

Notice

Notice is hereby given that the 27th Annual General Meeting (AGM) of Members of Delta Corp Limited (the 'Company') will be held on Thursday, 30th August, 2018 at 2.30 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 (including the Consolidated Financial Statements) for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March, 2018.
3. To appoint a director in place of Mr. Rakesh Jhunjhunwala (DIN: 00777064), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. To Re-appoint Mr. Ashish Kapadia (DIN: 02011632) as Managing Director of the Company.

To consider and if thought fit, to pass the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and all other rules, regulations, notifications and circulars (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time), on recommendation of the 'Nomination, Remuneration and Compensation Committee' and the approval of the Board of Directors of the Company and subject to the approval of such authorities as may be required, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Ashish Kapadia as Managing Director of the Company, liable to retire by rotation, for a period of 5 years commencing from 27th April, 2019 and ending on 26th April, 2024, at such remuneration as stated hereunder and on such terms and conditions to be stated in the agreement which the Company shall enter into with Mr. Ashish Kapadia :

Terms and Conditions:

1. Salary:

Basic Salary of ₹ 5,82,000/- per month in the scale of ₹ 5,82,000/- to ₹ 9,00,000/- per month*.

*With authority to the Board of Directors of the Company (which term shall also include any Committee thereof) to grant suitable increment within the aforesaid salary range.

2. Allowances:

- (i) House Rent Allowance at the rate of 50% of Basic Salary.
- (ii) Special Allowance of ₹ 50,000/- per month.

3. Perquisites:

- Mediciam and Personal Accident Insurance Cover as per the Company's policy in this regard.
- Use of 2 Cars, Telephone and Mobile Phone for official use as per the Company's policy in this regard.
- Leave Travel Allowance - The Company will reimburse the actual cost of travel for an annual overseas trip with family (as per the prevailing airline rates) upto an aggregate maximum limit of ₹ 5,00,000/- per annum. The claim should be supported by original travel bills.
- Following perquisites which shall not be included in the computation of the ceiling on remuneration specified above :
 - Provident Fund @ 12% of the basic salary as per the policy of the Company, Provident Fund Act and subject to tax as per the Income Tax Act.
 - Gratuity on the basis of 15 days salary for each year of completed service, as per the policy of the Company, Payment of Gratuity Act and subject to tax as per the Income Tax Act.
 - Leave and encashment of Leave at the end of the tenure in accordance with the rules of the Company.

4. Commission:

At the sole and absolute discretion of the Board (which term shall be deemed to include any "Committee" thereof), Mr. Ashish Kapadia may be eligible for a Commission equivalent to an amount of 0.25% of the net profit after tax of the Company, after completion of each financial year subject to the ceiling stipulated in Section 197 of the Act, (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time). This Commission is Performance-linked and would become

due and payable only on 100% achievement of the KRA's set by the Board (which term shall be deemed to include any "Committee" thereof), for the relevant financial year.

5. Employee Stock Option Scheme (ESOS):

At the sole and absolute discretion of the Board (which term shall be deemed to include any "Committee" thereof), Mr. Ashish Kapadia may be eligible for ESOS subject to the provisions of the Act as amended from time to time and SEBI Guidelines issued in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized at its discretion from time to time to fix the actual remuneration and/or perquisites of Mr. Ashish Kapadia and to vary/modify/amend such remuneration, perquisites and terms and conditions from time to time, provided such variation/ modification/ amendment is in conformity with the applicable provisions of the Act, (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time).

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, during the currency of the tenure of Mr. Ashish Kapadia, the remuneration by way of salary, perquisites and other allowances as stated above be paid to Mr. Ashish Kapadia as minimum remuneration subject to the provisions of Schedule V of the Act, (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time); without any further approval of the Members.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby 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."

5. Approval pursuant to Section 185 of the Companies Act, 2013

To consider and if thought fit, to pass, the following Resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and all other rules, regulations, notifications and circulars issued (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time) and the relevant provisions of the Memorandum and Articles of Association of the Company, and in furtherance to the existing loans given, the consent of the Members be and is hereby accorded for grant of loans or issue of Corporate Guarantee or providing Security for an amount not exceeding ₹ 550 Crores, in aggregate to Daman Hospitality Private Limited and Daman Entertainment Private

Limited, subsidiaries of the Company on such terms and conditions as may be mutually agreed upon."

RESOLVED FURTHER THAT the Board of Directors of the Company, Mr. Hardik Dhebar, Chief Financial Officer and Mr. Dilip Vaidya, Company Secretary of the Company, be and are hereby severally authorised to negotiate and decide from time to time, the terms and conditions, execute necessary documents, papers, agreements, etc for the aforesaid grant of loans or issue of Corporate Guarantee or providing Security to the subsidiaries of the Company and to do all such acts, deeds and things and to give such directions as may be necessary or expedient in its absolute discretion as it deems fit and such decisions shall be final and binding on the Company and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or any other Officer in this regard."

6. Approval of related party transactions with Daman Hospitality Private Limited

To consider and if thought fit, to pass the following Resolution as Special Resolution:

"RESOLVED THAT in accordance with Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (as modified from time to time) and applicable provisions of the Companies Act, 2013 ("the Act") 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 i.e Daman Hospitality Private Limited (DHPL) as per the terms and conditions specified in the respective contracts:

Sr. No. Nature of Transaction	
a	Reimbursement of advertising expenses.
b	Inter Corporate Loan given / proposed to be given and Corporate Guarantee and / or Security given/ proposed to be given by the Company to the Bank for the credit facility availed by DHPL from the bank.
c	Availing / Providing hotel room on rent for the purpose of business of the Company.
d	Revenue sharing arrangements for the premises situated in the resort known as The Deltin at Daman.
e	Sharing of Manpower and Resources.
f	Sale / Purchase of Property, Plant & Equipments.
g	Sale / Purchase of Food & Beverage.

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 of the Company, Mr. Hardik Dhebar, Chief Financial Officer and Mr. Dilip Vaidya, Company Secretary of the Company, be and is 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 Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the AGM is annexed hereto.
2. 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.
3. 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.
4. Corporate Members intending to send their authorised representatives to attend the AGM 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 AGM.
5. In terms of Section 152 of the Act, Mr. Rakesh Jhunjhunwala, Director, shall retire by rotation at the ensuing AGM. Mr. Rakesh Jhunjhunwala (DIN: 00777064), being eligible, offers himself for re-appointment.

The Board of Directors of the Company recommends re-appointment of Mr. Rakesh Jhunjhunwala.
6. Details of Mr. Rakesh Jhunjhunwala and Mr. Ashish Kapadia, Directors, proposed to be appointed/re-appointed at the ensuing AGM, as required by 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) are forming part of this Notice. Requisite declarations have been received from the Directors for their appointment/ re-appointment.
7. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every AGM is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the AGM held on 23rd September, 2016.
8. Members are requested to bring their attendance slip duly completed and signed along with their copy of annual report to the AGM.
9. 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.
10. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Friday, 24th August, 2018 to Thursday, 30th August, 2018 (both days inclusive), for the purpose of the declaration of dividend.
11. The dividend on Equity Shares, if declared at the AGM, will be paid on or before Friday, 28th September, 2018, to those Members or their mandates:
 - (a) whose name appears at the end of the business hours on Thursday, 23rd August, 2018, in the list of Beneficial owners to be furnished by Depositories 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 Thursday, 23rd August, 2018.
12. Unclaimed Dividends:
 - a) Members of the Company are requested to note that as per the provisions of Section 124(5) and Section 124(6) of the Act, 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), also all shares in respect

of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the Demat Account of IEPF Authority notified by the Ministry of Corporate Affairs ('IEPF Demat Account').

As per the above provisions, all unclaimed dividend up to the financial year ended 31st March, 2010 has been transferred by the Company to IEPF. Shares in respect of which dividend remained unclaimed for seven consecutive years or more have also been transferred to the IEPF Demat Account.

In view of the above, Members of the Company are advised to send all the un-encashed dividend warrants pertaining to the financial year 2010-11 and thereafter to Company's STA for revalidation or issuance of Demand Draft in lieu thereof and encash the same without any delay.

Dividends and Shares, attached thereto, for the financial year 2010-2011 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.

Members/ claimants whose shares, unclaimed dividend, sale proceeds of fractional shares etc. have been transferred to the IEPF, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF- 5 (available on iepf.gov.in) along with requisite fees, if any, as decided by the IEPF Authority from time to time. The Member/ Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

- b) Details of Unclaimed Dividend and Shares attached thereto on Website:

The details of the unpaid/unclaimed dividend are available on the website of the Company i.e. www.deltacorp.in

13. (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.

14. 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.

15. 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.

In accordance with the instructions prescribed under the SEBI circular No. SEBI / HO / MIRSD / DOP1 / CIR / P / 2018 / 73 dated 20th April, 2018, the Company has sent letters / intimations through registered/speed post seeking KYC documents from all those shareholders of the Company who hold shares in physical form and whose folios do not have / have incomplete details with regard to PAN and Bank Account details.

16. Pursuant to sections 101 and 136 of the Act read with the Rules made thereunder, the Notice calling the AGM along with the Annual Report 2017-18 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depositories 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 and 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 shareholder communications in electronic form.

17. 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 DP for recording their Nomination.

18. 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 modifications, clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the Listing Regulations and 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 National Securities Depository Limited ("NSDL"), 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 for remote 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:

- The remote e-Voting period will commence on Monday, 27th August, 2018 (9.00 am IST) and will end on Wednesday, 29th August, 2018 (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 Thursday, 23rd August, 2018, may cast their votes through remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting after 5.00 pm (IST) on Wednesday, 29th August, 2018 and remote e-Voting shall not be allowed beyond the said time.
- 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 Thursday, 23rd August, 2018.
- 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.
- Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of AGM Notice and holding shares as of the cut-off date, i.e. Thursday, 23rd August, 2018, may refer to this Notice of the AGM of the Company, posted on Company's website www.deltacorp.in for detailed procedure with regard to remote e-Voting. The Notice shall also be available at www.evoting.nsdl.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.
- In terms of provisions of Section 107 of the Act, since the Company is providing the facility

of remote e-voting to 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 meeting 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 casts 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 the 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 and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman.

The instructions for shareholders voting electronically are as under:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to akjaincs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

A. Ms. Pallavi Mhatre, Asst. Manager

E-voting Helpdesk

National Securities Depositories Limited

Email: evoting.nsdl.co.in

Phone: 022 - 24994545

B. Mr. Dilip Vaidya, Company Secretary

Delta Corp Limited

Corporate Office: Bayside Mall, 2nd Floor,

Tardeo Road, Haji Ali, Mumbai – 400 034

Email: secretarial@deltin.com

Phone: 022-40794700

C. Mr. Bhushan Chandratre

Freedom Registry Limited (STA)

Registered Office: Plot No. 101 / 102,

19th Street, MIDC, Satpur, Nasik - 422 007Email: support@freedomregistry.in

Phone: 0253-2354032, 2363372

19. 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 AGM, so that the same can be suitably replied.

20. The Landmark and routemap to the venue of the AGM is attached and forms a part of this Notice.

21. 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.

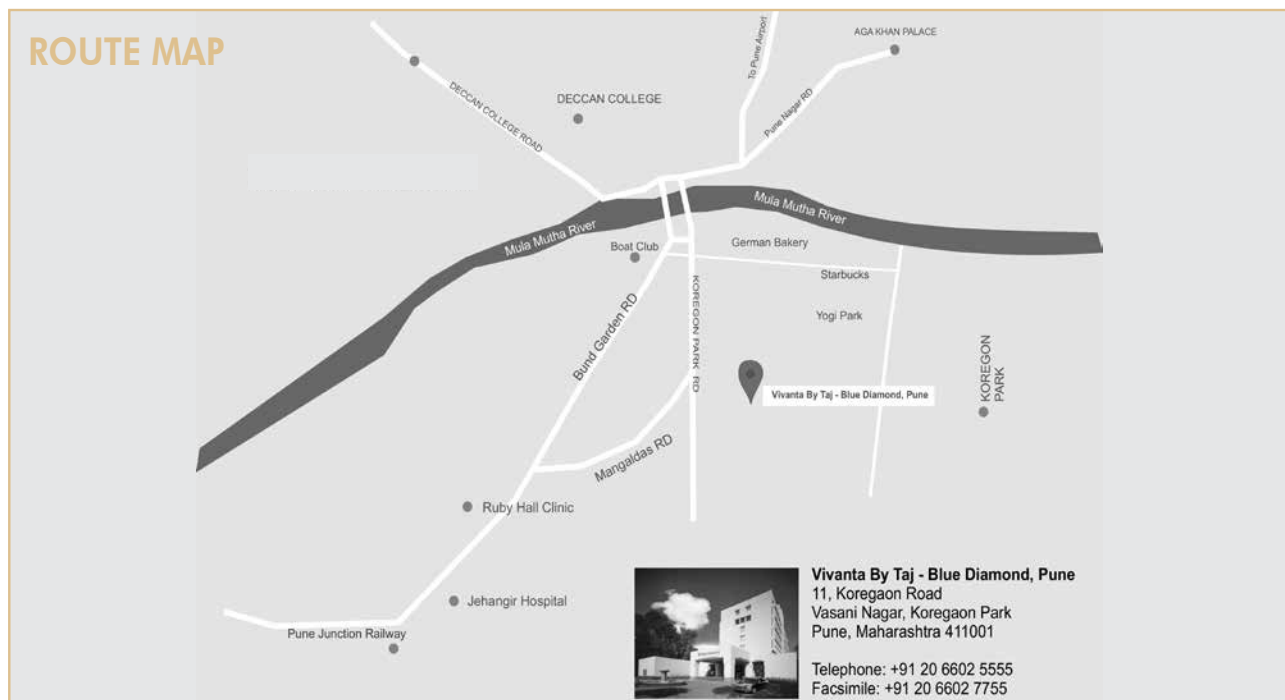
By Order of the Board of Directors,**DILIP VAIDYA****Company Secretary & General Manager - Secretarial****FCS No: 7750**Mumbai, 23rd July, 2018**Registered Office:**10, Kumar Place, 2408, General Thimayya Road,
Pune - 411 001, Maharashtra.

CIN : L65493PN1990PLC058817

Email ID: secretarial@deltin.comWebsite: www.deltacorp.in

Tel No : 91-22-40794700

Fax No : 91-22-40794777



Explanatory Statement pursuant to Section 102 of the Act

Pursuant to Regulation 36(3) of the Listing Regulations read with Section 102 of the Act, the following explanatory statement sets out all material facts relating to Item No. 4 to 6 of the Notice

Item No.4:

Mr. Ashish Kapadia (DIN: 02011632) was appointed as the Managing Director of the Company for 5 years with effect from 27th April, 2014.

The appointment and remuneration payable to Mr. Ashish Kapadia, (DIN: 02011632) was approved by the Members vide postal ballot resolution dated 12th March, 2014 for a period of 5 years.

The term of office of Mr. Ashish Kapadia, (DIN: 02011632) is due to expire on 26th April, 2019. As per the recommendation of the 'Nomination, Remuneration and Compensation Committee', the Board of Directors of the Company has decided to re-appoint Mr. Ashish Kapadia as Managing Director and to renew employment agreement for a period of 5 years commencing from 27th April, 2019 to 26th April 2024, subject to the approval of the Members in the ensuing AGM.

Mr. Ashish Kapadia, Managing Director will be liable to retire by rotation.

The re-appointment of Mr. Ashish Kapadia as aforesaid and the remuneration payable to them will require the approval of the Members in General Meeting pursuant to Sections 196, 197 read with Schedule V of the Act.

Mr. Ashish Kapadia satisfies all the conditions set out in Part – I of Schedule V and Section 196(3) of the Act.

Further details of Mr. Ashish Kapadia as required by regulation 26 and regulation 36(3) of the Listing Regulations and SS – 2 have been given in the Annexure to this Notice.

The Board recommends the resolution at Item No. 4 of this Notice for approval of Members.

Except Mr. Ashish Kapadia and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the aforesaid Special Resolution set out at Item No. 4 of this Notice.

Item No. 5

The Company is currently in the phase of growth by itself and through its subsidiaries, for which there is an ongoing requirement for funds, loans by the subsidiaries. Also, various loans obtained by subsidiaries require the holding company to provide security or give guarantee for these said loans. Accordingly, in order to meet these funding requirements and ensure necessary compliances of the provisions of The Act, the Board of Directors, hereby proposes to grant loans or provide guarantee/security to these subsidiaries viz, Daman Hospitality Private Limited and Daman Entertainment Private Limited upto an aggregate amount of ₹ 550 Crores.

In view of the recent amendments to Section 185 of the Act, vide the Companies (Amendment) Act, 2017, no Company shall grant any loan to any person or body corporate or give any guarantee or provide any security to any loan taken by any person or body corporate the Board of Directors whereof are accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, of the lending company without the prior approval of the Shareholders by means of a Special Resolution.

The Board recommends the resolution at Item No. 5 of this Notice for approval of Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the aforesaid Special Resolution set out at Item No. 5 of this Notice.

Item No 6.

In accordance with Regulation 23 of the Listing Regulation, Material Related Party Transactions shall be approved by the Members of the Company. The Company has entered into transaction with its Subsidiary i.e. Daman Hospitality Private Limited, 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 resolution at Item No. 6 of this Notice for approval of Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the aforesaid Special Resolution set out at Item No. 6 of this 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, 23rd July, 2018

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

DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED AT THE FORTHCOMING AGM AS REQUIRED BY 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)

**Name of Director:**

Mr. Rakesh Jhunjhunwala

Date of 1st Appointment:

29th October, 2010

Age:

58 year

Qualification:

Chartered Accountant

Experience:

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

As an investor he respects markets and believes that markets are never wrong. Mr. Jhunjhunwala 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.

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

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

Last Drawn Remuneration:

Nil

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

None

Shareholding in the Company (Individually or Jointly):

1,15,00,000 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:**

Aptech Limited.

Hungama Digital Media Entertainment Private Limited.

Inventurus Knowledge Solutions Private Limited.

Metro Shoes Limited.

ii) Chairman of Board Committees:

None

iii) Member of Board Committees:

None

Annexure

DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED AT THE FORTHCOMING AGM AS REQUIRED BY 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)


Name of Director:

Mr. Ashish Kapadia

Date of 1st Appointment:

1st October, 2008

Age:

48 year

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 1st October, 2008. On 27th April, 2009 he was appointed as Managing Director.

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

Forms part of this Notice.

Last Drawn Remuneration:

₹ 593 Lakhs

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

None

Shareholding in the Company (Individually or Jointly):

4,25,000 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. (Foreign Company)
Delta Hotels Lanka (Pvt) Ltd. (Foreign Company)
Delta Pleasure Cruise Company Private Limited.
First Eagle Capital Advisors Private Limited.
Freedom Aviation 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. (Foreign Company)

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.



CIN: L65493PN1990PLC058817

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

Tel No: 91-22-40794700 | **Fax No:** 91-22-40794777

Email ID: secretarial@deltin.com | **Website:** www.deltacorp.in

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: _____ DP ID: _____ Folio No./Client ID: _____

I / We being the Member(s) of _____ Equity 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 **27th ANNUAL GENERAL MEETING** of the Company to be held on Thursday, 30th August, 2018 at 2.30 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 (including the Consolidated Financial Statement) for the year ended 31 st March, 2018 together with the Reports of the Board of Directors and the Auditors thereon.			
2	Declaration of the Dividend for the Financial Year ended 31 st March, 2018.			
3	Appointment of Director in place of Mr. Rakesh Jhunjhunwala, (DIN: 00777064) who retires by rotation and being eligible, offers himself for re-appointment.			
4	Re-appointment of Mr. Ashish Kapadia (DIN: 02011632) as Managing Director of the Company.			
5	Approval pursuant to Section 185 of the Companies Act, 2013.			
6	Approval of Related Party Transaction(s) with Daman Hospitality Private Limited.			

Signed this _____ day of _____ 2018



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

I / We, hereby record my / our presence at the **27th ANNUAL GENERAL MEETING** of the Company held on Thursday, 30th August, 2018 at 2.30 p.m. at Vivanta By Taj - Blue Diamond, 11, Koregaon Road, Pune - 411 001, Maharashtra.

Name and Address of the Shareholder :

No. of Shares held :

Member's Folio No./ DP ID & Client ID

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

E-VOTING DETAILS:

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD

Note: Please read the instructions given in the Notice of the Annual General Meeting carefully before voting electronically.