



28th May, 2019

National Stock Exchange of India Ltd.
Listing Department.
Exchange Plaza, C-1, Block- G,
Bandra Kurla Complex,
Bandra (East) Mumbai-400 051.
Fax No. 26598235/8237/8347.
Symbol: DELTACORP

BSE Ltd.,
Corporate Relation Department,
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 023.
Facsimile No. 22723121/22722037/2041
Scrip Code 532848

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2019.

In accordance with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019; please find enclosed the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2019, issued by Mr. Ashish Kumar Jain of M/s. A. K. Jain & Co., Practicing Company Secretary.

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

Thanking You.

For Delta Corp Limited

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

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

Bayside Mall, 2nd Floor,	Phone : +91 22 4079 4700
Tardeo Road, Haji Ali,	Fax : +91 22 4079 4777
Mumbai - 400 034.	Email : secretarial@deltin.com
URL : www.deltacorp.in	CIN : L65493PN1990PLC058817

**Annual Secretarial Compliance Report of Delta Corp Limited
For the year ended 31st March, 2019**

We have examined:

- (a) all the documents and records made available to us and explanation provided by Delta Corp Limited ("The Listed Entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

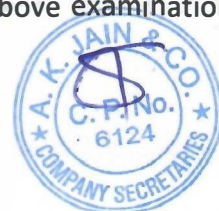
for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable during the review period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable during the review period);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not Applicable during the review period);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:



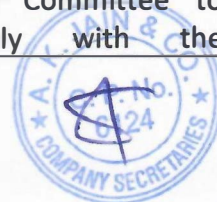
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	<p>Regulation 18(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with guidance note issued by the stock exchanges with respect to SEBI Circular dated 03rd May, 2018 state that</p> <p>"Two-thirds of the members of audit committee shall be independent directors and while determining compliance, fraction shall be rounded off to the higher number"</p>	<p>Audit Committee of the Company was consisting of 5 (five) members out of which 3 (three) Members were independent Directors instead of 4 (four) in terms of the guidance note issued by the stock exchanges.</p>	<p>The Board of Director on 15th November, 2018 has re-constituted the Audit Committee to comply with the guidance note issued by the stock exchanges.</p>

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any
1.	BSE Limited and National Stock Exchange of India Limited	Regulation 18(1) of SEBI (Listing Obligations and Disclosure Requirements)	Fine of Rs.2,17,120/- each levied by both stock exchanges and later both stock	Board of Director on 15 th November, 2018 has reconstituted the Audit Committee to comply with the



		Regulations, 2015 read with guidance note issued by the stock exchanges with respect to SEBI Circular dated 03 rd May, 2018	exchanges, BSE and NSE waived the penalty imposed by them.	guidance note issued by the stock exchanges.
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **(Not applicable since this is first year of Report).**

Place: Mumbai
Date: 28th May, 2019



For A. K. Jain & Co.
Company Secretaries


Ashish Kumar Jain
Proprietor
FCS: 6058, CP: 6124