

DELTA CORP LIMITED

23rd July, 2018

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: Outcome of Board Meeting

With regard to the captioned matter and in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that at the meeting of the Board of Directors of Delta Corp Limited held on 23rd July, 2018 the Board has adopted and approved the Un-Audited Financial Results (Standalone and Consolidated) for the quarter ended 30th June, 2018 (Copies of Un-audited Financial Results (Standalone and Consolidated) along with limited review reports are enclosed herewith).

As an update to disclosure made by us on August, 30, 2016 and August 8, 2017 pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Copies enclosed for your reference) we would like to inform you that the Board have approved, at its meeting held today :

- (a) the redemption of 37,747 (Thirty Seven Thousand Seven Hundred and Forty Seven) 1% Redeemable Preference Shares of ₹ 21,667/- (Rupees Twenty One Thousand Six Hundred and Sixty Seven only) of Delta Corp Limited aggregating to ₹ 81,78,64,249/- out of the current year's profits;
- (b) the conversion of 43,747 (Forty Three Thousand Seven Hundred and Forty Seven) 0.001% Non-Cumulative Optionally Convertible Preference Shares of ₹ 21,667/- (Rupees Twenty One Thousand Six Hundred and Sixty Seven only) each into 33,01,520 equity shares of Re. 1/- (Rupee One) each ranking pari- passu with the existing equity shares of the Company to the holders of preference shareholders.

The Board of Directors of the Company have also approved the re-appointment of Mr. Ashish Kapadia, (DIN: 02011632) as Managing Director of the Company for a period of 5 years i.e. from 27th April, 2019 to 26th April, 2024, subject to approval of shareholders at ensuing Annual General Meeting of the Company (Disclosures pursuant to Regulation 30 of Para A of Part A of Schedule III of Listing Regulations are enclosed.)

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

Bayside Mall, 2nd Floor,
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Fax : +91 22 4079 4777
Email : secretarial@deltin.com
CIN : L65493PN1990PLC058817





The Board meeting commenced at 4.00 P.M. and concluded at 7.00 P.M.

You are requested to take the above on record & oblige.

Thanking You.

Yours Faithfully,
For Delta Corp Limited

A handwritten signature in blue ink, appearing to read "Dilip Vaidya", is written over the printed name.

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

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

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Sr No.	Particulars	Standalone			
		Quarter Ended		Year Ended	
		30-Jun-18	31-Mar-18	30-Jun-17	31-Mar-18
		Unaudited	Audited (Refer Note No.4)	Unaudited	Audited
1	Income from Operations				
	- Gaming Operations	115.16	116.34	77.47	396.97
	- Hospitality and Other Operations	19.91	18.77	2.89	46.74
	Gross Income from Operations	135.07	135.11	80.36	443.71
	Less : GST Included Above	25.16	25.21	-	67.91
	a) Net Sales / Revenue	109.91	109.90	80.36	375.80
	b) Other Income	5.90	4.33	3.73	24.10
	Total Income (a + b)	115.81	114.23	84.09	399.90
2	Expenses:				
	a) Cost of Material Consumed	7.72	6.98	4.97	24.57
	b) Changes in Inventories	0.11	0.13	(0.10)	(0.45)
	c) Employee Benefit Expenses	20.32	18.62	11.05	62.89
	d) Depreciation and Amortization Expenses	3.84	4.33	3.07	14.64
	e) License Fees & Registration Charges	10.41	4.27	4.30	17.66
	f) Gaming & Entertainment Tax	-	-	8.47	8.47
	g) Finance Costs	0.14	0.61	2.45	4.63
	h) Other Expenditure	29.10	31.77	21.31	106.25
	Total Expenses (a+b+c+d+e+f+g+h)	71.64	66.71	55.52	238.66
3	Profit Before Exceptional Items and Tax (1 - 2)	44.17	47.52	28.57	161.24
4	Exceptional Items	-	(1.92)	0.91	(1.02)
5	Profit Before Tax from Operations (3 + 4)	44.17	45.60	29.48	160.23
6	Tax Expenses	15.56	16.55	10.67	55.67
7	Net Profit After Taxes (5 - 6)	28.61	29.05	18.81	104.56
8	Other Comprehensive Income/(Loss) (Net of Taxes)	(1.91)	(30.90)	0.35	(2.69)
9	Total Comprehensive (Loss)/Income After Taxes (7 + 8)	26.70	(1.85)	19.16	101.87
10	Paid up Equity Share Capital (Face Value of Equity Shares : Re.1/- each)	26.76	26.76	26.71	26.76
11	Other Equity (Excluding Revaluation Reserve)				1,644.48
12	Basic and Diluted EPS ₹ (Not Annualised)				
	Basic EPS	1.07	1.11	0.76	3.98
	Diluted EPS	1.07	1.10	0.76	3.98



Notes to the standalone financial results :

- 1 The above results for the quarter ended 30th June, 2018 which have been subjected to review by Statutory Auditors of the Company were reviewed and recommended by the Audit Committee and subsequently approved by the Board of Directors at its meeting held on 23rd July, 2018, in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Clause, 2015.
- 2 The Allotment Committee of the Board of Directors of the Company at its meeting held on 26th April, 2018 have allotted 49,750 Equity Shares of Rs. 1/- each, pursuant to exercise of option, under DELTA CORP ESOS 2009.
- 3 Tax Expenses includes Income Tax, Deferred Tax and reversal of earlier year Income Tax.

(₹ in Crores)

Particulars	Quarter Ended		Year Ended	
	30-Jun-18	31-Mar-18	30-Jun-17	31-Mar-18
Income Tax	15.07	14.70	9.14	49.95
Deferred Tax	0.49	1.85	1.53	5.72

- 4 The figures of the quarter ended 31st March, 2018 are the balancing figures between audited figures in respect of full financial year for the year ended 31st March, 2018 and the unaudited published year to date figures upto 31st December, 2017 which are subjected to limited reviewed..
- 5 The Goa government in the current period has notified revised license fees for onshore and offshore casinos operating in Goa. Based on this notification, the increased offshore and onshore casino license fees for the Company is Rs. 30 crores and Rs. 10 crores respectively in the current year as compared to Rs. 11 crores and Rs. 5 crores respectively in the previous year ended 31st March 2018. As a result, the impact of license fees in the current quarter is Rs. 5.97 crores.

Place : Mumbai
Date : July, 23, 2018



For Delta Corp Limited


Jaydev Mody
(Chairman)

Walker Chandiook & Co LLP

Walker Chandiook & Co LLP

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Independent Auditor's Review Report on Standalone Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Board of Directors of Delta Corp Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results ("Statement") of Delta Corp Limited ("the Company") for the quarter ended 30 June 2018 being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable Indian Accounting Standards, as specified under Section 133 of the Companies Act, 2013 read with SEBI Circular CIR/CFD/CMD/15/2015 dated 30 November 2015 and SEBI Circular CIR/CFD/FAC/62/2016 dated 5 July 2016, and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Walker Chandiook & Co LLP

Chartered Accountants

Firm Registration No: 001076N/N500013



Nikhilesh Nagar

Partner

Membership No. 79597

Place : Mumbai

Date : 23 July 2018

Sr No.	Particulars	Consolidated			
		Quarter Ended		Year Ended	
		30-Jun-18	31-Mar-18	30-Jun-17	31-Mar-18
		Unaudited	Audited (Refer Note No.5)	Unaudited	Audited
1	Income from Operations				
	- Gaming Operations	176.70	163.57	115.74	580.31
	- Online Skill Gaming Operations	39.03	33.54	-	86.04
	- Hospitality and Other Operations	22.72	21.88	17.53	81.47
	Gross Income from Operations	238.45	218.99	133.27	747.82
	Less : GST Included Above	43.41	39.26	-	111.78
	Less : Intragroup Transactions	7.76	8.15	4.65	28.38
	a) Net Sales / Revenue	187.28	171.58	128.62	607.66
	b) Other Income	8.26	8.38	3.71	28.62
	Total Income (a + b)	195.54	179.96	132.33	636.28
2	Expenses:				
	a) Cost of Material Consumed	9.99	9.72	8.85	35.85
	b) Changes in Inventories	0.18	(0.33)	(0.25)	(0.75)
	c) Employee Benefit Expenses	28.25	26.58	18.00	94.60
	d) Depreciation and Amortization Expenses	9.35	9.43	8.90	37.14
	e) License Fees & Registration Charges	24.35	9.56	9.66	40.52
	f) Gaming & Entertainment Tax	-	-	12.65	12.65
	g) Finance Costs	0.22	0.83	6.95	10.38
	h) Other Expenditure	59.09	58.56	34.40	177.77
	Total Expenses (a+b+c+d+e+f+g+h)	131.43	114.35	99.16	408.16
3	Profit Before Exceptional Items and Tax (1 - 2)	64.11	65.61	33.17	228.12
4	Exceptional Items	-	(0.80)	1.85	1.05
5	Profit After Exceptional Items and Before Tax (3 + 4)	64.11	64.81	35.02	229.17
6	Share of Loss from Associate and Joint Venture	-	-	(0.72)	(0.72)
7	Profit Before Tax from Operations (5 + 6)	64.11	64.81	34.30	228.45
8	Tax Expenses	22.45	19.14	12.66	73.69
9	Net Profit for the period/year from operations (7 - 8)	41.66	45.67	21.64	154.76
10	Share of Non Controlling Interest	0.25	0.42	(0.66)	(0.79)
11	Net Profit After Taxes, Share of Non Controlling Interest (9 - 10)	41.41	45.25	22.30	155.55
12	Other Comprehensive Income/(Loss) (Net of Taxes)	(1.11)	(30.70)	(1.99)	(5.01)
13	Total Comprehensive (Loss)/Income After Taxes (11 + 12)	40.30	14.55	20.31	150.54
14	Paid up Equity Share Capital (Face Value of Equity Shares : Re.1/- each)	26.76	26.76	26.71	26.76
15	Other Equity (Excluding Revaluation Reserve)				1,655.98
16	Profit and Losses Attributable to :				
	- Owners of the Company	41.41	45.25	22.30	155.55
	- Non Controlling Interest	0.25	0.42	(0.66)	(0.79)
17	Other Comprehensive Income Attributable to :				
	- Owners of the Company	(1.11)	(30.70)	(1.99)	5.01
	- Non Controlling Interest	0.00	0.00	0.00	-
18	Total Comprehensive Income Attributable to :				
	- Owners of the Company	40.30	14.55	20.31	150.54
	- Non Controlling Interest	0.25	0.42	(0.66)	(0.79)
19	Basic and Diluted EPS ₹ (Not Annualised)				
	Basic EPS	1.55	1.72	0.90	5.92
	Diluted EPS	1.54	1.72	0.90	5.92



Reporting of Segment-wise Revenue, Results and Capital Employed (Consolidated)		(₹ in Crores)			
Sr No.	Particulars	Quarter Ended			Year Ended
		30-Jun-18	31-Mar-18	30-Jun-17	31-Mar-18
		Unaudited	Audited (Refer Note No.5)	Unaudited	Audited
1	Segment Revenue				
	Casino Gaming Division	176.70	163.57	115.74	580.31
	Online Skill Gaming Division	39.03	33.54	-	86.04
	Hospitality Division	22.72	21.88	17.53	81.47
	Gross Revenue	238.45	218.99	133.27	747.82
	Less : GST included above	(43.41)	(39.26)	-	(111.78)
	Less : Inter Segment Revenue	(7.76)	(8.15)	(4.65)	(28.38)
	Net Sales / Income from Operations	187.28	171.58	128.62	607.66
2	Segment Results				
	Casino Gaming Division	57.45	59.62	42.97	210.27
	Online Skill Gaming Division	4.59	4.74	-	25.39
	Hospitality Division	(5.27)	(5.54)	(6.14)	(23.17)
	Total	56.77	58.82	36.83	212.49
	Unallocable Expenses (Net)	0.70	0.76	0.42	2.61
	Other Income (Net)	8.26	8.38	3.71	28.62
	Finance Costs	0.22	0.83	6.95	10.38
	Profit Before Tax and Exceptional Item	64.11	65.61	33.17	228.12
3	Capital Employed				
	Segment Assets				
	Casino Gaming Division	622.61	613.24	471.25	613.24
	Online Skill Gaming Division	290.04	295.42	-	295.42
	Hospitality Division	499.43	502.75	496.24	502.75
		1,412.08	1,411.41	967.49	1,411.41
	Unallocable Assets	628.08	572.23	682.45	572.23
	Total Assets	2,040.16	1,983.64	1,649.94	1,983.64
	Segment Liabilities				
	Casino Gaming Division	52.36	43.69	75.35	43.69
	Online Skill Gaming Division	202.45	203.99	-	203.99
	Hospitality Division	29.72	28.34	65.38	28.34
		284.53	276.02	140.73	276.02
	Unallocable Liabilities	19.01	10.78	11.48	10.78
	Total Liabilities	303.54	286.80	152.21	286.80
Notes on Segment Information:					
Business Segments					
Based on the "management approach" as defined in Ind AS 108 – Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along with Business Segments. The Accounting principles used in the preparation of the financial results are consistently applied to record revenue and expenditure in individual segments.					



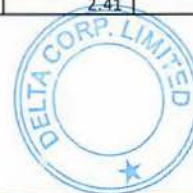
Notes to the consolidated financial results :

- 1 The above results for the quarter ended 30th June, 2018 which have been subjected to review by Statutory Auditors of the Company were reviewed and recommended by the Audit Committee and subsequently approved by the Board of Directors at its meeting held on 23rd July, 2018, in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Clause, 2015.
- 2 The Allotment Committee of the Board of Directors of the Company at its meeting held on 26th April, 2018 have allotted 49,750 Equity Shares of Rs. 1/- each, pursuant to exercise of option, under DELTA CORP ESOS 2009.
- 3 The consolidated unaudited financial results of the Company and its subsidiaries and associates (the 'Group') have been prepared as per Ind AS 110 consolidated financial statements and Ind AS 28 on investments in Associates.
- 4 The Company has been following the practice of publishing Consolidated Financial Results. The Standalone and Consolidated Financial Results are available on Company's website i.e. www.deltacorp.in and also on the website of the Stock Exchanges, where shares of the Company are listed i.e. www.bseindia.com and www.nseindia.com.
- 5 The figures of the quarter ended 31st March, 2018 are the balancing figures between audited figures in respect of full financial year for the year ended 31st March, 2018 and the unaudited published year to date figures upto 31st December, 2017 which are subjected to limited reviewed..
- 6 The unaudited financial results of two subsidiaries, one step down subsidiaries and one associate company have been consolidated on the basis of un-reviewed financial statement prepared by the management of respective entities.
- 7 The Goa government in the current period has notified revised license fees for onshore and offshore casinos operating in Goa. Based on this notification, the increased offshore and onshore casino license fees for the Group is Rs. 30 crores and Rs. 10 crores respectively in the current year as compared to Rs. 11 crores and Rs. 5 crores respectively in the previous year ended 31st March 2018. As a result, the impact of license fees in the current quarter is Rs. 14.44 crores.
- 8 Tax Expenses includes Income Tax, Deferred Tax and reversal of earlier year Income Tax.

(₹ in Crores)

Particulars	Quarter Ended			Year Ended
	30-Jun-18	31-Mar-18	30-Jun-17	31-Mar-18
Income Tax	20.04	18.55	13.96	68.53
Deferred Tax	2.41	0.59	(1.30)	5.16

Place : Mumbai
Date : July, 23, 2018



For Delta Corp Limited


Jaydev Mody
(Chairman)

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Independent Auditor's Review Report on Consolidated Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Board of Directors of Delta Corp Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results ("Statement") of Delta Corp Limited ("the Company") and its subsidiaries, (the Company and its subsidiaries together referred to as "the Group"), and its associate for the quarter ended 30 June 2018, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above and upon consideration of the review reports of other auditors, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable Indian Accounting Standards specified under Section 133 of the Companies Act, 2013 and SEBI Circulars CIR/CFD/CMD/15/2015 dated 30 November 2015 and CIR/CFD/FAC/62/2016 dated 5 July 2016 and other recognised accounting practices and policies has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.



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Walker Chandiook & Co LLP

Delta Corp Limited

Independent Auditor's Review Report on Consolidated Quarterly Financial Results

4. The Statement includes the results of the following entities:

Delta Corp Limited, Delta Pleasure Cruises Company Private Limited, Delta Offshore Developers Limited, Daman Entertainment Private Limited, Marvel Resorts Private Limited, Daman Hospitality Private Limited, Delta Hospitality and Entertainment Mauritius Limited, Caravela Casino Private Limited, Highstreet Cruises and Entertainment Private Limited, Deltin Hotel and Resorts Private Limited, Delta Hotel Lanka Private Limited, Zeicast Pte Limited, Gaussian Networks Private Limited, Gaussian Software Private Limited, Mind Sports League Private Limited and Gaussian Online Skills Private Limited.

5. We did not review the interim financial results of 7 subsidiaries included in the Statement whose interim financial results reflect total revenues of Rs 52.12 crores and net profit of Rs. 10.08 crores for the quarter ended 30 June 2018., whose financial results have not been reviewed by us. These interim financial results have been reviewed by other auditors whose review reports have been furnished to us by the management and our report in respect thereof is based solely on the review reports of such other auditors. Our review report is not qualified in respect of this matter.

6. We did not review the interim financial results of 3 subsidiaries included in the Statement whose financial results reflect total revenues of Rs. NIL and net loss of Rs. 0.07 crores for the quarter ended 30 June 2018, whose financial results have not been reviewed by us. The statement also includes the Group's share of net profit/loss of Rs. NIL for the quarter ended 30 June 2018, as considered in statement, in respect of an associate, whose financial results have not been reviewed by us. These interim financial results have not been reviewed and have been furnished to us by the management and our report in so far as it relates to the amounts and disclosures includes in respect of these subsidiaries and associate is based solely on such unreviewed interim financial results. In our opinion and according to the information and explanations given to us by the management, these interim financial results are not material to the Group. Our review report is not qualified in respect of this matter.

For Walker Chandiook & Co LLP

Chartered Accountants

Firm Registration No: 001076N/N500013



Nikhilesh Nagar

Partner

Membership No. 79597

Place : Mumbai

Date : 23 July 2018





30th 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: Disclosure pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with sub paragraphs 1.1 and 1.2 of Paragraph A 1 of Annexure I of SEBI Circular bearing no CIR/CFD/CMD/4/2015 dated September 9, 2015

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with sub-paragraphs 1.1 and 1.2 of Paragraph A 1 of Annexure I of SEBI Circular bearing no CIR/CFD/CMD/4/2015 dated September 9, 2015 please note that the Board of Directors of Delta Corp Limited ("Delta" or "Transferee"), has at its meeting held today i.e. 30th August, 2016 approved:

- (a) the proposed acquisition of 2,501 equity shares and 10,753 compulsorily convertible preference shares (representing approximately 25.99% of the share capital) of Gauss Networks Private Limited ("Proposed Acquisition"); and
- (b) the draft scheme of amalgamation of Gauss Networks Private Limited ("Gauss" or "Transferor") with the Transferee ("Proposed Amalgamation"),

and pursuant to the foregoing, Delta has entered into agreements for the above.



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

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Email : secretarial@deltin.com
CIN : L65493PN1990PLC058817



8th August, 2017

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,

Re: Update to disclosure made pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

This disclosure is being made pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As an update to the disclosure made by us on August 30, 2016 (enclosed for your reference), we would like to inform you that, on August 08, 2017 Delta Corp Limited (“Delta”) has completed all the actions contemplated under the scheme of amalgamation of Gauss Networks Private Limited (“Gauss”) with Delta (“Scheme”) including the allotment of 43,747 0.001% Non- Cumulative Optionally Convertible Preference Shares of ₹ 21,667/-each fully paid-up and 37,747 1% Redeemable Preference Shares of ₹.21,667/- each fully paid-up to the shareholders of Gauss pursuant to the Scheme.

This is for your information and 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.

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URL : www.deltacorp.in CIN : L65493PN1990PLC058817



The Transferor is a private limited company incorporated under the Companies Act, 1956 and has its registered office at 349, Udyog Vihar Phase-II, Gurgaon, Haryana 122016. The Transferor was incorporated on August 29, 2013 and is engaged in the business of software development and providing Software-as-a-Service.

Pursuant to the proposed transaction, Gaussian Network Private Limited ("Gaussian"), a wholly owned subsidiary of the Transferor incorporated on June 10, 2011, which owns and operates the online poker site www.adda52.com which is the market leader and India's no. 1 online poker website, will become a subsidiary of Delta. This will witness Delta's entry into online space and will give it an instant leadership position in the online poker space.

The consolidated turnover of Gauss and Gaussian for the last 3 financial years is as (a) ₹. 47.13 Crore for FY 2015-16; (b) ₹. 35.19 Crore for FY 2014 - 2015; and (c) ₹. 18.15 Crore for FY 2014 - 2015.

With this transaction, Delta will widen its business horizon and increase its overall footprint, thereby consolidating its overall leadership position. This transaction is not only synergetic from business and growth perspective but will also provide financial strength and flexibility to Delta.

The Proposed Acquisition and Proposed Amalgamation are intended to be completed only after all regulatory and statutory approvals have been obtained for the Proposed Amalgamation, including a no-objection from the stock exchanges and court approval. The transaction is expected to be completed prior to June 30, 2017.

The consideration for the Proposed Acquisition is approximately ₹. 47.30 Crore to be paid in cash to the selling shareholders of the Transferor, at the time of completion. Further, as consideration for the Proposed Amalgamation, for every one fully paid up equity share of ₹. 10 held in the Transferor by its shareholders (other than Delta, whose shares in the Transferor will be extinguished as part of the Proposed Amalgamation), Delta will issue and allot to such shareholders:



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DELTA **CDRP LIMITED**

- (a) 1 (One) fully paid up 0.001% Optionally Convertible Preference Share (OCPS) of ₹. 21,667 (Rupees Twenty One Thousand Six Hundred and Sixty Seven) each. Certain founder shareholders of the Transferor will collectively receive an additional 6000 OCPS; and
- (b) 1 (One) fully paid up 1% Redeemable Preference Share (RPS) of ₹. 21,667 (Rupees Twenty One Thousand Six Hundred and Sixty Seven) each.

OCPS shall be convertible into equity shares of the Transferee, at the option of the Transferee at the end of 12 (twelve) months from the date of issue of OCPS, based on the pricing methodology provided in Regulation 76 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. RPS shall be compulsorily redeemable at the end of 12 (twelve) months from the date of issuance of the RPS. Until the conversion of the OCPS, there will be no change in the equity shareholding of the Transferee as a result of the proposed transaction. In view of the same the change in the equity shareholding pattern of the Transferee pursuant to the transaction cannot be ascertained at this time.

Neither the Proposed Acquisition, nor the Proposed Amalgamation, is a related party transaction. None of the promoter/ promoter group/ group companies hold any securities of the Transferor.

You are requested to take the note of the same and oblige.

Thanking You.

Yours Sincerely,

For Delta Corp Limited



Dilip Vaidya

Company Secretary & General Manager - Secretarial

FCS No: 7750



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DISCLOSURES PURSUANT TO REGULATION 30 OF PARA A OF PART A OF SCHEDULE III OF LISTING REGULATIONS

Disclosure	Details
Reason for Change	Re-appointment
Date of Appointment and term of appointment	<p>The Board of Directors have approved re-appointment of Mr. Ashish Kapadia as Managing Director for a term of 5 years w.e.f. 27th April, 2019</p> <p>The re-appointment is subject to approval of shareholders at ensuing Annual General Meeting.</p>
Brief Profile	<p>Mr. Ashish Kapadia is an entrepreneur, having established and managed several businesses across sectors such as paints, textiles, financial services and civil aviation. Mr. Kapadia was appointed as a non-executive director on Delta Corp Limited Board on 1st October, 2008. On 27th April, 2009 he was appointed as Managing Director.</p>
Disclosure of Relationships between directors	<p>Mr. Ashish Kapadia is not related to any of the director of the Company.</p>



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