

DELTA CORP LIMITED

29th August, 2016

National Stock Exchange of India Ltd. Listing Department. Exchange Plaza, C-1, Block- G, Bandra Kurla Complex, Bandra (East) Mumbai-400 051. Fax No. 26598235/8237/8347. Symbol: DELTACORP	BSE Ltd., Corporate Relation Department, Listing Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 023. Facsimile No. 22723121/22722037/2041 Scrip Code 532848
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Dear Sir/Madam,

Sub: Notice of Annual General Meeting of the Company for the Year Ended 31st March, 2016

With regard to the captioned matter and in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of Notice of Annual General Meeting of the Company, scheduled to be held on Friday, 23rd September, 2016 for the year ended 31st March, 2016.

You are requested to take the same on record.

Thanking You.

Yours faithfully

For Delta Corp Limited



Dilip Vaidya
Company Secretary & GM - Secretarial
FCS NO.7750

Encl- As above

Regd. Office : 10, Kumar Place, 2408, General Thimayya Road, Pune - 411001.

Bayside Mall, 2nd Floor,
Tardeo Road, Haji Ali,
Mumbai - 400 034.
URL : www.deltacorp.in

Phone : +91 22 4079 4700
Fax : +91 22 4079 4777
Email : secretarial@deltin.com
CIN : L65493PN1990PLC058817

Notice is hereby given that the 25th Annual General Meeting (AGM) of Members of Delta Corp Limited will be held on Friday, 23rd September, 2016 at 3.00 p.m. at Vivanta By Taj - Blue Diamond, 11, Koregaon Road, Pune - 411 001, Maharashtra to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2016 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares.
3. To consider 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. Appointment of Statutory Auditor to fill casual vacancy:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. Walker Chandiook & Co LLP, Chartered Accountants, (Firms Registration No. 001076N/N500013), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Amit Desai & Co, Chartered Accountants, (Firm Registration No: 130710W) and M/s. Haribhakti & Co LLP, Chartered Accountants, (Firm Registration No: 103523W).

"RESOLVED FURTHER that M/s. Walker Chandiook & Co LLP, Chartered Accountants, (Firms Registration No. 001076N/N500013), be and are hereby appointed as Statutory Auditors of the Company to hold the office from 1st August, 2016, until the conclusion of this Annual General Meeting (25th) of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company."

5. Appointment of Statutory Auditor:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED that pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. Walker Chandiook & Co LLP, Chartered Accountants, (Firms Registration No. 001076N/N500013), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 25th Annual General Meeting till the conclusion of the 30th Annual General Meeting of the Company to be held in the year 2021 subject to ratification of the appointment by the Members at every Annual General Meeting held after the 25th Annual General Meeting of the Company, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company."

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

"RESOLVED THAT in accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as modified from time to time) and applicable provisions of the Companies



Act, 2013 and Rules made thereunder, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) the consent of the members of the Company be and is hereby accorded to approve the following Material Related Party Transactions entered into/to be entered into by the Company with its Subsidiary, Daman Hospitality Private Limited (DHPL), as per the terms and conditions specified in the respective contracts:

No.	Nature of Transaction
a	Taking on lease, cabin space from DHPL for the purpose of business of the Company.
b	Reimbursement of advertising expenses made by the Company on behalf of DHPL.
c	Inter Corporate Loan given/proposed to be given to DHPL and Guarantee given/proposed to be given by the Company to the Bank for the credit facility availed by DHPL from the bank.
d	Availing Hotel Room on rent from DHPL for the purpose of business of the Company.
e	Taking on lease, a part of the premises situated in the resort known as The Deltin at Daman.
f	Taking on lease, 35 Hotel Rooms per day from DHPL in its resort know as 'The Deltin'.
g	Sharing of Manpower and Resources.
h	Sale/Purchase of Fixed Assets.
i	Pledge of Equity shares of Advani Hotels and Resorts India Limited held by the Company against loan taken by DHPL.

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

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

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ONLY ON A POLL AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A person shall not act as a Proxy for more than 50 Members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a Member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.
4. In terms of Section 152 of the Companies Act, 2013, Mr. Rakesh Jhunjunwala, Director shall retire by rotation at the ensuing AGM. Mr. Rakesh Jhunjunwala, being eligible, offers himself for re-appointment.

The Board of Directors of the Company recommends re-appointment of Mr. Rakesh Jhunjunwala.

5. Details of Mr. Rakesh Jhunjunwala, Director, 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 his appointment/ re-appointment.
6. Members are requested to bring their attendance slip duly completed and signed along with their copy of annual report to the AGM.
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Friday, 16th September, 2016 to Friday, 23rd September, 2016, (both days inclusive), for the purpose of the declaration of dividend.
9. The dividend on Equity Shares, if declared at the Meeting, will be paid on or before 22nd October, 2016, to those Members or their mandates:
 - (a) whose name appears at the end of the business hours on 15th September, 2016, in the list of Beneficial Owners to be furnished by Depositories (NSDL and CDSL) in respect of the shares held in demat form ; and
 - (b) Whose names 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 15th September, 2016.
10. Members of the Company are requested to note that as per the provisions of Section 124(5) of the Companies Act, 2013, dividends not encashed / claimed by the Member of the Company, within a period of seven years from the date of declaration of dividend, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.

Dividends for the financial year 2008-2009 and thereafter which remain unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred by the Company to IEPF.

In view of the above, Members of the Company are advised to send all the un-encashed dividend warrants pertaining to the financial year 2008-2009 and thereafter to Company's STA for revalidation or issuance of Demand Draft in lieu thereof and encash the same without any delay.

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

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



- (b) Members holding shares in demat form may please note that their Bank account details, as furnished by their Depository Participant (DP) to the Company, shall be printed on their Dividend Warrants as per the applicable regulation of the Depositories and the Company shall not entertain any direct request from the Members for deletion of or change in Bank account details. Further, instructions, if any, already given by them in respect of shares held in physical form shall not be automatically applicable to shares held in demat form. Members who wish to change their Bank details or particulars are requested to contact their DP.
- (c) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided facility to the Members for remittance through Direct Credit. In this regard, members holding shares in demat form and desirous of availing the Direct Credit facility are requested to contact their DP. Further, Members holding shares in physical form and desirous of availing the Direct Credit facility are requested to contact the STA of the Company.

12. Members are requested to:

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

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

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

14. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules made thereunder, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) the Notice calling the AGM along with the Annual Report 2015-16 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's STA, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. However, in case a Member wishes to receive a physical copy of the Annual Report, 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.

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

16. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the Listing Regulations and Secretarial Standards on General Meetings (SS – 2), the Company is providing to its Members with the facility to cast their vote electronically from a place other than venue of the AGM (“remote e-voting”) using an electronic voting system provided by Central Depository Services (India) Limited (“CDSL”), on all the business items set forth in the Notice of AGM and the business may be transacted through such remote e-voting. The instructions to e-voting explain the process and manner for generating/receiving the password, and for casting of vote(s) in a secure manner. However, the Members are requested to take note of the following items:

- a. The remote e-voting period will commence on Monday, 19th September, 2016 (9.00 am IST) and will end on Thursday, 22nd September, 2016 (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, 15th September, 2016, may cast their votes through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting after 5.00 pm (IST) on Thursday, 22nd September, 2016 and remote e-voting shall not be allowed beyond the said time.
- b. The voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date, being Thursday, 15th September, 2016.
- c. Once the vote on a resolution is cast by a Member through remote e-voting, he/she/it shall not be allowed to change it subsequently.
- d. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of AGM Notice and holding shares as of the cut-off date, i.e. Thursday, 15th September, 2016, 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.cdslindia.com. Any person who ceases to be the Member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- e. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the Members, there shall be no voting by show of hands at the AGM. The Company is also offering facility for voting by way of polling papers at the AGM for the Members attending the 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 cast votes by both modes i.e. remote e-voting and polling papers at the AGM, then voting done through remote e-voting shall prevail and polling paper shall be treated as invalid.
- h. The Company has appointed Mr. Ashish Kumar Jain, Practicing Company Secretary (membership no. 6058) from M/s A. K. Jain and Co., Company Secretaries in Practice, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- i. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer’s Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the AGM to the Chairman or a person authorised by him. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.



- j. The resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the scrutinizers report shall be placed on the Company's website www.deltacorp.in and on CDSL website www.cdslindia.com immediately after the result is declared by the Chairman.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 19th September, 2016 (9.00 a.m. IST) and ends on Thursday, 22nd September, 2016 (5.00 pm IST). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 15th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the address label affixed to the Annual Report indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member Id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant <DELTA CORP LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

A. E-voting Helpdesk

Central Depository Services (India) Limited

Email: helpdesk.evoting@cdslindia.com

Phone: 1800-200-55-33

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)

Corporate Office: Plot No. 101 / 102, 19th Street, MIDC, Satpur, Nasik - 422 007

Email: support@freedomregistry.in

Phone: 0253-2354032, 2363372

In case of Members receiving the physical copy:

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

17. 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.
18. The Landmark and route map to the venue of the AGM is attached and forms a part of this Notice.
19. The Certificate from one of the outgoing Joint Statutory Auditors of the Company M/s. Amit Desai & Co., 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, August 1, 2016

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

ITEM NO. 4:

The Members of the Company at its 23rd AGM held on Friday, 26th September, 2014 had appointed M/s. Amit Desai & Co, Chartered Accountants, (Firm Registration No: 130710W) and M/s. Haribhakti & Co LLP, Chartered Accountants, (Firm Registration No: 103523W) as the Joint Statutory Auditors of the Company to hold office from the conclusion of 23rd AGM till the conclusion of 26th and 28th Annual General Meeting of the Company respectively subject to ratification of the appointment by the Members at every AGM held after the 23rd AGM of the Company.

M/s. Amit Desai & Co, Chartered Accountants, (Firm Registration No: 130710W) and M/s. Haribhakti & Co LLP, Chartered Accountants, (Firm Registration No: 103523W) vide their letter both dated 1st August, 2016 have resigned from the position of Joint Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on 1st August, 2016, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/s. Walker Chandiook & Co LLP, Chartered Accountants, (Firms Registration No. 001076N/N500013), to hold office as the Statutory Auditors of the Company till the conclusion of 25th AGM and to fill the casual vacancy caused by the resignation of M/s. Amit Desai & Co, Chartered Accountants, (Firm Registration No: 130710W) and M/s. Haribhakti & Co LLP, Chartered Accountants, (Firm Registration No: 103523W) subject to the approval by the members at the 25th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.

The Company has received consent letter and eligibility certificate from M/s. Walker Chandiook & Co LLP, Chartered Accountants, (Firms Registration No. 001076N/N500013), to act as Statutory Auditors of the Company in place of M/s. Amit Desai & Co, Chartered Accountants, (Firm Registration No: 130710W), and M/s. Haribhakti & Co LLP, Chartered Accountants, (Firm Registration No: 103523W) along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

ITEM NO. 5

The Board of Directors at its meeting held on 1st August, 2016, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants, (Firms Registration No. 001076N/N500013), as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 25th AGM, till the conclusion of the 30th AGM of the Company to be held in the year 2021 subject to ratification of the appointment by the Members at every AGM held after the 25th AGM, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.

The Company has received consent letter and eligibility certificate from M/s. Walker Chandiook & Co LLP, Chartered Accountants, (Firms Registration No. 001076N/N500013) to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 5 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.



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

ITEM NO.6:

In accordance with Regulation 23 of the SEBI Listing Regulations, 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 (DHPL), which are 'Material' as per aforesaid Regulations. These Material Related Party Transactions are entered into by the Company in its ordinary course of business and are at Arm's length basis.

Accordingly, the Board recommends the Special Resolution set out in the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are in anyway, concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

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, August 1, 2016

Registered Office:

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

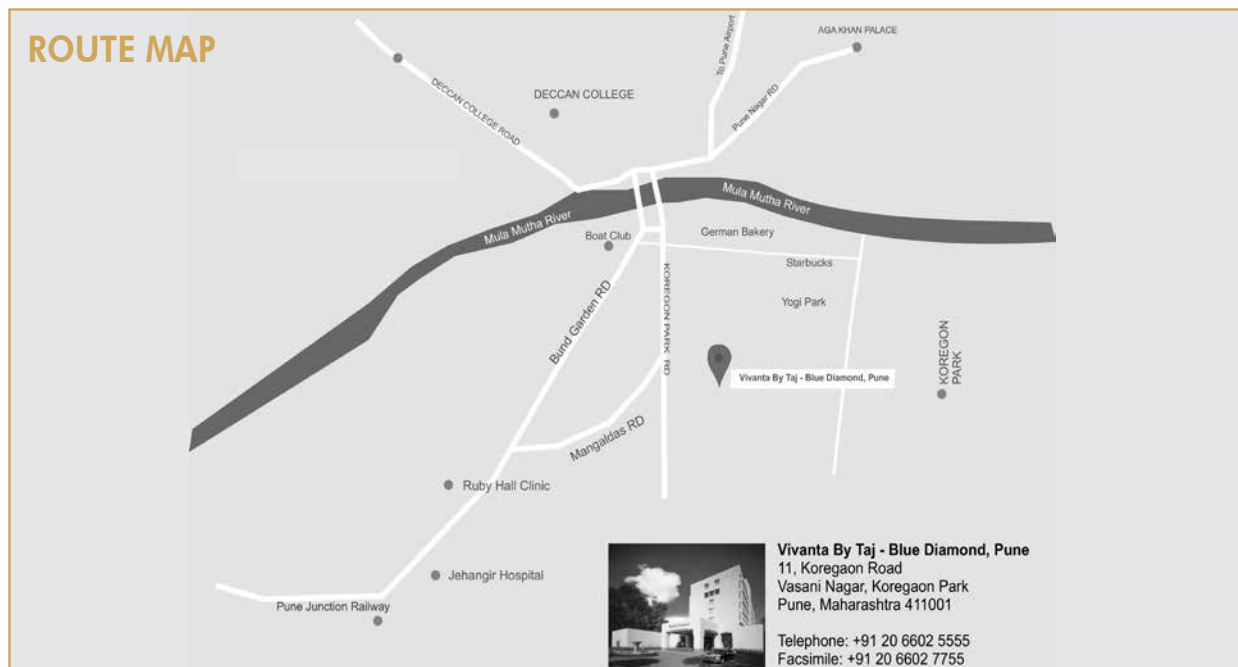
CIN : L65493PN1990PLC058817

Email ID : secretarial@deltin.com

Website : www.deltacorp.in

Tel. No. : 91-22-40794700

Fax No. : 91-22-40794777





Name of Director

Mr. Rakesh Jhunjunwala

Date of 1st Appointment:

29th October, 2010

Age: 56

Qualification:

Chartered Accountant

Experience:

Mr. Rakesh Jhunjunwala 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. Jhunjunwala'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. Jhunjunwala started actively investing and trading in stocks.

As an investor he respects markets and believes that markets are never wrong. Mr. Jhunjunwala 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):

1,05,00,000 Equity Shares of ₹ 1/- each.

Number of Meetings of the Board Attended during the Year:

2



Directorship and Committee memberships (Excluding Delta Corp Limited)

i) Directorships held in other Companies:

Aptech Limited.

Cinestaan Entertainment Private Limited.

Geojit BNP Paribas Financial Services 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 :

Metro Shoes Limited:

Allotment & Transfer Committee

Nomination & Remuneration Committee



DELTA *CORP LIMITED*

CIN: L65493PN1990PLC058817

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

Email ID : secretarial@deltin.com, Website : www.deltacorp.in Tel No : 91-22-40794700, Fax No : 91-22-40794777

PROXY FORM

(FORM NO. MGT - 11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____

Registered address : _____

E-mail ID: _____ Folio No./Client ID: _____ DP ID: _____

I / We being the member(s) of _____ shares of Delta Corp Limited, hereby appoint -

1) Name _____

Address _____

having email id _____ or failing him

2) Name _____

Address _____

having email id _____ or failing him

3) Name _____

Address _____

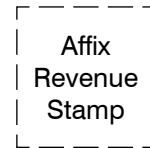
having email id _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th ANNUAL GENERAL MEETING of the Company to be held on Friday, 23rd September, 2016 at 3.00 p.m. at Vivanta By Taj - Blue Diamond, 11, Koregaon Road, Pune - 411 001, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No.	Subject Matter of the Resolution	Vote		
		For	Against	Abstain
1	Adoption of the financial statements and reports thereon for the year ended 31 st March, 2016.			
2	Declaration of the Dividend for the financial year 2015-16.			
3	Appointment of Director in place of Mr. Rakesh Jhunjunwala, who retires by rotation and being eligible, offers himself for re-appointment.			
4	Appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants as Statutory Auditors of the Company to fill casual vacancy.			
5	Appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants as Statutory Auditors of the Company for period of five (5) years.			
6	Approval of Related Party Transaction(s).			

Signed this _____ day of _____ 2016



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.



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ATTENDANCE SLIP

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

DP ID _____ Folio No./Client ID _____

No. of Shares held _____

Name of the Shareholder : _____

Name of the Proxy : _____

I hereby record my/our presence at the 25th ANNUAL GENERAL MEETING of the Company held on Friday, 23rd September, 2016 at 3.00 p.m.at Vivanta By Taj - Blue Diamond, 11, Koregaon Road, Pune - 411 001, Maharashtra.

Signature of the Shareholder/Proxy : _____

(Only Shareholders / Proxies are allowed to attend the meeting)