

NOTICE OF POSTAL BALLOT

(Pursuant to Section 192A of the Companies Act, 1956)

To,

The Members,

Notice is hereby given to the members, pursuant to Section 192A of the Companies Act, 1956 and the applicable provisions of the Companies Act, 2013 along with the rules as may be prescribed therein, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (including any statutory modification or re-enactment thereof) ("Postal Ballot Rules"), as amended from time to time, that resolution appended below is proposed to be passed as a Special Resolution by way of Postal Ballot.

The Board of Directors of the Company at its meeting held on 31st January, 2014, on the recommendation of the Compensation (Remuneration) Committee of the Board of Directors of the Company at its meeting held on 31st January, 2014, has, subject to the approval of the members of the Company by way of a Special Resolution and subject to the approval of such authorities as may be required, made re-appointment of Mr. Ashish Kapadia as Managing Director of the Company for a period of 5 years commencing on 27th April, 2014 and ending on 26th April, 2019.

Therefore, pursuant to the provisions of Section 192A of the Companies Act, 1956, read with the Postal Ballot Rules and Clause 35B of the Listing Agreement, the consent of the members for the above purpose is sought to be obtained by way of Postal Ballot / e-voting ("Postal Ballot").

The draft resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (erstwhile Section 173 of the Companies Act, 1956) read with Section 192A of the Companies Act, 1956 and applicable provisions of the Companies Act, 2013 along with the rules as may be prescribed therein, read with the Postal Ballot Rules, setting out the material facts of the resolution is appended below for consideration of the members. The Postal Ballot Form and self addressed postage prepaid envelope for exercising your vote is also annexed to this Notice.

PROPOSED SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. ASHISH KAPADIA AS MANAGING DIRECTOR OF THE COMPANY :

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time) and subject to the approval of such authorities as may be required, the consent of the Company be and is hereby accorded to the re-appointment and payment of remuneration to Mr. Ashish Kapadia as Managing Director of the Company, for a period of 5 years commencing on 27th April, 2014 and ending on 26th April, 2019, on the remuneration as stated hereunder and on such terms and conditions to be stated in the agreement which the Company shall enter into with Mr. Ashish Kapadia and further, with powers to the Board of Directors (which term shall be deemed to include any "Committee" thereof) to alter, amend, vary and modify the terms and conditions of the said appointment/re- appointment and remuneration payable from time to time, as it deems fit, in such manner as may be mutually agreed upon:

Terms and Conditions:

1. Period :

The re-appointment will be effective from 27th April, 2014 for a period of 5 years i.e. upto 26th April, 2019.

2. Salary:

Basic Salary of ₹ 5,10,766/- per month in the scale of ₹ 5,10,766/- to ₹ 9,00,000/- per month*

*With authority to the Board of Directors of the Company (which term shall also include any Committee thereof) to grant suitable increment within the aforesaid salary range.

3. Allowances:

- (i) House Rent Allowance at the rate of 50% of Basic Salary.
- (ii) Special Allowance as per the rules of the Company, presently ₹ 50,000/- per month.

4. Perquisites:

- Medclaim and Personal Accident Insurance Cover as per the Company's rule.
- Use of 2 Cars, Telephone and Mobile Phone for official use as per the Company's policy in this regard as per the Company's rule.
- Leave Travel Allowance - The Company will reimburse the actual cost of travel for an annual overseas trip with family (as per the prevailing airline rates) upto an aggregate maximum limit of ₹ 5,00,000/- per annum. The claim should be supported by original travel bills.
- Following perquisites which shall not be included in the computation of the ceiling on remuneration specified above :
 - Provident Fund @ 12% of the basic salary as per the policy of the Company, Provident Fund Act and subject to tax as per the Income Tax Act.
 - Gratuity on the basis of 15 days salary for each year of completed service, as per the policy of the Company, Payment of Gratuity Act and subject to tax as per the Income Tax Act.
 - Leave and encashment of Leave at the end of the tenure in accordance with the rules of the Company.

5. Commission:

At the sole and absolute discretion of the Board (which term shall be deemed to include any "Committee" thereof), Mr. Ashish Kapadia may be eligible for a Commission equivalent to an amount of 0.25% of the net profit after tax of the Company, after completion of each financial year subject to the ceiling stipulated in Section 198 & 309 of the Companies Act, 1956 (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time). This Commission is Performance-linked and would become due and payable only on 100% achievement of the KRA's set by the Board (which term shall be deemed to include any "Committee" thereof) for the relevant financial year.

6. Employee Stock Option Scheme (ESOSs):

At the sole and absolute discretion of the Board (which term shall be deemed to include any "Committee" thereof), Mr. Ashish Kapadia may be eligible for ESOSs subject to the provisions of the Companies Act as amended from time to time and SEBI Guidelines issued in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized at its discretion from time to time to fix the actual remuneration and/or perquisites of Mr. Ashish Kapadia and revise such remuneration and/or perquisites from time to time within the maximum limits specified

above. The Board be and is hereby further authorized to vary/modify/amend any of the aforesaid terms and conditions, provided such variation/ modification/ amendment is in conformity with the applicable provisions of the Companies Act, 1956, (including any statutory modification or re-enactment thereof, from time to time).

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, during the currency of the tenure of Mr. Ashish Kapadia, the remuneration by way of salary, perquisites and other allowances as stated above be paid to Mr. Ashish Kapadia as minimum remuneration subject to the provisions of Schedule XIII of the Companies Act, 1956 (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time) without any further approval of the members.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company, be and are hereby severally authorised to make necessary application to such authorities, as may be required, for seeking its approval to the said re-appointment and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

**By order of the Board,
For DELTA CORP LIMITED**

Place : Mumbai

HITESH KANANI

Date : 31st January, 2014

General Manager - Company Secretary and Legal

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (erstwhile Section 173 of the Companies Act, 1956) read with Section 192A of the Companies Act, 1956 and applicable provisions of the Companies Act, 2013 along with the rules as may be prescribed therein, read with the Postal Ballot Rules, setting out the material facts thereto is annexed hereto.
2. The Companies Act, 2013 has been notified in the Official Gazette and is being implemented by the Ministry of Corporate Affairs in phases. On implementation of various provisions, approval of the members, being sought through this Postal Ballot in terms of existing provisions to the extent applicable shall be deemed to be in accordance with relevant corresponding provisions of the Companies Act, 2013.
3. The Board of Directors has appointed Mr. Ashish Kumar Jain, Proprietor of M/s. A K Jain & Co., Company Secretaries in Practice as the Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner.
4. Voting period will commence on and from Tuesday, 11th February, 2014 at 10.00 a.m. and end on Monday, 10th March, 2014 till 5.30 p.m.
5. Members are requested to read carefully the instructions printed on the Ballot Form and return the Form duly completed, in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before Monday, 10th March, 2014 till 5.30 p.m. Please note that any Postal Ballot Form (s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted.
6. The scrutinizer will submit his report to the Managing Director or Company Secretary of the Company after completion of the scrutiny of the Postal Ballots. The results of the Postal Ballot / e-voting will be announced on Wednesday, 12th March, 2014 at the Corporate Office of the Company situated at Bayside Mall, 2nd Floor, Opp. Sobo Central Mall, Tardeo Road, Haji Ali, Mumbai - 400 034 at 5.30 p.m. and the same result shall also be available at the Registered Office of the Company at Peninsula Centre No. 4, Galaxy Co-Operative Housing Society, Off Dhole Patil Road, Pune- 411 001 on the same day and will also be informed to Bombay Stock Exchange Limited and National Stock Exchange of India Limited, displayed on the Company's website www.deltacorp.in and published in newspapers.
7. The date of declaration of the results of the Postal Ballot i.e. Wednesday, 12th March, 2014 shall be deemed to be the date of passing of the said Special Resolution.
8. The Notice is being sent to all the members of the Company whose name appears in the Register of Members as on 31st January, 2014 (Cut-off date/Benpose date).
9. The date of dispatch of the Postal Ballot Notice will be announced through advertisement in newspapers.
10. A copy of the Resolution passed by the Board of Directors and the Compensation (Remuneration) Committee at their respective meetings held on 31st January, 2014, as referred to above, are available for inspection by members at the Registered Office / Corporate Office of the Company during the office hours on any working days, except Saturdays between 11.00 A.M. and 1.00 P.M. upto Monday, 10th March, 2014.

INSTRUCTION FOR VOTING

In compliance with provisions of Section 192A of the Companies Act, 1956 read with the Rules and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by physical ballot also and vice- versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting.

Voting in Physical Form :

If a member has opted to vote by physical ballot, please refer to the instructions printed on the backside of the Postal Ballot Form, forming part of this notice.

Voting in Electronic Form (e-voting):

The Company is pleased to offer E-Voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. The procedure and instructions for the same are as follows:

- i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- ii. Now click on "Shareholders" to cast your votes.
- iii. Now, select the Electronic Voting Sequence Number - "EVSN" alongwith "DELTA CORP LIMITED" from the drop down menu and click on "SUBMIT"
- iv. Now, fill up the following details in the appropriate boxes:

User-ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department

*Members who have not updated their PAN with the Company / Depository Participant are requested to use default number 'DELTACORP' in the PAN field or use physical Postal Ballot Form for voting.

- v. After entering these details appropriately, click on "SUBMIT" tab.
- vi. Members holding shares in Physical form will then reach directly to the voting screen.
- vii. Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting for resolution 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.
- viii. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- ix. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- x. For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.

- xi. On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
- xii. Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
- xiii. 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.
- xiv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xv. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at akjaincs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
- xvi. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com or secretarial@deltin.com.
- xvii. Members have option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

**By order of the Board,
For DELTA CORP LIMITED**

Place : Mumbai

Date : 31st January, 2014

HITESH KANANI

General Manager - Company Secretary and Legal

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
(ERSTWHILE SECTION 173 OF THE COMPANIES ACT, 1956)
AND 192A OF THE COMPANIES ACT, 1956**

Mr. Ashish Kapadia was appointed as Managing Director of the Company by the Members of the Company at its Extraordinary General Meeting held on 22nd May, 2009 for a period of 5 years commencing from 27th April, 2009 and ending on 26th April, 2014. The Board of Directors of the Company at its meeting held on 31st January, 2014, on the recommendation of the Compensation (Remuneration) Committee at its meeting held on 31st January, 2014, re-appointed Mr. Ashish Kapadia as Managing Director of the Company for a period of 5 years commencing on 27th April, 2014 and ending on 26th April, 2019, at a remuneration as stated in the notice.

The proposed re-appointment requires the approval of the members by way of a Special Resolution and accordingly, the resolution as set out in the Notice is recommended.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Ashish Kapadia, Managing Director of the Company, are deemed to be concerned or interested in the aforesaid Special Resolution.

This may also be treated as Abstract and Memorandum of Interest of Director under Section 302 of the Companies Act, 1956.

Details of Director (pursuant to Clause 49 of the Listing Agreement) as on 31st January, 2014 :-

Name of the Director	Ashish Kapadia
DIN	02011632
Date of Birth	20 th September, 1969
Nationality	Indian
Date of Appointment on the Board	1 st October, 2008
Relationship with other Director	None
Qualifications	Bachelor's degree in Commerce
Experience and expertise in specific functional area	He has been an entrepreneur for most part of his career having set up and run a varied range of businesses (i.e. Paints, textiles, Polyester, Financial Services, Aviation, etc). During his career, he has gained vast exposure in capital market related activities and dealing with banks, financial institutions. He has to his credit several Tie - ups, Partnerships and Joint Ventures. He has vast exposure to general management techniques and is an able leader.
Shareholding in Delta Corp Limited	Nil

List of Directorship held in other Companies	• Delta Pleasure Cruise Company Private Limited • Atled Technologies Private Limited • Daman Entertainment Private Limited • Daman Hospitality Private Limited • Delta Hospitality & Leisure Private Limited • Delta Land Developers Limited • Delta Hospitality & Entertainment Private Limited • Freedom Registry Limited • Freedom Charter Services Private Limited • Highstreet Cruises & Entertainment Private Limited • Myra Mall Management Company Limited • Samarpan Properties and Construction Private Limited • Samarpan Township Private Limited • Blackpool Realty Private Limited • Freedom Aviation Private Limited • Highland Resorts Private Limited • Goodluck Renewable Energy Resources Private Limited • J M Livestock Private Limited • Jayem Properties Private Limited • Marvel Resorts Private Limited • Newplaza Multitrade Private Limited • Providence Education Institute Private Limited • Pavurotti Finance and Investments Private Limited • Regal Leisure and Entertainment Private Limited • Delta Hotels Lanka (Pvt) Limited • J M Holding Lanka (Pvt) Limited • Delta Gaming and Entertainment Lanka (Pvt) Limited • Interactive Gaming and Sports Pty Limited
Chairman/Member of the Committee of the Board of other Companies in which he is a Director	Nil

By order of the Board,
For DELTA CORP LIMITED

Place : Mumbai
Date : 31st January, 2014

HITESH KANANI
General Manager - Company Secretary and Legal

Postal Ballot Form

(To be returned to Scrutinizer appointed by the Company)

Serial No.:

1. Name(s) and Registered address :
of sole/first named member
(In Block Letters)
2. Name(s) of Joint holder(s), if any :
3. Registered Folio No./
DP Id*/Client Id No.* :
(*Applicable to Member holding
shares in dematerialised form)
4. Number of shares held :
5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through
Postal Ballot for the business stated in the Postal Ballot Notice of the Company by sending
my/our assent or dissent to the said resolution by placing the tick (✓) mark at the
appropriate box below:

Item No.	Description	No. of shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Special Resolution for re-appointment and payment of remuneration to Mr. Ashish Kapadia as Managing Director of the Company			

Place :

Date :

(Signature of Member)

Following Particulars to be used only in case Members opts for e-voting

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Sequence Event Number)	USER ID	PASSWORD/PIN

Note : Kindly read the instructions printed overleaf before filing the form

Last date for receipt of Postal Ballot Forms by Scrutinizer is Monday, 10th March, 2014 till 5.30 p.m.

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM:-

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, in the attached self addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Member will also be accepted.
2. **The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.**
3. This Postal Ballot Form should be completed and signed by the member (as per the specimen signature registered with the Company or Depository Participants, as the case may be). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form.
4. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Monday, 10th March, 2014 till 5.30 p.m. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member has not been received.
6. There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).
7. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
9. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members whose name appeared in the Register of Members / Record of Depositories as on 31st January, 2014.
11. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., Monday, 10th March, 2014 till 5.30 p.m.
12. Members are requested not to send any other paper/correspondence along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. The Postal Ballot shall not be exercised by a Proxy.
14. The results of the Postal Ballot / e-voting will be announced by the Managing Director or Company Secretary of the Company on Wednesday, 12th March, 2014 at the Corporate Office of the Company at 5.30 p.m. and the same result shall also be available at the Registered Office of the Company on same day and will also be informed to Bombay Stock Exchange Limited and National Stock Exchange of India Limited, displayed on the Company's website www.deltacorp.in and published in newspapers.
15. Member need not use all the votes nor needs to cast all the votes in the same way.