



06 December, 2024

To, BSE Limited Sir Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 Scrip Code: 532848	To, National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C-1, Block G, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 Symbol: DELTACORP
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Dear Sir/ Madam,

Sub: Intimation of the outcome of the meeting of the Board of Directors of Delta Corp Limited (“Company” or “DCL”) held on December 06, 2024 and disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“Listing Regulations”)

Ref: Approval of 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 under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 (“Revised Scheme”)

This is in furtherance to our intimation dated September 24, 2024, wherein we had informed that the Board of Directors of the Company (“**Board**”) had approved the draft Composite Scheme of Arrangement between the Company and Delta Penland Private Limited and their respective shareholders and creditors under Sections 230 to 232 read with Section 66 of the Companies Act, 2013 (“**Scheme**”). Pursuant to the Scheme, the Hospitality and Real Estate Business (*as defined in the Scheme*), including the project proposed to be developed in Dhargalim, Goa (“**Dhargal Project**”) was to be demerged into Delta Penland Private Limited (“**DPPL**”), i.e. the Resulting Company. The Dhargal Project is a significant part of the Company’s growth strategy in the hospitality and real estate sector.

The Board at its meeting held today discussed, deliberated and reviewed the future prospects of the Hospitality and Real Estate Business and particularly, the funding of the upcoming Dhargal Project. Taking into consideration the requirements for efficient growth of the Dhargal Project, the Board decided that the said project could be, far more financially and operationally optimized by being segregated into a wholly owned subsidiary of DPPL. This would enable raising capital in the form of equity and/or debt and have a focused approach for the development of the Dhargal Project. Therefore, it was proposed to revise the abovementioned Scheme and provide for the demerger of the Dhargal Project into Deltin Hotel & Resorts Private Limited (“**DHRPL**”), a wholly-owned subsidiary of DPPL, while the remaining Hospitality and Real Estate Business shall be demerged into DPPL. Further, the Board also decided to amalgamate Deltin Cruises and Entertainment Private Limited (“**DCEPL**”), a step-down wholly-owned subsidiary of the Company, with the Company.

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Accordingly, the Board, at its meeting, held on December 06, 2024 considered and approved the revised Composite Scheme of Arrangement amongst the Company and DHRPL and DPPL and DCEPL and their respective shareholders and creditors under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 (“Act”) (“Revised Scheme”). The Revised Scheme inter alia provides for:

- (i) demerger, transfer and vesting of the Demerged Undertaking 1 i.e. Hospitality and Real Estate Business located on the land situated in Dhargalim, Goa from the Company into DHRPL;
- (ii) demerger, transfer and vesting of the Demerged Undertaking 2 i.e. Hospitality and Real Estate Business other than the Demerged Undertaking 1 from the Company into DPPL;
- (iii) issuance and allotment of equity shares of DPPL, as consideration for demerger, transfer and vesting of the Demerged Undertaking 1 and the Demerged Undertaking 2, to shareholders of the Company;
- (iv) reduction and cancellation of the entire pre-scheme share capital of DPPL; and
- (v) amalgamation of DCEPL with the Company.

The Revised Scheme is, *inter alia*, subject to receipt of approval from the statutory, regulatory and customary authorities, including approvals from the BSE Limited, the National Stock Exchange of India Limited (collectively referred to as “Stock Exchanges”), jurisdictional National Company Law Tribunal and the shareholders and creditors (as applicable) of the companies involved in the Revised Scheme.

The Revised Scheme as approved by the Board would be available on the website of the Company at www.deltacorp.in after submission of the same with the Stock Exchanges.

In terms of the Listing Regulations read with SEBI Circular No SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, we are furnishing herewith the details of the Revised Scheme in **Annexure A**. The press release in connection with the Revised Scheme is annexed as **Annexure B**.

The Board Meeting commenced at 03.00 p.m and concluded at 3.50 p.m. This is for your information and record.

Yours faithfully,
For **Delta Corp Limited**

Dilip Vaidya
Company Secretary & Vice President – Secretarial
Membership No. F7750

Encl: a/a

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Annexure A

Brief details of Demerger

a)	Brief details of the division to be demerged	<p><u>Demerged Undertaking 1</u></p> <p>The entire business of the Company pertaining to Hospitality and Real Estate Business located on the Dhargal Land (<i>as defined in the Revised Scheme</i>).</p> <p><u>Demerged Undertaking 2</u></p> <p>The entire business of the Company pertaining to Hospitality and Real Estate Business other than Demerged Undertaking 1, as mentioned above.</p>
b)	Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year	<p><u>Demerged Undertaking 1</u></p> <p>There is no turnover of the Demerged Undertaking 1 as on March 31, 2024 (since the Dhargal Project is currently under development).</p> <p><u>Demerged Undertaking 2</u></p> <p>The turnover of the Demerged Undertaking 2, as on March 31, 2024 was INR 4,57,99,171.</p> <p>The turnover of the Demerged Undertaking 2 is 0.72% to the total turnover of the Company in the financial year ending March 31, 2024.</p>
c)	Rationale for demerger	<p>(i) As part of an overall strategy for the optimum running, growth and development of the businesses of DCL, it is considered desirable and expedient to reorganise and reconstruct DCL by segregating its gaming business from hospitality and real estate vertical. This will result in the creation of two separate robust listed entities viz., DPPL focussing exclusively on the hospitality and real estate vertical and DCL shall continue to be in the gaming business.</p>

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		<p>(ii) These listed entities will be subject to public, media, analysts and regulatory review. A clean corporate structure with no cross holdings will ensure transparency, accountability, highest standards of corporate governance and compliance. It also enhances operational flexibility and helps quick response to competitive or environmental challenges.</p> <p>(iii) The proposed reorganisation pursuant to this Scheme is expected, <i>inter alia</i>, to result in the following benefits:</p> <ul style="list-style-type: none"> a) unlocking of value and create enhanced value for shareholders and allow a focused strategy in operations; b) provide better flexibility in accessing capital and attract business specific partners and investors; c) focused management approach for pursuing revenue growth and expansion opportunities in the respective business verticals; d) de-risking the businesses for the stakeholders of DCL through an independent market driven valuation of their shares in DPPL which will be listed pursuant to the Scheme; e) streamlining of the corporate structure by elimination of legal entities; and f) reduction of legal and regulatory compliances and cost savings through legal entity rationalisation. <p>(iv) The Scheme is in the interest of all stakeholders of DCL, DPPL, DHRPL and DCEPL.</p>
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d) Brief details of change in shareholding pattern (if any) of all entities	i. Delta Corp Limited				
	Particulars	Pre-Scheme (as on September 30, 2024)		Post-Scheme (basis shareholding as on September 30, 2024)	
		No of equity shares	%	No of equity shares	%
	Promoters	8,90,50,440	33.26	8,90,50,440	33.26
Public	17,87,20,657	66.74	17,87,20,657	66.74	
TOTAL	26,77,71,097	100	26,77,71,097	100	
ii. Deltin Hotel & Resorts Private Limited					
Particulars	Pre-Scheme (as on December 06, 2024)		Post-Scheme (basis shareholding as on December 06, 2024)		
	No of equity shares	%	No of equity shares	%	
Promoters	10,000	100	10,000	100	
Public	0	0	0	0	
TOTAL	10,000	100	10,000	100	
iii. Delta Penland Private Limited					
Particulars	Pre-Scheme (as on December 06, 2024)		Post-Scheme (basis shareholding as on December 06, 2024)		
	No of equity shares	%	No of equity shares	%	
Promoters	10,00,000	100	8,90,50,440	33.26	
Public	0	0	17,87,20,657	66.74	
TOTAL	10,00,000	100	26,77,71,097	100	

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e)	In case of cash consideration – amount or otherwise share exchange ratio	<p>No cash consideration is payable under the proposed Revised Scheme. For the demerger of the Demerged Undertaking 1 and the Demerged Undertaking 2 of the Company into DHRPL and DPPL, respectively, on a going concern basis, DPPL shall issue and allot on a proportionate basis to each shareholder of the Company whose name is recorded in the register of members and records of the depository as members of the Company as on the Record Date (<i>as defined in the Revised Scheme</i>), as under:</p> <p>1 (One) fully paid-up equity share of DPPL having face value of INR 1 (Rupee One) each for every 1 (One) fully paid up equity share of INR 1 (Rupee One) each of the Company.</p> <p>The abovementioned share entitlement ratio has been arrived based on the Share Entitlement Ratio Report of SSPA & Co., Chartered Accountants, being the Registered Valuer. Further, a fairness opinion report on the share entitlement ratio is provided by Kunverji Finstock Private Limited, Independent SEBI Registered Category – 1 Merchant Banker.</p>
f)	Whether listing would be sought for the resulting entity	Yes. The equity shares to be issued by DPPL shall be listed on BSE Limited and National Stock Exchange of India Limited.

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Brief details of Amalgamation

a)	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as size, turnover etc.	<p>Deltin Cruises and Entertainment Private Limited (as on September 30, 2024)</p> <p>Standalone:</p> <ul style="list-style-type: none"> • Total assets – INR 97,909/- • Net worth – INR (334,811)/- • Turnover – NIL <p>Consolidated:</p> <ul style="list-style-type: none"> • Total assets – N/A • Net worth – N/A • Turnover – N/A <p>Delta Corp Limited (as on September 30, 2024)</p> <p>Standalone:</p> <ul style="list-style-type: none"> • Total assets – INR 27,38,11,52,613/- • Net worth – INR 25,35,37,27,841/- • Turnover – INR 2,88,41,51,844/- <p>Consolidated:</p> <ul style="list-style-type: none"> • Total assets – INR 20,15,14,57,279/- • Net worth – INR 25,45,82,37,337/- • Turnover – INR 3,68,29,27,278/-
b)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”	<p>Yes, the Company and DCEPL are related to each other.</p> <p>However, in terms of General Circular No. 30/2014 dated July 17, 2014, issued by Ministry of Corporate Affairs (“MCA Circular”), the transactions arising out of compromises, arrangements and amalgamations under the Companies Act, 2013 (“Act”), will not attract the requirements of Section 188 of the Act.</p>
c)	Area of business of the entity(ies)	<p>1. DCEPL is engaged in the gaming segment, designing, consulting, developing, marketing, hosting online computer and mobile games and</p>

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		<p>other cell phone and internet application and any other media.</p> <p>2. The Company is <i>inter alia</i>, engaged in the business of (i) gaming; and (ii) hospitality and real estate</p>
d)	Rationale for merger	<p>(i) As part of an overall strategy for the optimum running, growth and development of the businesses of DCL, it is considered desirable and expedient to reorganise and reconstruct DCL by segregating its gaming business from hospitality and real estate vertical. This will result in the creation of two separate robust listed entities viz., DPPL focussing exclusively on the hospitality and real estate vertical and DCL shall continue to be in the gaming business.</p> <p>(ii) These listed entities will be subject to public, media, analysts and regulatory review. A clean corporate structure with no cross holdings will ensure transparency, accountability, highest standards of corporate governance and compliance. It also enhances operational flexibility and helps quick response to competitive or environmental challenges.</p> <p>(iii) The proposed reorganisation pursuant to this Scheme is expected, <i>inter alia</i>, to result in the following benefits:</p> <ul style="list-style-type: none"> a) unlocking of value and create enhanced value for shareholders and allow a focused strategy in operations; b) provide better flexibility in accessing capital and attract business specific partners and investors; c) focused management approach for pursuing revenue growth and expansion opportunities in the respective business verticals;

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		<p>d) de-risking the businesses for the stakeholders of DCL through an independent market driven valuation of their shares in DPPL which will be listed pursuant to the Scheme;</p> <p>e) streamlining of the corporate structure by elimination of legal entities; and</p> <p>f) reduction of legal and regulatory compliances and cost savings through legal entity rationalisation.</p> <p>The Scheme is in the interest of all stakeholders of DCL, DPPL, DHRPL and DCEPL.</p>																																												
e)	Brief details of change in shareholding pattern (if any) of all entities	<p>i. Deltin Cruises and Entertainment Private Limited</p> <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Pre-Scheme (as on December 06, 2024)</th> <th colspan="2">Post-Scheme (basis shareholding as on December 06, 2024)</th> </tr> <tr> <th>No of equity shares</th> <th>%</th> <th>No of equity shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoters</td> <td>10,000</td> <td>100</td> <td colspan="2" rowspan="3">Not Applicable</td> </tr> <tr> <td>Public</td> <td>0</td> <td>0</td> </tr> <tr> <td>TOTAL</td> <td>10,000</td> <td>100</td> </tr> </tbody> </table> <p>ii. Delta Corp Limited</p> <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Pre-Scheme (as on September 30, 2024)</th> <th colspan="2">Post-Scheme (basis shareholding as on September 30, 2024)</th> </tr> <tr> <th>No of equity shares</th> <th>%</th> <th>No of equity shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoters</td> <td>8,90,50,440</td> <td>33.26</td> <td>8,90,50,440</td> <td>33.26</td> </tr> <tr> <td>Public</td> <td>17,87,20,657</td> <td>66.74</td> <td>17,87,20,657</td> <td>66.74</td> </tr> <tr> <td>TOTAL</td> <td>26,77,71,097</td> <td>100</td> <td>26,77,71,097</td> <td>100</td> </tr> </tbody> </table>	Particulars	Pre-Scheme (as on December 06, 2024)		Post-Scheme (basis shareholding as on December 06, 2024)		No of equity shares	%	No of equity shares	%	Promoters	10,000	100	Not Applicable		Public	0	0	TOTAL	10,000	100	Particulars	Pre-Scheme (as on September 30, 2024)		Post-Scheme (basis shareholding as on September 30, 2024)		No of equity shares	%	No of equity shares	%	Promoters	8,90,50,440	33.26	8,90,50,440	33.26	Public	17,87,20,657	66.74	17,87,20,657	66.74	TOTAL	26,77,71,097	100	26,77,71,097	100
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f)	In case of cash consideration – amount or otherwise share exchange ratio	DCEPL is an indirect wholly owned subsidiary of the Company and therefore there shall be no issue of shares as consideration for the amalgamation of DCEPL with the Company.																																												

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Annexure B

Press Release: Mumbai, December 06, 2024:

Delta Corp Limited - Revision of Scheme related to Demerger of Hospitality & Real Estate Business

Background

Delta Corp Limited (“the Company”), is engaged in the businesses of (i) Gaming (live, electronic and online); and (ii) Hospitality and Real Estate. The Company has evolved into diversified segments like Casino Gaming, Online Gaming, as well as Hospitality and Real Estate. The equity shares of the Company are listed on BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”). The Hospitality and Real Estate business *inter alia* includes Deltin Suites, a 106-room, all-suite hotel with a casino located in Goa; The Deltin, a 176-room five-star deluxe property and the largest integrated resort spread over 10 acres located in Daman; Marvel Resorts, a proposed approx. 440 room hotel spread over 8,000 square metres in Goa; and land situated in Dhargalim, Goa, where it is proposed to develop an integrated resort with a water park spread over 88 acres. The Company also holds investments in hospitality and real estate companies.

Revision of the Composite Scheme of Arrangement

The Board of Directors at its meeting held on September 24, 2024 had approved the demerger of the Company’s Hospitality and Real Estate Business by way of a Composite Scheme of Arrangement under Sections 230 - 232 read with Section 66 of the Companies Act, 2013 (“Scheme”). Pursuant to the said Scheme, the Hospitality and Real Estate Business, including the project proposed to be developed in Dhargalim, Goa (“Dhargal Project”) was to be demerged into Delta Penland Private Limited (“DPPL”), i.e. the Resulting Company.

Considering that the Dhargal Project is currently in its nurturing stage and will require significant capital investment for completion, it has become imperative to raise capital in the form of equity and/or debt and have a focused approach for its development. The revision ensures that the Dhargal Project, which is a significant part of the Company’s growth strategy in the hospitality and real estate sector, is financially and operationally optimized by being segregated into a separate legal entity, while continuing to provide value to the Company’s shareholders.

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Accordingly, the revised Scheme *inter alia* provides for the demerger of the Dhargal Project into Deltin Hotel & Resorts Private Limited, a wholly-owned subsidiary of DPPL, while the remaining Hospitality and Real Estate Business shall be demerged into DPPL.

The Scheme is subject to approval of the shareholders of the Company, stock exchanges, SEBI, NCLT and such other regulatory approvals as may be required which will take between 10 to 12 months. Upon the Scheme becoming effective, all shareholders of the Company are and will be the ultimate beneficial owners of DPPL in the same ratio (*inter se*) as they hold shares in the Company. The shares of DPPL shall be listed on the stock exchanges pursuant to the Scheme. The Scheme will have no impact on employees, customers and our business partners.

The Company has obtained the share entitlement ratio from SSPA & Co., Chartered Accountants and fairness opinion report on the share entitlement ratio from Kunverji Finstock Private Limited, an Independent SEBI Registered Category-1 Merchant Banker on the revised scheme of arrangement. As per the said reports, there is no change in the share entitlement ratio provided earlier, i.e. DPPL will issue and allot eligible shareholders 1 (One) new equity share of face value of INR 1/- each, credited as fully paid-up, for every 1 (One) equity share of face value of INR 1/- each fully paid-up held by such shareholders in the Company.

Objectives for the Scheme:

- **Enhanced Focus and Management accountability:** The Simplified corporate structure will make it easier for the management of the Company to focus on its core business, i.e. gaming, thereby improving operational efficiency and accountability. The Resulting Company will focus on Hospitality & Real Estate Business.
- **Unlocking Value:** Currently, the Company does not get desired value for its Hospitality and Real Estate Business as it is mainly seen as a company engaged in gaming business. The Scheme will create value for shareholders of the Company as they will be issued 1 equity share of the Resulting Company, which will become listed pursuant to the Scheme, for every 1 share held in the Company.
- **Investor Opportunity:** Once the Scheme is effective, there will be two separate robust listed entities viz., the Resulting Company focussing exclusively on the hospitality and real estate vertical and the Company shall continue to be in the gaming business, effectively, giving an opportunity to the Investors to continue in both companies or either one.

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- **Sector Specific Growth & Investments:** Both the entities can tap respective sectoral growth strategies which will eventually attract specific investors. Further the risk across various sectors will be leveraged.
- **Better Resource Allocation:** The entities will be run professionally providing transparency and accountability. Resources will be allocated more effectively, aligning with each entity's specific needs.

About Delta Corp

Delta Corp Limited is the only listed company engaged in the gaming (live, electronic, and online) and hospitality space in India. Incorporated in 1990 as a textiles and real estate consultancy company, Delta Corp, has evolved into diversified segments like Casino gaming, Online gaming, Hospitality and Real estate. Delta Corp, along with its subsidiaries, owns and operates the 'Deltin' brand of luxury casinos in the states of Goa and Sikkim. The Company also owns and operates 'Deltin Suites', an all-suite casino-hotel in Goa and 'The Deltin', a five-star hotel and integrated resort in Daman. The company has ventured into the fast-growing online space with the online poker site 'Adda52.com'; and the online rummy site 'Adda52rummy.com'.

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