure with regard to remote e-Voting. The Notice shall also be available at [www.cdslindia.com](http://www.cdslindia.com). Any person, who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- e. In terms of provisions of Section 107 of the Act, since the Company is providing the facility of remote e-voting to the Members, there shall be no voting by show of hands at the AGM. The Company is also offering facility for voting by way of polling papers at the AGM for the Members attending the AGM who has not cast their vote by remote e-Voting.
- f. A member may participate in the AGM even after exercising his right to vote through remote e-Voting, but cannot vote again at the AGM.
- g. If a Member cast votes by both modes i.e. remote e-voting and polling papers at the AGM, then voting done through remote e-voting shall prevail and polling paper shall be treated as invalid.
- h. The Company has appointed Mr. Ashish Kumar Jain, Practicing Company Secretary (membership no.6058) from M/s A. K. Jain and Co., Company Secretaries in Practice, as the Scrutinizer to scrutinize the voting and remote e-Voting process in a fair and transparent manner.
- i. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the AGM to the Chairman or a person authorised by him. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
- j. The resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the scrutinizers report shall be placed on the Company's website [www.deltacorp.in](http://www.deltacorp.in) and on the website of CDSL immediately after the result is declared by the Chairman.

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

- (i) The voting period begins on Tuesday, 19<sup>th</sup> September, 2017 (9.00 a.m. IST) and ends on Thursday, 21<sup>st</sup> September, 2017 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 15<sup>th</sup> September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders / Members



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

<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 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Delta Corp Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the 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.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**A. Mr. Rakesh Dalvi, Deputy Manager**

E-voting Helpdesk  
Central Depository Services (India) Limited  
Email: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)  
Phone: 1800-200-55-33

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

Delta Corp Limited  
Corporate Office: Bayside Mall, 2<sup>nd</sup> Floor, Tardeo Road, Haji Ali, Mumbai - 400 034  
Email: [secretarial@deltin.com](mailto:secretarial@deltin.com)  
Phone: 022-40794700

**C. Mr. Bhushan Chandratre**

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



# NOTICE

## In case of Members receiving the physical copy:

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

- Members desirous of asking any questions at the AGM are requested to send in their questions so as to reach the Company at least Ten (10) days before the AGM, so that the same can be suitably replied.
- The Landmark and routemap to the venue of the AGM forms a part of this notice.
- The Certificate from Statutory Auditors of the Company M/s. Walker Chandiok & Co., LLP with regard to DELTACORP ESOS 2009 will be available for inspection at the AGM.

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

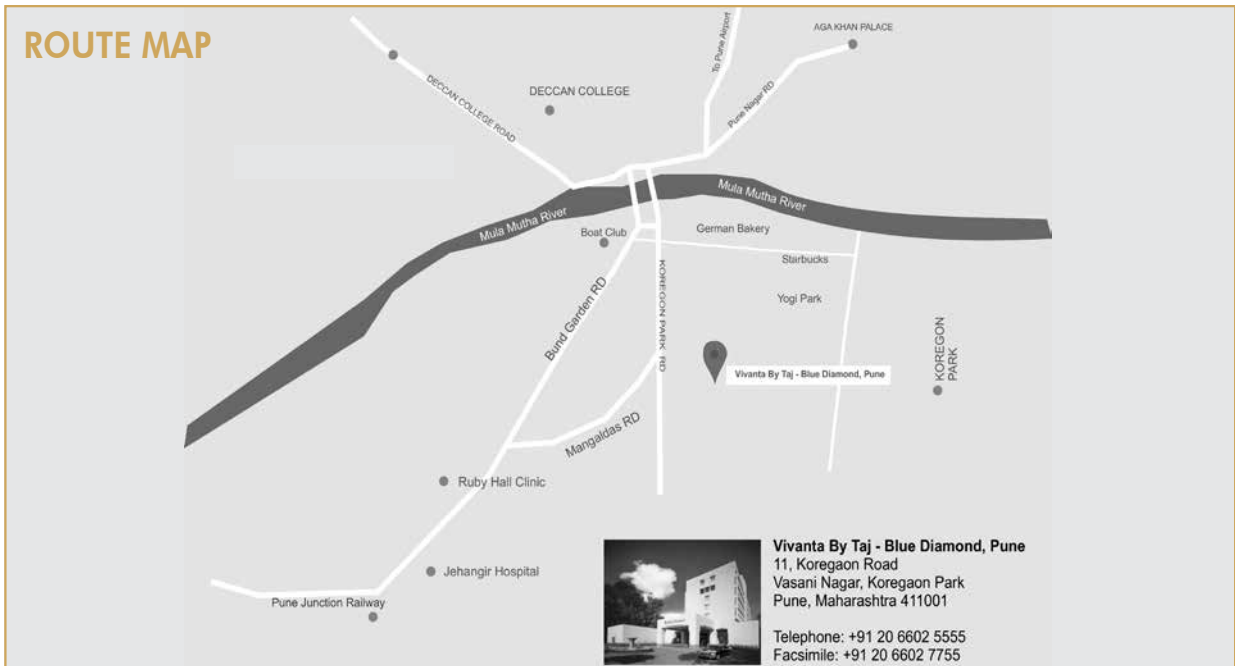
**DILIP VAIDYA**  
**Company Secretary & General Manager - Secretarial**  
**FCS No: 7750**

Mumbai, 24<sup>th</sup> July, 2017

### 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.5:

To comply with the provisions of Section 149 of the Act and Rules made thereunder and in accordance with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee of the Board of Directors, appointed Mr. Chetan Desai as an Additional Director designated as Non-Executive Non-Independent Director of the Company with effect from 22<sup>nd</sup> March, 2017. He holds office of Director up to this AGM.

The Company has received notice from a member, under Section 160 (1) of the Act, signifying his intention to propose the appointment of Mr. Chetan Desai as Director and to be designated as Non-Executive Non-Independent Director of the Company. Mr. Chetan Desai is not disqualified from being appointed as Director in terms of provisions of Section 164(2) of the Act.

Above mentioned Director is a person of integrity and possesses appropriate skills, experience, knowledge and qualifications in his respective field which are beneficial to the interests of the Company.

In the opinion of the Board, Mr. Chetan Desai fulfills the conditions for appointment as a Director as specified in the Act and the Rules made thereunder.

As per disclosures received, Mr. Chetan Desai do not hold any shares in the Company.

Brief profile of Mr. Chetan Desai as required under Regulation 26 and Regulation 36(3) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), is forming a part of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No. 5 of the Notice.

## Item No.6:

In accordance with Regulation 23 of the SEBI Listing Obligation and Disclosure Requirements) Regulation 2015, Material Related Party Transactions shall be approved by the shareholders of the Company. The Company has entered into transaction with its Subsidiary i.e. Daman Hospitality Private Limited (DHPL), which are 'Material' as per aforesaid Regulations. These Material Related Party Transactions are entered into by the Company in its ordinary course of business and are at Arm's length basis.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No. 6 of the Notice.

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

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

**DILIP VAIDYA**

**Company Secretary & General Manager - Secretarial  
FCS No: 7750**

Mumbai, 24<sup>th</sup> July, 2017

### Registered Office:

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

CIN : L65493PN1990PLC058817

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

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

Tel. No. : 91-22-40794700

Fax No. : 91-22-40794777



**Name of Director**

Mr. Ashish Kapadia

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

1<sup>st</sup> October, 2008

**Age:** 47

**Qualification:**

Mr. Ashish Kapadia holds a bachelor's degree in commerce.

**Experience:**

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 Limited Board on 1<sup>st</sup> October, 2008. On 27<sup>th</sup> April, 2009 he was appointed as Managing Director. He holds a Bachelor's degree in commerce.

**Terms and conditions of re-appointment along with details of remuneration sought to be paid:**

Retire by rotation

**Last Drawn Remuneration:**

₹ 158.47 Lakhs

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

None

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

5,00,000 Equity Shares of ₹ 1/- each

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

04

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

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

- Blackpool Realty Private Limited.
- Delta Gaming and Entertainment Lanka (Pvt) Ltd.
- Delta Hotels Lanka ( Pvt ) Ltd.
- Delta Pleasure Cruise Company Private Limited.
- First Eagle Capital Advisors Private Limited.
- Freedom Aviation Private Limited.
- Freedom Charter Services Private Limited.
- Freedom Registry Limited.
- Goan Football Club Private Limited.

Goodluck Renewable Energy Resources Private Limited.

Growcity Real Estate Private Limited.

Highstreet Cruises and Entertainment Private Limited.

J M Holding Lanka (Pvt) Ltd.

J M Livestock Private Limited.

Jayem Properties Private Limited.

Myra Mall Management Company Private Limited.

Nelson Realtors Private Limited.

Newplaza Multitrade Private Limited.

Pavurotti Real Estate Private Limited.

Romys Realtors Private Limited.

**ii) Chairman of Board Committees :**

Highstreet Cruises and Entertainment Private Limited-Corporate Social Responsibility Committee.

**iii) Member of Board Committees :**

Highstreet Cruises and Entertainment Private Limited-Audit Committee.



**Name of Director**

Mr. Chetan Desai

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

22<sup>nd</sup> March, 2017

**Age:** 66

**Qualification:**

Chartered Accountant

**Experience:**

Mr. Chetan Desai is a Chartered Accountant. He is the Joint Managing Partner of M/s. Haribhakti & Co. LLP Chartered Accountants. Earlier for over 30 years he was heading the audit & assurance services of the Firm. In his professional experience of past 40 years, he has dealt with multinationals, public sector enterprises, sectors such as banking and finance, mutual funds, manufacturing, services, real estate, hospitality, engineering, energy, infrastructure etc. He has wide knowledge and exposure in the fields of accounting, auditing, Companies Act and related areas, corporate governance, compliance etc.

**Terms and conditions of appointment along with details of remuneration sought to be paid:**

Non-Executive, Non Independent Director liable to retire by rotation.

**Last Drawn Remuneration:**

None

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

None

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

None

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

01

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

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

None

**ii) Chairman of Board Committees :**

None

**iii) Member of Board Committees :**

None



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 26<sup>th</sup> ANNUAL GENERAL MEETING of the Company to be held on Friday, 22<sup>nd</sup> September, 2017 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	Vote		
		For	Against	Abstain
1	Adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2017 together with the Reports of the Board of Directors and the Auditors thereon.			
2	Declaration of the Dividend for the Financial Year 2016-17.			
3	Appointment of Director in place of Mr. Ashish Kapadia, (DIN: 02011632) who retires by rotation and being eligible, offers himself for re-appointment.			
4	To ratify the appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants as Statutory Auditors of the Company.			
5	Appointment of Mr. Chetan Desai, (DIN: 03595319) as an Non-Executive Non Independent Director of the Company.			
6	Approval of Related Party Transaction(s).			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017



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 or against 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, then 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



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**ATTENDANCE SLIP**

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

DP ID \_\_\_\_\_ Folio No./Client ID \_\_\_\_\_

No. of Shares held \_\_\_\_\_

Name of the Shareholder : \_\_\_\_\_

Name of the Proxy : \_\_\_\_\_

I hereby record my/our presence at the 26<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on Friday, 22<sup>nd</sup> September, 2017 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)