

# Notice

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting (AGM) of Members of Delta Corp Limited (the Company) will be held on Friday, 4<sup>th</sup> August, 2023 at 03.00 p.m. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement (including the Consolidated Financial Statement) for the financial year ended 31<sup>st</sup> March, 2023 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 31<sup>st</sup> March, 2023.
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.

## SPECIAL BUSINESS:

4. To approve remuneration payable to Mr. Ashish Kapadia (DIN: 02011632), Managing Director of the Company for the period 01<sup>st</sup> April, 2023 till 26<sup>th</sup> April, 2024.

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

**“RESOLVED THAT** pursuant to applicable provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 (the Act), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and all other rules, regulations, notifications and circulars (including any statutory modification(s), clarification(s), exemption(s) or re-enactment(s) thereof for the time being in force), pursuant to the provisions of Article of Association of the Company, the consent of the Members of the Company be and is hereby accorded to revise the remuneration of Mr. Ashish Kapadia, Managing Director of the Company, w.e.f. 01<sup>st</sup> April, 2023 till 26<sup>th</sup> April, 2024 as specified below, and payment of any arrears of salary due thereon, as recommended by Nomination, Remuneration and Compensation Committee and approved by the Board of Directors of the Company:

### 1. Salary:

Basic Salary of ₹ 9, 00,000/- per month.

### 2. Allowances:

- (i) House Rent Allowance at the rate of 50% of Basic Salary.
- (ii) Special Allowance of ₹ 2,25,481/- per month.

### 3. Perquisites:

- Medclaim 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:

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 modification(s), clarification(s), exemption(s) or re-enactment(s)

thereof, from time to time), at the sole and absolute discretion of the Board. The specific amount payable to the Managing Director will be based on performance as evaluated by the Nomination, Remuneration and Compensation Committee or the Board.

#### 5. Employee Stock Option Scheme (ESOS)/ Employee Stock Appreciation Rights (ESAR):

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/ ESAR 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 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. To re-appoint Mr. Ashish Kapadia (DIN: 02011632) as Managing Director of the Company and to fix remuneration.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and all other rules, regulations, notifications and circulars (including any statutory modification(s), clarification(s), exemption(s) or re-enactment(s) thereof, from time to time), 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 27<sup>th</sup> April, 2024 and ending on 26<sup>th</sup> April, 2029 at such remuneration as specified below as recommended by Nomination, Remuneration and Compensation Committee, approved by the Board of Directors of the Company and on such terms and conditions to be stated in the agreement which the Company shall enter into with Mr. Ashish Kapadia.

#### 1. Salary:

Basic Salary in the scale of ₹ 9,00,000/- to ₹ 19,00,000/- per month, with authority to the Board of Directors of the Company (which term shall also include any Committee thereof) to grant suitable annual increment within the aforesaid salary range.

#### 2. Allowances:

- (i) House Rent Allowance at the rate of 50% of Basic Salary.
- (ii) Special Allowance subject to a maximum of 40% of the Basic Salary per month.

#### 3. Perquisites:

- Mediciam and Personal Accident Insurance Cover as per the Company's policy in this regard.
- Use of two company maintained 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:

Commission equivalent to an amount of 1% 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 modification(s), clarification(s), exemption(s) or re-enactment(s) thereof, from time to time), at the sole and absolute discretion of the Board. The specific amount payable to the Managing Director will be based on performance as evaluated by the Nomination, Remuneration and Compensation Committee or the Board.

#### 5. Employee Stock Option Scheme (ESOS)/ Employee Stock Appreciation Rights (ESAR):

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/ESAR 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 modification(s), clarification(s), exemption(s) or re-enactment(s) 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 modification(s), clarification(s), exemption(s) 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."

**By Order of the Board of Directors**

**Dilip Vaidya**

**Company Secretary & Vice President - Secretarial**  
**FCS No: 7750**

Place: Mumbai

Date: 20<sup>th</sup> June, 2023

#### NOTES:

1. In terms of General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020 and subsequent circulars issued in this regard, the latest being 10/2022 dated 28<sup>th</sup> December, 2022 (collectively referred to as 'MCA Circulars') issued by the Ministry of Corporate Affairs ('MCA'), the AGM is being held through VC / OAVM without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. As the AGM is being conducted through VC/OAVM, the facility to appoint Proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate therein and cast their votes through e-voting. Corporate Members are required to send, (before e-voting/ attending AGM) a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, pursuant to section 113 of the Act, on the e-mail id [secretarial@deltain.com](mailto:secretarial@deltain.com).
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration

and Compensation Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) Regulation 44 of SEBI Listing Regulations (as amended), in line with MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the AGM will be provided by NSDL.
6. In line with the MCA Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.deltacorp.in](http://www.deltacorp.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

AGM has been convened through VC/OAVM in compliance with the applicable provisions of the Act read with MCA Circulars as issued from time to time.

7. An Explanatory Statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
8. In terms of Section 152 of the Act, Mr. Ashish Kapadia (DIN: 02011632) Managing Director, shall retire by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends re-appointment of Mr. Ashish Kapadia. Details of Mr. Ashish Kapadia, Managing Director, proposed to be appointed/ re-appointed at the ensuing AGM, as required by Regulation 26(4)

and 36(3) of SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) are forming part of this Notice. Requisite declaration has been received from the Director for his appointment/ re-appointment.

9. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 29<sup>th</sup> July, 2023 to Friday, 4<sup>th</sup> August, 2023, for the purpose of AGM.

The record date i.e. Friday, 7<sup>th</sup> July, 2023 has been fixed for ascertaining entitlement for the payment of Final Dividend.

10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, The Register of Contracts or Arrangements in which the Directors are interested under section 189 of the Act and all other documents referred to the Notice will be available for inspection in electronic mode. Members can inspect the same by sending email to [secretarial@deltin.com](mailto:secretarial@deltin.com).

#### 11. 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 MCA ('IEPF Demat Account').

Members/claimants whose shares, unclaimed dividend 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 <https://www.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](http://www.deltacorp.in)

- c. It is in the Members' interest to claim any unencashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.
12. In compliance with the aforesaid MCA Circulars and SEBI Circulars dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021 and 5<sup>th</sup> January, 2023 respectively, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.deltacorp.in](http://www.deltacorp.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
13. Members are requested to register/update their e-mail addresses with the Depository Participant (DP) (in case of shares held in dematerialized form) or with Registrar and Share Transfer Agent (RTA) (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.
14. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16<sup>th</sup> March, 2023, in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details. As per the said Circular, it is mandatory for the members holding shares in physical form to register PAN, KYC and nomination details. Members holding shares in physical form are requested to register their PAN, e-mail id, bank details and other KYC details by filling Form ISR-1, update signature by filling Form ISR-2 and update nomination details by filling Form SH-13 or declaration of opt out of nomination by filling Form ISR-3 or cancel nomination by filling form SH-14 and send the respective forms to Purva Sharegistry (India) Private Limited at 9 Shiv Shakti Industrial Estate, J R Boricha Marg, Lower Parel (E), Mumbai - 400011 or email the scanned copy to [support@purvashare.com](mailto:support@purvashare.com). The forms for updating the same are available

at [www.deltacorp.in](http://www.deltacorp.in) and on the website of our RTA at [www.purvashare.com](http://www.purvashare.com) on or after 1<sup>st</sup> October, 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Members are requested to quote their Folio Numbers/Client ID/DP ID and contact details in all correspondence and consolidate their holdings into one Folio in case they hold share under multiple Folios in the identical order of names.

**Any payments including dividend in respect of such frozen folios shall only be made electronically with effect from 1<sup>st</sup> April, 2024, upon registering the required details. The said physical folios shall be referred by the Company or RTA to the administering authority under the Prohibition of Benami Property Transactions Act, 1988 and/or Prevention of Money-Laundering Act, 2002, if they continue to remain frozen as on 31<sup>st</sup> December, 2025.**

**Shareholders holding shares in demat form who have not furnished nomination nor have submitted declaration for opting out of nomination, are required to register or opt out from nomination, as the case may be, on or before 30<sup>th</sup> September, 2023, failing which their trading accounts shall be frozen for trading and demat account shall be frozen for debits.**

15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website [www.deltacorp.in](http://www.deltacorp.in) and on the website of the Company's RTA [www.purvashare.com](http://www.purvashare.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.
16. SEBI vide its notification dated 24<sup>th</sup> January, 2022 has mandated that all requests for transfer of securities including transmission and transposition shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated



with the physical shares and avail various benefits of dematerialization Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Purva Sharegistry (India) Private Limited for assistance in this regard.

17. The Company has appointed Mr. Ashish Kumar Jain (Membership No. 6058 and CP No. 6124) of M/s A.K. Jain & Co. to act as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.
18. The venue of the meeting shall be deemed to be the Registered Office of the Company.
19. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, 7<sup>th</sup> July, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA at [support@purvashare.com](mailto:support@purvashare.com). However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholder holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 28<sup>th</sup> July, 2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
20. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
21. The Certificate from Secretarial Auditors of the Company, M/s A. K. Jain & Co. with regard to DELTACORP ESOS 2009 and Delta Employees Stock Appreciation Rights Plan 2019 will be made available for inspection at the AGM.
22. 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), clarification(s), exemption(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the SEBI Listing Regulations and SS - 2, the Company is providing to its Members with the facility to cast their vote electronically ("remote e-Voting") using an electronic voting system provided by 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 INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 31<sup>st</sup> July, 2023 at 09:00 A.M. and ends on Thursday, 3<sup>rd</sup> August, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the cut-off date i.e. 28<sup>th</sup> July, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 28<sup>th</sup> July, 2023.

### How do I vote electronically using NSDL e-Voting system?



The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

## Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="http://eservices.nsdl.com">eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "<b>Login</b>" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="http://eservices.nsdl.com">eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="http://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="http://www.evoting.nsdl.com/">www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under '<b>Shareholder/Member</b>' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

#### B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

available under '**Shareholder/Member**' section.

##### How to Log-in to NSDL e-Voting website?

- 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.
- Once the home page of e-Voting system is launched, click on the icon "**Login**" which is

- A new screen will open. You will have to enter your User ID, your Password/OTP 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 [eservices.nsdl.com/](https://www.evoting.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.*

- 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***.

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to

login and cast your vote.

- 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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 and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 [secretarial@deltin.com](mailto:secretarial@deltin.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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](http://www.evoting.nsdl.com) to reset the password.

3. 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](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [secretarial@deltin.com](mailto:secretarial@deltin.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [secretarial@deltin.com](mailto:secretarial@deltin.com).
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#)**.
4. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are required to update their mobile number and email id correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in **Shareholder/ Member login** where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due

to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request, along with the questions, from their registered e-mail id mentioning their name, DP ID and Client ID / Folio No., PAN, Mobile No. at [secretarial@deltin.com](mailto:secretarial@deltin.com) on or before Monday, 24<sup>th</sup> July, 2023. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers/questions depending on the availability of time for the AGM.

In case of any grievances connected with facility for e-voting, please contact

**A. Pallavi Mhatre**, Senior Manager  
E-voting Helpdesk  
National Securities Depositories Limited  
Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)  
Phone: 022 - 4886 7000/ 022 - 2499 7000

**B. Dilip Vaidya**, Company Secretary & Vice President - Secretarial  
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)

**C. Deepali Dhuri**  
Purva Sharegistry (India) Pvt. Ltd.  
Registered Office: Unit No. 9, Ground Floor,  
Shiv Shakti Ind. Estt, J. R. Boricha Marg,  
Lower Parel (East), Mumbai-400011  
Email: [support@purvashare.com](mailto:support@purvashare.com)  
Phone: 022-3199 8810 / 022- 4961 4132

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

### Item No. 4

Mr. Ashish Kapadia (DIN: 02011632) was appointed as the Managing Director of the Company for a period of 5 years with effect from 27<sup>th</sup> April, 2019. The appointment and remuneration payable to Mr. Ashish Kapadia was approved by the Members vide special resolution dated 30<sup>th</sup> August, 2018 for a period of 5 years.

Considering overall growth of the Company, under the leadership of Mr. Ashish Kapadia as Managing Director and on recommendation of Nomination, Remuneration and Compensation Committee at its meeting held on 9<sup>th</sup> June, 2023, and the Board of Directors at their meeting held on 20<sup>th</sup> June, 2023 have approved revision in remuneration of Mr. Ashish Kapadia as per details mentioned in the resolution in aforesaid notice, subject to approval of members of the Company.

The management of the Company believes that the remuneration as paid to Mr. Ashish Kapadia is justified in terms of his key role within the Company.

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 Promoters, Directors and Key Managerial Personnels 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

Mr. Ashish Kapadia (DIN: 02011632) was appointed as the Managing Director of the Company for a period of 5 years with effect from 27<sup>th</sup> April, 2019.

The appointment and remuneration payable to Mr. Ashish Kapadia was approved by the Members vide special resolution dated 30<sup>th</sup> August, 2018 for a period of 5 years.

The term of office of Mr. Ashish Kapadia is due to expire on 26<sup>th</sup> April, 2024. On the recommendation of the Nomination, Remuneration and Compensation Committee, the Board of Directors of the Company have decided to re-appoint Mr. Ashish Kapadia as Managing Director and to renew employment agreement for a period of 5 years commencing from 27<sup>th</sup> April, 2024 to 26<sup>th</sup> April 2029, subject to the approval of the Members.

Mr. Ashish Kapadia is not disqualified from continuing as a Director in terms of Section 164 of the Act and has consented to continue as a Director of the Company. He is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority pursuant to BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24, both dated 20<sup>th</sup> June, 2018..

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 SEBI Listing Regulations and SS – 2 have been given in the Annexure to this Notice.

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

Except Mr. Ashish Kapadia and his relatives, none of the Promoters, Directors and Key Managerial Personnels 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.

**By Order of the Board of Directors**

**Dilip Vaidya**

**Company Secretary & Vice President - Secretarial  
FCS No: 7750**

Place: Mumbai

Date: 20<sup>th</sup> June, 2023

## DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 32<sup>ND</sup> AGM PURSUANT TO REGULATION 26(4) AND 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

<b>Name of Director</b>	Mr. Ashish Kapadia
<b>DIN</b>	02011632
<b>Date of 1<sup>st</sup> Appointment</b>	01 <sup>st</sup> October, 2008
<b>Age</b>	53
<b>Qualification</b>	Bachelor's degree in Commerce.
<b>Experience/brief profile</b>	Mr. Ashish Kapadia holds a bachelor's degree in commerce from Madurai Kamaraj University. Mr. Kapadia has been Managing Director of Delta Corp Limited since April 2009. Under his leadership the company has grown to what it is today. He has significant experience across sectors such as gaming, hospitality, real estate, paints, textiles, financial services and civil aviation.
<b>Terms and conditions of re-appointment along with details of remuneration sought to be paid:</b>	Liable to retire by rotation
<b>Last Drawn Remuneration</b>	₹ 4.37 Crores (includes perquisites on account of exercise of ESAR)
<b>Relationship with Other Directors, Manager and Other Key Managerial Personnel of the Company:</b>	None
<b>Shareholding in the Company (Individually or Jointly):</b>	3,20,508 Equity Shares of ₹ 1/- each
<b>Number of Meetings of the Board Attended during the Year:</b>	6
<b>List of Directorships in other companies:</b>	Raymond Limited J M Livestock Private Limited Newplaza Multitrade Private Limited Myra Mall Management Company Private Limited Jayem Properties Private Limited Deltatech Gaming Limited Deltin Cruises And Entertainment Private Limited Freedom Registry Limited First Eagle Capital Advisors Private Limited Goodluck Renewable Energy Resources Private Limited Goan Football Club Private Limited Lakeview Mercantile Company Private Limited  Foreign Companies: Delta Hotels Lanka (Pvt) Limited J M Holding Lanka (Pvt) Limited Delta Gaming and Entertainment Lanka (Pvt) Limited
<b>List of Committee Membership / Chairmanship in other companies:</b>	<b>Raymond Limited</b> <b>Membership:</b> Audit Committee Stakeholders Relationship Committee Nomination And Remuneration Committee  <b>Deltatech Gaming Limited</b> <b>Chairmanship:</b> Borrowing Committee Investment Committee Corporate Social Responsibility Committee  <b>Membership:</b> Stakeholders Relationship Committee IPO Committee General Purpose Committee Allotment Committee
<b>Listed entities from which the person has resigned in last three years:</b>	NA