

Date: 09/12/2024

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Scrip code: 532848

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for the proposed revised Composite Scheme of Arrangement amongst Delta Corp Limited (“Company” or “DCL”) and Deltin Hotel & Resorts Private Limited (“DHRPL”) and Delta Penland Private Limited (“DPPL”) and Deltin Cruises and Entertainment Private Limited (“DCEPL”) and their respective shareholders and creditors (“Scheme”)

Compliance report as per Securities and Exchange Board of India’s (“SEBI”) Master Circular dated June 20, 2023 bearing reference number SEBI/HO/CFD/POD-2/P/CIR/2023/93 (“SEBI Master Circular”)

Dear Sir/Madam,

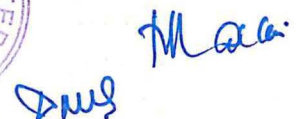
It is hereby certified that the draft revised Composite Scheme of Arrangement amongst Delta Corp Limited (“Company” or “DCL”) and Deltin Hotel & Resorts Private Limited (“DHRPL”) and Delta Penland Private Limited (“DPPL”) and Deltin Cruises and Entertainment Private Limited (“DCEPL”) and their respective shareholders and creditors (hereinafter referred to as “Scheme”) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

| Sl. | Reference | Particulars | Remarks |
|-------------------------------|--|--|----------|
| 1 | Regulations 17 to 27 of LODR Regulations | Corporate governance requirements | Complied |
| 2 | Regulation 11 of LODR Regulations | Compliance with securities laws | Complied |
| Requirements of this circular | | | |
| (a) | Para (I)(A)(2) | Submission of documents to Stock Exchanges | Complied |

Regd. & Corporate Office :

Delta House, Plot No. 12,
Hornby Vellard Estate,
Dr. Annie Besant Road,
Next to Copper Chimney,
Worli, Mumbai - 400 018.

Phone : +91 22 6987 4700
Email : secretarial@deltin.com
CIN : L65493PN1990PLC058817



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| (b) | Para (I)(A)(3) | Conditions for schemes of arrangement involving unlisted entities | Yes, will be complied |
| (c) | Para (I)(A)(4) (a) | Submission of Valuation Report | Complied. Copy of the Share Entitlement Ratio Report is enclosed as a part of this application. |
| (d) | Para (I)(A)(5) | Auditors certificate regarding compliance with Accounting Standards | Complied. Copy of the certificates issued by the statutory auditors of DCL, DHRPL and DPPL confirming that accounting treatment mentioned in the Scheme is in compliance with Section 133 of the Companies Act, 2013 and accounting standards framed thereunder is enclosed as part of this application. |
| (e) | Para (I)(A)(9) | Provision of approval of public shareholders through e-voting | DCL will comply with provisions of e-voting as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) |

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| | | | <p>Regulations, 2015 as amended from time to time.</p> <p>Provisions of Part I(A)(10)(b) read with Para I(A)(10)(a) of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 are not applicable. In this regard, certificate from Statutory Auditor of DCL is enclosed as part of this application.</p> |
|--|--|--|--|

For Delta Corp Limited



Dilip Vaidya
Company Secretary
FCS No. 7750



For Delta Corp Limited



Ashish Kapadia
Managing Director
DIN: 02011632

Certified that the transactions / accounting treatment provided in the draft revised Composite Scheme of Arrangement amongst Delta Corp Limited and Deltin Hotel & Resorts Private Limited and Delta Penland Private Limited and Deltin Cruises and Entertainment Private Limited and their respective shareholders and creditors are in compliance with all the Accounting Standards applicable to a listed entity.

For Delta Corp Limited



Anil Malani
Chief Financial Officer



For Delta Corp Limited



Ashish Kapadia
Managing Director
DIN: 02011632

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