

Walker ChandioK & Co LLP

16th Floor, Tower III,
One International Center,
S B Marg, Prabhadevi (W),
Mumbai - 400013
Maharashtra, India
T +91 22 6626 2600

Independent auditor's certificate on the proposed accounting treatment included in the draft scheme of composite arrangement pursuant to SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023, as amended from time to time ('the SEBI circular'), and sections 230 to 232 read with section 66 and other applicable provisions of the Companies Act, 2013, and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

To,
The Board of Directors,
Delta Corp Limited
Delta House, Hornby Vellard Estate,
Dr Annie Besant Road,
Next to Copper Chimney,
Worli,
Mumbai - 400018

1. This certificate is issued in accordance with the terms of our engagement letter dated 22 September 2024 with Delta Corp Limited ('the Company' or {'the Demerged Company'}).
2. We, the statutory auditors of the Company, have examined the proposed accounting treatment specified in Clause 9.1 of the draft scheme of composite arrangement between the Company and Delta Penland Private Limited ('the Resulting Company') and their respective shareholders and creditors (hereinafter referred to as the 'Draft Scheme') as approved by the Board of Directors in their meeting held on 24 September 2024, in terms of the provisions of the SEBI circular, Sections 230 to 232 read with section 66 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('the rules') with reference to its compliance with the accounting standards prescribed under section 133 of the Act, read with the Companies (Accounts) Rules, 2021 (as amended) (the 'applicable Indian accounting standards') and other generally accepted accounting principles in India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('SEBI LODR'). A certified true copy of the Draft Scheme, with the proposed accounting treatment specified in Clause 9.1 of the Draft Scheme, as attached herewith in Appendix I, has been initialed and stamped by us for identification purpose only.

Management's Responsibility

3. The responsibility for the preparation of the Draft Scheme, and its compliance with the relevant laws and regulations, including the applicable accounting standards and other generally accepted accounting principles in India, is that of the Board of directors of the companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of the Draft Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.



Delta Corp Limited

Independent auditor's certificate on the proposed accounting treatment included in the draft scheme of composite arrangement pursuant to SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023, as amended from time to time ('the SEBI circular'), and sections 230 to 232 read with section 66 and other applicable provisions of the Companies Act, 2013, and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

4. The Management is also responsible for ensuring that the Company complies with the requirements of the Act and the rules, SEBI LODR Regulations, SEBI circular, and the applicable accounting standards and other generally accepted accounting principles in India, in relation to the Draft Scheme, and for providing all relevant information to the relevant National Company Law Tribunal(s), the SEBI, and the BSE Limited, and the National Stock Exchange of India Limited (hereinafter referred to as 'the stock exchanges').

Auditor's Responsibility

5. Pursuant to the requirements of the relevant laws and regulations, it is our responsibility to provide a reasonable assurance as to whether the proposed accounting treatment specified in Clause 9.1 of the Draft Scheme complies with the SEBI LODR Regulations, the SEBI circular, and the applicable accounting standards and other generally accepted accounting principles in India. Further, as the Company is the Demerged Company, the reporting relating to resultant company is not applicable.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('the ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.

Opinion

8. Based on our examination as above and according to the information and explanations given to us, along with the representations provided by the management, in our opinion, the proposed accounting treatment specified in clause 9.1 of the Draft Scheme, attached herewith and stamped by us for identification only, is in compliance with the SEBI LODR Regulations, the SEBI circular and, the applicable accounting standards and other generally accepted accounting principles in India.

Restriction on use

9. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the requirements of the provisions of the SEBI LODR Regulations, the SEBI circular, Sections 230 to 232 read with section 66 and other applicable provisions of the Act read with the rules, for onward submission along with the Draft Scheme to the SEBI, the stock exchanges, and the relevant National Company Law Tribunal(s). Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have as statutory auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.



Delta Corp Limited

Independent auditor's certificate on the proposed accounting treatment included in the draft scheme of composite arrangement pursuant to SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023, as amended from time to time ('the SEBI circular'), and sections 230 to 232 read with section 66 and other applicable provisions of the Companies Act, 2013, and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

10. This certificate is issued at the request of the Company's management for onward submission along with the Draft Scheme to the SEBI, the stock exchanges, and the relevant National Company Law Tribunal(s). Accordingly, this certificate may not be suitable for any other purpose, and should not be used, referred to for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013



Khushroo B. Panthaky

Partner

Membership No. 042423

UDIN: 24042423BKCMWL4192

Place: Mumbai

Date: 24 September 2024



Appendix 1 :-

Relevant Extract of proposed accounting treatment included in the draft composite Scheme of arrangement between Delta Corp Limited and Delta Penland Private Limited and their respective shareholders and creditors pursuant to SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023, as amended from time to time ('the SEBI circular'), and sections 230 to 232 read with section 66 and other applicable provisions of the Companies Act, 2013, and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

9.1 In the books of the Demerged Company

Pursuant to the Scheme coming into effect, with effect from the Effective Date, the Demerged Company shall account for the demerger, in its books of account in accordance with the Appendix A of Indian Accounting Standards (Ind AS) 10, Events after the Reporting Period prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 in the following manner:

- 9.1.1 The Demerged Company shall transfer all assets and liabilities pertaining to the Demerged Undertaking as on the Effective Date at the values appearing in its books of account immediately before the Effective Date and correspondingly reduce from its books of account, the book values of such assets and liabilities appearing on such date;
- 9.1.2 The Demerged Company shall debit the fair value of the aforesaid assets and liabilities in the following order 1) capital reserve on business combination; 2) securities premium; 3) general reserve; and 4) balance, if any, to retained earnings, of the Demerged Company representing distribution of non-current assets to its shareholders and create a corresponding liability;
- 9.1.3 The book value of net assets derecognised at Clause 9.1.1 above will be adjusted against the liability recognised at Clause 9.1.2 above and the difference, if any, shall be recognised in the Statement of Profit and Loss; and
- 9.1.4 The reduction of the capital reserve, securities premium account, general reserve account and retained earnings of the Demerged Company after recording entries contained in 9.1.2 shall be effected as an integral part of this Scheme itself, under Section 230 to 232 read with Section 66 of the Act and the order of the Tribunal sanctioning this Scheme shall be deemed to be an order confirming the reduction. Notwithstanding the reduction in the share capital of the Demerged Company, the Demerged Company shall not be required to add "And Reduced" as suffix to its name.

For and on Behalf of Board of Directors of Delta Corp Limited

Dilip Vaidya
Company Secretary & Vice President- Secretarial
Place:- Mumbai
Date:- 24 September 2024



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

Delta House, 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