

16th March, 2026

National Stock Exchange of India Ltd. Listing Department. Exchange Plaza, C-1, Block- G, Bandra Kurla Complex, Bandra (East) Mumbai-400 051. Symbol: DELTACORP	BSE Ltd., Corporate Relation Department, Listing Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. Scrip Code 532848
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Dear Sir/Madam,

Sub: Notice of Extra Ordinary General Meeting of the Company

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 Extra Ordinary General Meeting of the Company scheduled to be held on Thursday, 9th April, 2026 at 3.00 P.M (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

You are requested to take the same on record.

Thanking You.

Yours Sincerely,

For Delta Corp Limited

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

Regd. & Corporate Office :

Delta House, Plot No. 12,
Hornby Vellard Estate,
Dr. Annie Besant Road,
Next to Copper Chimney,
Worli, Mumbai - 400 018.

Phone : +91 22 6987 4700
Email : secretarial@deltin.com
CIN : L65493MH1990PLC436790



Registered Office: Delta House, Plot No. 12, Hornby Vellard Estate, Dr. Annie Besant Road,
Next to Copper Chimney, Worli, Mumbai - 400018

CIN No.: L65493MH1990PLC436790, Tel No.: 91-22-69874700

Email ID: secretarial@deltin.com | Website: www.deltacorp.in

Notice is hereby given that an Extra Ordinary General Meeting (EGM) of Members of Delta Corp Limited (the Company) will be held on Thursday, 09th April, 2026 at 03:00 p.m. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

SPECIAL BUSINESS:

1. TO APPROVE MODIFICATION TO RELATED PARTY TRANSACTION BETWEEN DELTA PLEASURE CRUISE COMPANY PRIVATE LIMITED AND WATERWAYS SHIPYARD PRIVATE LIMITED.

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

“**RESOLVED THAT** in accordance with and pursuant to the applicable provisions of the Companies Act, 2013 read with the rules made or circulars and notifications issued thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) read with Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”, and any other applicable provisions in law (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Related Party Transactions, the approval of the Audit Committee granted at its meeting held on 10th March, 2026 and recommendation of the Board of Directors provided at its meeting held on 10th March, 2026, approval of the Members of the Company, be and is hereby accorded for modification to the related party transaction as mentioned below:

Name of Related Party & Nature of Relationship	Type of Transaction	Existing Contract Value	Revised Contract Value
Delta Pleasure Cruise Company Private Limited (DPCCPL) (Wholly Owned Subsidiary of the Company) and Waterways Shipyard Private Limited (WSPL) (Associate Company of DPCCPL and the Company)	Modification to the agreement entered between DPCCPL and WSPL for availing services for ship building.	Rs. 320,00,00,000/- (Rupees Three Hundred Twenty Crore Only) plus applicable taxes	Up to Rs. 400,00,00,000/- (Rupees Four Hundred Crore Only) plus applicable taxes.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT a certified true copy of this resolution signed by any of the Directors or Company Secretary of the Company be provided to anyone concerned or interested in the matter.”

2. TO APPROVE RELATED PARTY TRANSACTION OF PROVIDING CORPORATE GUARANTEE BY DELTA PLEASURE CRUISE COMPANY PRIVATE LIMITED FOR LOAN PROPOSED TO BE AVAILED BY WATERWAYS SHIPYARD PRIVATE LIMITED.

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

“**RESOLVED THAT** in accordance with and pursuant to the applicable provisions of the Companies Act, 2013 (“**Act**”) read with the rules made or circulars and notifications issued thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) read with Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”, and any other applicable provisions in law (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Related Party Transactions, the approval of the Audit Committee granted at its meeting held on 10th March, 2026 and recommendation of the Board of Directors provided at its meeting held on 10th March, 2026, approval of the Members of the Company, be and is hereby accorded for the related party transaction as mentioned below:

Name of Related Party & Nature of Relationship	Type of Transaction	Transaction Value
Delta Pleasure Cruise Company Private Limited (DPCCPL) (Wholly Owned Subsidiary of the Company) and Waterways Shipyards Private Limited (WSPL) (Associate Company of DPCCPL and the Company)	Corporate Guarantee (“CG”) by DPCCPL for a loan proposed to be availed by WSPL and payment of commission by WSPL to DPCCPL for the CG.	CG for securing up to 45% of the loan proposed to be availed by WSPL from banks/financial institutions of an amount up to Rs. 5,00,00,000/- (Rupees Five Crore Only) amounting up to Rs. 2,25,00,000/- (Rupees Two Crore Twenty Five Lakh Only). WSPL will pay an annual commission of 0.75% of the CG amount plus applicable taxes to DPCCPL.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT a certified true copy of this resolution signed by any of the Directors or Company Secretary of the Company be provided to anyone concerned or interested in the matter.”

By Order of the Board of Directors,

Dilip Vaidya
Company Secretary & Vice President - Secretarial
FCS No: 7750

Place: Mumbai

Date: 10th March, 2026

Registered Office: Delta House, Plot No. 12,
Hornby Vellard Estate, Dr. Annie Besant Road,
Next to Copper Chimney, Worli, Mumbai – 400018

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has, vide its circular dated 22nd September, 2025, allowed companies to convene General Meetings through VC/OAVM in accordance with relevant provisions of other applicable Circulars (collectively referred as 'MCA Circulars'). Accordingly, in compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the EGM of the Company is being held through VC/OAVM, without the physical presence of the Members at a common venue. The deemed venue of the EGM shall be the Registered Office of the Company.
2. As the EGM is being conducted through VC/OAVM, the facility to appoint Proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate therein and cast their votes through e-Voting. Corporate members are required to send, (before e-Voting/attending EGM) a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the EGM, pursuant to Section 113 of the Act on the e-mail id secretarial@deltin.com
3. The members can join the EGM through VC/OAVM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations, in line with MCA Circulars and SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9th December, 2020 the Company is providing facility of remote e-Voting to its members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.
6. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
7. In line with the MCA Circular No. 17/2020 dated 13th April, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.deltacorp.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circulars as issued from time to time. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circulars as issued from time to time.
8. The explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 1 and 2 set out above is annexed hereto.
9. Members may note that relevant documents referred to in the Notice shall be made available for inspection in accordance with applicable statutory requirement based on request received by the Company at secretarial@deltin.com
10. In compliance with the MCA Circulars and SEBI Circulars issued and amended from time to time, Notice of the EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that the Notice will be available on the Company's website www.deltacorp.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com, and www.nseindia.com respectively, and on the website of NSDL www.evoting.nsdl.com.

11. Members are requested to register/update their e-mail addresses with the Depository Participant (DP) (in case of shares held in dematerialized form) or with Registrar and Share Transfer Agent (RTA) (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.
12. The Company has appointed Mr. Ashish Kumar Jain (Membership No. 6058 and CP No. 6124) of M/s A.K. Jain & Co. to act as the Scrutinizer to scrutinize the entire e-Voting process in a fair and transparent manner.
13. Any person holding shares in physical form and non- individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of cut-off date i.e. **Thursday, 02nd April, 2026**, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA at support@purvashare.com. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholder holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, 02nd April, 2026 may follow steps mentioned in the Notice of the EGM under "Access to NSDL e-Voting system".
14. Since the EGM will be held through VC/OAVM, the route map is not annexed to this Notice.
15. **Voting through electronic means:**

In compliance with the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), clarification(s), exemption(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the SEBI Listing Regulations and SS – 2, the Company is providing to its members with the facility to cast their vote electronically ("remote e-Voting") using an electronic voting system provided by NSDL, on the business item set forth in the Notice of EGM and the business may be transacted through such remote e-Voting. The instructions for remote 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:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Sunday, 05th April, 2026** at 09:00 A.M. and ends on **Wednesday, 08th April, 2026** at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. **Thursday, 02nd April, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="667 369 1382 701">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<li data-bbox="667 734 1382 1126">2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<li data-bbox="667 1160 1382 1283">3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="667 1305 1382 1731">4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<li data-bbox="667 1753 1382 1845">5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

3. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

4. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from

NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
5. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to secretarial@deltin.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@deltin.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@deltin.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/Shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request, along with the questions only with reference to the resolutions specified in this notice, from their registered e-mail id mentioning their name, DP ID and Client ID/ Folio No., PAN, Mobile No. at secretarial@deltin.com on or before Monday, 23rd March, 2026. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM on a first come first serve basis. The Company reserves the right to restrict the number of speakers/questions depending on the availability of time for the EGM.

In case of any grievances connected with facility for e-Voting, please contact

A. Dilip Vaidya,

Company Secretary & Vice President –
Secretarial

Delta Corp Limited

Registered Office:

Delta House, Hornby Vellard Estate, Next to
Copper Chimney, Dr. Annie Besant Road, Worli,
Mumbai – 400018.

Email: secretarial@deltin.com

Phone: 022-69874700

B. Deepali Dhuri

Purva Share registry (India) Pvt. Ltd.

Registered Office:

Unit No. 9, Ground Floor, Shiv Shakti

Ind. Estt, J. R. Boricha Marg, Lower

Parel East, Mumbai -400011

Email: support@purvashare.com

Phone: 022-3199 8810 / 022- 4961 4132

C. Sagar Gudhate, Senior Manager

e-Voting Helpdesk

National Securities Depositories Limited

Email: evoting@nsdl.com

Phone: 022 - 4886 7000/ 022 - 2499 7000

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

Item No. 1

Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI Listing Regulations**”), mandates prior approval of shareholders through Ordinary Resolution for material related party transaction and subsequent material modification.

Delta Pleasure Cruise Company Private Limited (“**DPCCPL**”) (a wholly owned subsidiary of the Company) and Waterways Shipyard Private Limited (“**WSPL**”) (an associate of DPCCPL and the Company) are Related Parties of the Company within the meaning of Regulation 2(1)(zb) of the SEBI Listing Regulations and Section 2(76) of the Companies Act, 2013 (“**Act**”).

In June, 2021 DPCCPL had entered into a ship building contract with WSPL (“**Ship Building Contract**”) for an amount of Rs. 320,00,00,000/- (Rupees Three Hundred Twenty Crore Only) plus applicable taxes for construction of new vessel. This new casino vessel is in its advanced stages of completion and once completed and inducted into the Mandovi River it is expected to further strengthen the Company’s presence in Goa’s live gaming ecosystem. It is in the interest of the Company that the vessel is ready for operations soon. On recent review conducted and as projected for the completion of construction of ship, taking into consideration the present scenario and the increased cost of ship building material, it is expected that the revised contract value would be up to Rs. 400,00,00,000/- (Rupees Four Hundred Crore Only) plus applicable taxes. The increase in the contract value is due to overall cost escalation which was further accentuated by certain additional requirements introduced by the classification and registration authorities during the course of the project. During the course of project execution, the actual specifications, installation requirements, and integration with other onboard systems led to higher procurement and installation costs. Additionally, certain upgrades and operational requirements were incorporated, at the request of DPCCPL to ensure better functionality, safety, and service standards, resulting in increased expenditure compared to the original estimates.

This modification qualifies as a “material modification” under the Company’s Policy on Related Party Transactions and Regulation 23 of the SEBI Listing Regulations.

The Audit Committee, at its meeting held on **10th March, 2026**, reviewed the proposed modification and granted its approval in accordance with Regulation 23(2) of the SEBI Listing Regulations. Further, the Board of Directors at its meeting held on **10th March, 2026** has recommended this transaction for approval of the Members.

Pursuant to Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions and subsequent material modifications require prior approval of the Members through resolution, and all related parties of the Company shall abstain from voting on this resolution, whether the entity is a party to the particular transaction or not.

The Board of Directors is of the view that the proposed modification is in the interest of the Company and therefore recommends the resolution for approval of the Members.

Minimum information to be provided to the Members for approval of above mentioned material modification for related party transactions pursuant to the Master Circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities bearing no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued by Securities and Exchange Board of India on January 30, 2026 read with the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” published on June 26, 2025 (“**RPT Industry Standards**”), is provided in **Annexure A**.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except to the extent of the directorship of Mr. Anil Malani (Chief Financial Officer of DCL) on the boards of director of WSPL and DPCCPL, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1.

The Board recommends the resolution set out at Item No. 1 for approval of the Members.

Item No. 2

Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI Listing Regulations**”), mandates prior approval of shareholders through Ordinary Resolution for material related party transaction and subsequent material modification.

Delta Pleasure Cruise Company Private Limited (“**DPCCPL**”) (a wholly owned subsidiary of the Company) and Waterways Shipyard Private Limited (“**WSPL**”) (an associate of DPCCPL and the Company) are Related Parties of the Company within the meaning of Regulation 2(1)(zb) of the SEBI Listing Regulations and Section 2(76) of the Companies Act, 2013 (“**Act**”).

In order to carry out its operations smoothly and for timely completion of its projects, WSPL requires a loan. WSPL proposes to avail financial assistance for an amount up to Rs. 5,00,00,000/- (Rupees Five Crore Only) from banks/financial institutions for its business operations. In this regard, WSPL has requested DPCCPL to provide a Corporate Guarantee in favour of the lender for securing up to 45% of the loan amount (i.e. proportionate to DPCCPL’s shareholding in WSPL) aggregating to an amount up to Rs. 2,25,00,000/- (Rupees Two Crore Twenty Five Lakh Only) to secure the loan facility proposed to be availed by WSPL.

Timely completion of the projects and smooth running of the operations of WSPL will benefit DPCCPL as well as the Company.

The Audit Committee, at its meeting held on **10th March, 2026**, reviewed the proposed transaction and granted its prior approval in accordance with Regulation 23(2) of the SEBI Listing Regulations. Further, the Board of Directors at its meeting held on **10th March, 2026** has recommended this transaction for approval of the Members.

Pursuant to Regulation 23(4) of the SEBI Listing Regulations, this related party transaction taken together with other transactions during the financial year will qualify as a material related party transaction and accordingly requires prior approval of the Members through resolution.

The Board of Directors is of the view that the proposed transaction is in the interest of the Company and therefore recommends the resolution for approval of the Members.

Minimum information to be provided to the Members for approval of material related party transactions pursuant to the Master Circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities bearing no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued by Securities and Exchange Board of India on January 30, 2026 read with the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” published on June 26, 2025 (“**RPT Industry Standards**”), is provided in **Annexure B**.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except to the extent of the directorship of Mr. Anil Malani (Chief Financial Officer of DCL) on the boards of director of WSPL and DPCCPL, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

The Board recommends the resolution set out at Item No. 2 for approval of the Members.

By Order of the Board of Directors,

Dilip Vaidya
Company Secretary & Vice President - Secretarial
FCS No: 7750

Place: Mumbai

Date: 10th March, 2026

Registered Office: Delta House, Plot No. 12,
Hornby Vellard Estate, Dr. Annie Besant Road,
Next to Copper Chimney, Worli, Mumbai – 400018

Annexure A

Minimum information to be provided to the shareholders for approval of modification to related party transaction pursuant to the RPT Industry Standards, is provided as under:

- a) Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable: **Please refer to Table A below.**
- b) Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of the related party transaction: **Please refer to Table A below.**
- c) It is confirmed that the Audit Committee at its meeting held on 10th March, 2026 has reviewed the certificates provided by the Chief Financial Officer and Managing Director of the Company confirming that the terms of modification are in the interest of the Company.
- d) Proposed modification has been approved by the Audit Committee and the Board of Directors has recommended the proposed transaction to the shareholders of the Company for their approval.
- e) Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT: **Not Applicable**

Independent Directors of the Audit Committee and the Board of Directors on the basis of relevant details/information provided by the management, as required by the law, at their respective meeting reviewed and approved and/or recommended to the shareholders for their approval, the said modification.

**TABLE A
MODIFICATION TO RELATED PARTY TRANSACTION BETWEEN DELTA PLEASURE
CRUISE COMPANY PRIVATE LIMITED AND WATERWAYS SHIPYARD PRIVATE LIMITED**

Sr. No.	Particulars of the information	Information provided by the management
[A] Minimum information of the proposed RPT, applicable to all RPTs		
A (1). Basic details of the related party		
1	Name of the Related Party	Waterways Shipyard Private Limited (“WSPL”)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Construction of vessels
A (2). Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	WSPL is an associate company of Delta Pleasure Cruise Company Private Limited (“DPCCPL”). DPCCPL is a wholly owned subsidiary of Delta Corp Limited (“DCL”).
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	DPCCPL (which is a wholly owned subsidiary of DCL) holds 45% equity share capital of WSPL.

	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	Not applicable.									
	<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	Nil									
A (3). Details of previous transactions with the related party											
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.										
	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions undertaken by DPCCPL with WSPL</th> <th>FY 2024-2025 (Amount in Rs.)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Capital Advance</td> <td>89,34,76,123</td> </tr> <tr> <td>2</td> <td>Interest Income on ICD</td> <td>93,80,000</td> </tr> </tbody> </table>	S. No.	Nature of Transactions undertaken by DPCCPL with WSPL	FY 2024-2025 (Amount in Rs.)	1	Capital Advance	89,34,76,123	2	Interest Income on ICD	93,80,000	
S. No.	Nature of Transactions undertaken by DPCCPL with WSPL	FY 2024-2025 (Amount in Rs.)									
1	Capital Advance	89,34,76,123									
2	Interest Income on ICD	93,80,000									
	<p><i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i></p> <p><i>Note: There are no transactions entered between DCL and WSPL during the FY 2024-2025.</i></p>										
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<p>During FY 2025-26 till December 31, 2025, DPCCPL has undertaken transactions with WSPL for a total amount of Rs. 67,34,47,940/- (Rupees Sixty Seven Crore Thirty Four Lakh Forty Seven Thousand Nine Hundred Forty Only).</p> <p>During FY 2025-26 till December 31, 2025, no transaction has been entered between DCL and WSPL.</p>									
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil									
A (4). Amount of the proposed transaction(s)											
1	Amount (in Rupees) of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Up to Rs. 80,00,00,000/- (Rupees Eighty Crore Only) plus applicable taxes, payable in tranches until completion of the contract during the next financial year (“Additional Consideration”)									
		Existing transaction value for the Ship Building Contract is Rs. 320,00,00,000/- (Rupees Three Hundred Twenty Crore Only) plus									

		applicable taxes and the modification will increase the aggregate value up to Rs. 400,00,00,000/- (Rupees Four Hundred Crore Only) plus applicable taxes.
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, the payment of the Additional Consideration by DPCCPL to WSPL in FY 2026-2027 will be a material related party transaction on account of its quantum.
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	10.96% of the annual consolidated turnover of DCL for FY 2024-25
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	259.87% of the annual standalone turnover of DPCCPL for FY 2024-25
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	57.62% of WSPL's annual consolidated turnover for FY 2024-25
6	Financial performance of the related party for the immediately preceding financial year:	
	Particulars	FY 2024-2025 (Amount in Rs.) (On standalone basis)
	Turnover	1,38,83,85,918
	Profit After Tax	2,67,23,114
	Net Worth	14,74,44,889
	<i>Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	
A (5). Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Amendment to agreement for availing services for ship building.
2	Details of each type of the proposed transaction.	Amendment to agreement entered for construction, sale and delivery of ship by WSPL for DPCCPL.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Expected to be completed during the FY 2026-27.
4	Whether omnibus approval is being sought?	No
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Up to Rs. 80,00,00,000/- (Rupees Eighty Crore Only) plus applicable taxes for payable in tranches in the financial year 2026-2027.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The vessel is in its advanced stages of completion and once completed and inducted

		into the Mandovi River, it is expected to further strengthen the Company's presence in Goa's live gaming ecosystem. Therefore, it is in the interest of the Company that the new vessel is ready for operations at the earliest.
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i></p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>None of the promoter(s)/ director(s) / key managerial personnel of the listed entity have any interest in the transaction, whether directly or indirectly, except for directorship held by them in the related party.</p> <p>a. Mr. Anil Malani, Chief Financial Officer of DCL, is a director of WSPL.</p> <p>b. Nil</p>
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	-
B (1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2	Basis of determination of price.	The mutually agreed contract value is being modified based on the current escalations and projections taking into consideration the project requirements, present scenario, increased cost of ship building material, additional requirements introduced by the classification and registration authorities during the course of the project, and incorporation of certain upgrades and operational requirements.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	

	a.	Amount of Trade advance	Up to Rs. 80,00,00,000/- (Rupees Eighty Crore) plus applicable taxes
	b.	Tenure	Until completion of delivery of the vessel in FY 2026-27
	c.	Whether same is self-liquidating?	Yes

Annexure B

Minimum information to be provided to the shareholders for approval of related party transactions pursuant to the RPT Industry Standards, is provided as under:

- a) Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable: **Please refer to Table B below.**
- b) Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT: **Please refer to Table B below.**
- c) It is confirmed that the Audit Committee at its meeting held on 10th March, 2026 has reviewed the certificates provided by the Chief Financial Officer and Managing Director of the Company confirming that the terms of related party transaction proposed to be entered into by DPCCPL (a wholly owned subsidiary of the Company) are in the interest of the Company.
- d) Proposed related party transaction has been approved by the Audit Committee and the Board of Directors has recommended the proposed transaction to the shareholders of the Company for their approval.
- e) Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT: **Not Applicable**

Independent Directors of the Audit Committee and the Board of Directors on the basis of relevant details/information provided by the management, as required by the law, at their respective meeting reviewed and approved and/or recommended to the shareholders for their approval, the said related party transaction.

**TABLE B
RELATED PARTY TRANSACTIONS BETWEEN DELTA PLEASURE CRUISE COMPANY PRIVATE LIMITED AND WATERWAYS SHIPYARD PRIVATE LIMITED**

Sr. No.	Particulars of the information	Information provided by the management
[A] Minimum information of the proposed RPT		
A (1). Basic details of the related party		
1	Name of the Related Party	Waterways Shipyard Private Limited (“ WSPL ”)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Construction of vessels
A (2). Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	WSPL is an associate company of Delta Pleasure Cruise Company Private Limited (“ DPCCPL ”). DPCCPL is a wholly owned subsidiary of Delta Corp Limited (“ DCL ”).
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	DPCCPL (wholly-owned subsidiary of the Company) holds 45% equity share capital of WSPL.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not applicable.
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

A (3). Details of previous transactions with the related party			
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.		
	S. No.	Nature of Transactions undertaken by DPCCPL with WSPL	
		FY 2024-2025 (in Rs.)	
	1	Capital Advance	89,34,76,123
	2	Interest Income on ICD	93,80,000
	<i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i>		
	<i>Note: There are no transactions entered between DCL and WSPL during the FY 2024-2025.</i>		
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<p>During FY 2025-26 till December 31, 2025, DPCCPL has undertaken transactions with WSPL of a total amount of Rs. 67,34,47,940/- (Rupees Sixty Seven Crore Thirty Four Lakh Forty Seven Thousand Nine Hundred Forty Only)</p> <p>During FY 2025-26 till December 31, 2025, no transaction has been entered between DCL and WSPL.</p>	
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil	
A (4). Amount of the proposed transaction(s)			
1	Amount (in rupees) of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Corporate Guarantee up to Rs. 2,25,00,000/- (Rupees Two Crore Twenty Five Lakh Only) and WSPL will pay commission of 0.75% per annum of the guarantee amount plus applicable taxes to DPCCPL.	
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, the corporate guarantee amount, payment of commission by WSPL along with any other transaction proposed to be undertaken with WSPL during FY 2026-2027 will render the proposed transaction as a material related party transaction.	
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	0.31% of the annual consolidated turnover of DCL for FY 2024-25.	
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	7.31% of the annual standalone turnover of DPCCPL for FY 2024-25	
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1.62% of WSPL's annual consolidated turnover for FY 2024-25	

6	Financial performance of the related party for the immediately preceding financial year:		
	Particulars	FY 2024-2025 (Amount in Rs.) (On standalone basis)	
	Turnover	1,38,83,85,918	
	Profit After Tax	2,67,23,114	
	Net Worth	14,74,44,889	
<i>Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>			
A (5). Basic details of the proposed transaction			
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)		Corporate guarantee (CG).
2	Details of each type of the proposed transaction		<p>DPCCPL will give a corporate guarantee for securing up to 45% of the loan facility proposed to be availed by WSPL from banks/financial institutions for an amount up to Rs. 5,00,00,000/- (Rupees Five Crore Only), amounting up to Rs. 2,25,00,000/- (Rupees Two Crore Twenty Five Lakh Only).</p> <p>WSPL will pay an annual commission of 0.75% of the CG amount plus applicable taxes to DPCCPL.</p>
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)		The tenure of the proposed loan to be availed by WSPL is not fixed as the loan facility is proposed to be availed. The CG will remain in force till the loan subsists.
4	Whether omnibus approval is being sought?		No
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.		<p>Corporate guarantee of up to Rs. 2,25,00,000/- (Rupees Two Crore Twenty Five Lakh Only) to be provided by DPCCPL for WSPL.</p> <p>The corporate guarantee shall be a onetime transaction to be effected as and when WSPL avails the loan but shall subsist until the loan has been repaid.</p> <p>A commission at the rate of 0.75% per annum plus applicable taxes, on the CG amount shall be charged by DPCCPL to WSPL.</p>
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity		WSPL, in order to carry out its operations smoothly and for timely completion of its projects, needs to avail financial assistance from bank/financial institution. Timely completion of the projects and smooth running of the operations of WSPL will benefit DPCCPL (as

		well as the Company) which holds 45% shareholding in WSPL. Hence, this is in the interest of the Company.
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>None of the promoter(s)/ director(s) / key managerial personnel of the listed entity have any interest in the transaction, whether directly or indirectly, except for directorship held by them in the related party.</p> <p>a. Mr. Anil Malani, Chief Financial Officer of DCL, is a director of WSPL</p> <p>b. Nil</p>
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9	Other information relevant for decision making.	-
B (4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.		
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	WSPL, in order to carry out its operations smoothly and for timely completion of its projects, needs to avail financial assistance from bank/financial institution. Timely completion of the projects and smooth running of the operations of WSPL will benefit DPCCPL (as well as the Company) which holds 45% shareholding in WSPL. Hence, this is in the interest of the Company.
	(b) Whether it will create a legally binding obligation on listed entity?	No
2	<p>Material covenants of the proposed transaction including:</p> <p>(i) commission, if any to be received by the listed entity or its subsidiary;</p> <p>(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.</p>	<p>(i) A commission at the rate of 0.75% per annum on the CG amount plus applicable taxes shall be charged by DPCCPL to WSPL, and invoices shall be raised on a monthly basis in this regard during subsistence of the corporate guarantee.</p> <p>(ii) The corporate guarantee will be provided by DPCCPL for the loan facility proposed to be raised by WSPL (an associate company of DPCCPL) from banks/financial institutions. Any amount paid by the DPCCPL upon invocation of the corporate guarantee shall be recoverable from WSPL as per the terms entered into between DPCCPL and WSPL.</p>

3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Corporate guarantee of an amount up to Rs. 2,25,00,000/- (Rupees Two Crore Twenty Five Lakh Only) proposed to be provided by DPCCPL. There will not be any provisions required to be made in the books of accounts of the Company or DPCCPL.
C (3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party <i>Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i>	No credit rating is obtained.
2	Details of solvency status and going concern status of the related party during the last three financial years:	The financial statements of WSPL for each of the last three financial years have been prepared on a going concern basis. No material uncertainty related to going concern has been reported by the statutory auditors in relation to WSPL.
	FY 2022-2023	Solvent and Going concern
	FY 2023-2024	Solvent and Going concern
	FY 2024-2025	Solvent and Going concern
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Corporate guarantee of an amount up to Rs. 2,25,00,000/- (Rupees Two Crore Twenty Five Lakh Only) proposed to be provided by DPCCPL. There will not be any provisions required to be made in the books of accounts of the Company or DPCCPL for such guarantee amount.
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. <i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i> In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	

	<p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	
	FY 2022-2023	<p>In relation to FY 2022-2023, 2023-2024 and 2024-2025:</p> <ul style="list-style-type: none"> • WSPL has not defaulted on any borrowings from DCL or any other person. • The account of WSPL has not been classified as a non-performing asset (NPA) by any of its bankers. • WSPL has not been declared a “wilful defaulter” by any of its bankers. • WSPL is not undergoing or facing any application for commencement of an insolvency resolution process or liquidation. • WSPL does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.
	FY 2023-2024	
	FY 2024-2025	