



To,

27<sup>th</sup> September, 2014

Corporate Relation/Listing Department  
BSE Ltd.,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 023.  
**Scrip Code 532848**

Dear Sir

**Sub: Outcome and Proceedings of the Annual General Meeting of the Company held on 26<sup>th</sup> September, 2014.**

With regard to the captioned matter, we wish to inform you that the 23<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company was held on Friday, 26<sup>th</sup> September, 2014 at 3.00 p.m. at Vivanta By Taj- Blue Diamond, 11, Koregaon Road, Pune - 411 001. The Chairman of the meeting in order to regulate the meeting, provided the facility of voting at the AGM by poll, to all those members and proxy, who attended the AGM and who did not participated in e-voting, in proportion of their shareholding.

The scrutinizer appointed for the purpose of scrutinizing the e-voting and poll process, have submitted their report and accordingly the following resolutions, as stated in the notice of the AGM, were passed with requisites majority.

- 1 Adoption of Audited Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
- 2 Declaration of dividend @ 25% on Equity Share Capital (i.e. ₹ 0.25/- per Equity Share of ₹ 1/- each) for the Financial Year ended 31<sup>st</sup> March, 2014.
- 3 Re- appointment of Mr. Jaydev Mody (DIN: 00234797), as Director, not liable to retire by rotation.



**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

# **DELTA CORP LIMITED**

- 4 Approval for not filling in the vacancy caused by the retirement by rotation of Mr. Rajeev Piramal (DIN: 00044983), Director, who has not sought re-appointment.
- 5 Appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants (Firms Registration No.: 103523W) and M/s. Amit Desai & Co., (Firms Registration No.: 130710W) Chartered Accountants, as joint Statutory Auditors of the Company.
- 6 Appointment of Mrs. Alpana Piramal Chinai (DIN: 00136144), as non-executive Independent Director of the Company, to hold office for a term of five consecutive years with effect from the conclusion of this AGM, not liable to retire by rotation.
- 7 Appointment of Mr. Prakash Chhabria (DIN: 00016017), as non-executive Independent Director of the Company, to hold office for a term of five consecutive years with effect from the conclusion of this AGM, not liable to retire by rotation.
- 8 Appointment of Mr. Ravinder Kumar Jain (DIN:00652148), as non-executive Independent Director of the Company, to hold office for a term of five consecutive years with effect from the conclusion of this AGM, not liable to retire by rotation.
- 9 Appointment of Mr. Rajesh Jaggi (DIN: 00046853), as non-executive Independent Director of the Company, to hold office for a term of five consecutive years with effect from the conclusion of this AGM, not liable to retire by rotation.
- 10 Alteration in the terms and conditions of re-appointment of Mr. Ashish Kapadia (DIN: 02011632), Managing Director of the Company, to the extent that, he shall be liable to retire by rotation, during the remaining tenure of his office as Managing Director of the Company.

Further, please find attached herewith the following;

- a. The report of the scrutinizer on e-voting and poll.
- b. Report under Clause 35 A of the Listing Agreement.

You are requested to take note of the same.

Thanking you,

For Delta Corp Limited



Hitesh Kanani

General Manager- Company Secretary and Legal

Encl: a.a.



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27<sup>th</sup> September, 2014

To,

Corporate Relation/Listing Department  
BSE Ltd.,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 023.  
Scrip Code 532848

Dear Sirs/Madam,

**Sub:- Details of Voting at Annual General Meeting of Equity Shareholders held on 26<sup>th</sup> September, 2014 pursuant to Clause 35A of the Listing Agreement**

Pursuant to Clause 35A of the Listing Agreement, Please find below details of voting at Annual General Meeting of Equity Shareholders of the Company held on 26<sup>th</sup> September, 2014:

Sr. No.	Particulars	
1	Date of the AGM	26 <sup>th</sup> September, 2014
2	Total number of shareholders on record date	67,402 No. of Shareholders as on Cut-Off date i.e. 22.08.2014 for E-Voting.  Book Closure was fixed From Friday, 19 <sup>th</sup> September, 2014 to Friday 26 <sup>th</sup> September, 2014 (both days inclusive) for the purpose of dividend. 66,462 No. of Shareholders as on Book Closure.
3	No. of shareholders present in the meeting either in person or through proxy	117
	Promoters and Promoter Group	11
	Public	107
4	No. of Shareholders attended the meeting through Video Conferencing	No Video Conferencing facility was made available



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Agenda Wise:

Resolut ion No.	Details of the Agenda	Resolution required	Mode of voting	Result of Voting
1	Adoption of Audited Statement of Profit and Loss for the year ended 31 <sup>st</sup> March, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary Resolution	By E-Voting & Poll	As per Annexure I
2.	Declaration of dividend @ 25% on Equity Share Capital (i.e. ₹ 0.25/- per Equity Share of ₹ 1/- each) for the Financial Year ended 31 <sup>st</sup> March, 2014.	Ordinary Resolution	By E-Voting & Poll	As per Annexure II
3.	Re-appointment of Mr. Jaydev Mody (DIN: 00234797), as Director, not liable to retire by rotation.	Ordinary Resolution	By E-Voting & Poll	As per Annexure III
4.	Approval for not filling in the vacancy caused by the retirement by rotation of Mr. Rajeev Piramal (DIN: 00044983), Director, who has not sought re-appointment.	Ordinary Resolution	By E-Voting & Poll	As per Annexure IV
5.	Appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants (Firms Registration No.: 103523W) and M/s. Amit Desai & Co., (Firms Registration No.: 130710W) Chartered Accountants, as joint Statutory Auditors of the Company.	Ordinary Resolution	By E-Voting & Poll	As per Annexure V



6	Appointment of Mrs. Alpana Piramal Chinai (DIN: 00136144), as non-executive Independent Director of the Company, to hold office for a term of five consecutive years with effect from the conclusion of this AGM, not liable to retire by rotation.	Special Resolution	By E-Voting & Poll	As per Annexure VI
7	Appointment of Mr. Prakash Chhabria (DIN: 00016017), as non-executive Independent Director of the Company, to hold office for a term of five consecutive years with effect from the conclusion of this AGM, not liable to retire by rotation.	Special Resolution	By E-Voting & Poll	As per Annexure VII
8.	Appointment of Mr. Ravinder Kumar Jain (DIN:00652148), as non-executive Independent Director of the Company, to hold office for a term of five consecutive years with effect from the conclusion of this AGM, not liable to retire by rotation.	Special Resolution	By E-Voting & Poll	As per Annexure VIII
9.	Appointment of Mr. Rajesh Jaggi (DIN: 00046853), as non-executive Independent Director of the Company, to hold office for a term of five consecutive years with effect from the conclusion of this AGM, not liable to retire by rotation.	Special Resolution	By E-Voting & Poll	As per Annexure IX



10.	Alteration in the terms and conditions of re-appointment of Mr. Ashish Kapadia (DIN: 02011632), Managing Director of the Company, to the extent that, he shall be liable to retire by rotation, during the remaining tenure of his office as Managing Director of the Company.	Special Resolution	By E-Voting & Poll	As per Annexure X
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**Resolution No. 1**

**In case of Poll/Postal Ballot and E-voting:-**

Promoter /Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares  (3)=[(2)/(1)]*100	No. of Votes - in favour  (4)	No. of Votes - against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
<b>E-Voting</b>							
Promoter and Promoter Group	9,46,27,591	9,39,02,141	99.23	9,39,02,141	0.00	100.00	0.00
Public - Institutional holders	3,02,43,507	64,31,674	21.27	35,13,166	29,18,508	54.62	45.38
Public-Others	10,47,05,756	9,50,43,635	90.77	5,57,41,494	29,18,508	58.65	3.07
<b>Total</b>	<b>2,29,576,854</b>	<b>10,14,75,309</b>	<b>44.20</b>	<b>9,85,56,801</b>	<b>29,18,508</b>	<b>97.12</b>	<b>2.88</b>

<b>Poll</b>							
Promoter and Promoter Group	9,46,27,591	6,15,787	0.65	6,15,787	0.00	100.00	0.00
Public - Institutional holders	3,01,04,540	2,01,516	0.67	0.00	2,01,516	0.00	100.00
Public-Others	10,50,39,473	2,58,70,160	24.62	2,58,70,160	2,01,516	100.00	0.77
<b>Total</b>	<b>22,97,71,604</b>	<b>2,66,87,463</b>	<b>11.61</b>	<b>2,64,85,947</b>	<b>2,01,516</b>	<b>99.24</b>	<b>0.76</b>



Resolution No. 2

In case of Poll/Postal Ballot and E-voting:-

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>E-Voting</b>							
Promoter and Promoter Group	9,46,27,591	9,39,02,141	99.23	9,39,02,141	0.00	100.00	0.00
Public - Institutional holders	3,02,43,507	64,31,674	21.27	64,31,674	0.00	100.00	0.00
Public-Others	10,47,05,756	11,41,494	1.09	11,41,494	0.00	100.00	0.00
<b>Total</b>	<b>2,29,576,854</b>	<b>10,14,75,309</b>	<b>44.20</b>	<b>10,14,75,309</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>

<b>Poll</b>							
Promoter and Promoter Group	9,46,27,591	6,15,787	0.65	6,15,787	0.00	100.00	0.00
Public - Institutional holders	3,01,04,540	2,01,516	0.67	2,01,516	0.00	100.00	0.00
Public-Others	10,50,39,473	2,58,70,160	24.63	2,58,70,160	67,00	100.00	0.00
<b>Total</b>	<b>22,97,71,604</b>	<b>2,66,87,463</b>	<b>11.61</b>	<b>2,66,80,763</b>	<b>6,700</b>	<b>99.97</b>	<b>0.03</b>

\$ Not Voted - 2,050 Equity Shares





**Resolution No. 3**

**In case of Poll/Postal-Ballot and E-voting:-**

Promoter /Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares  (3)=[(2)/(1)]*100	No. of Votes - in favour  (4)	No. of Votes - against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
<b>E-Voting</b>							
Promoter and Promoter Group	9,46,27,591	9,39,02,141	99.23	9,39,02,141	0.00	100.00	0.00
Public - Institutional holders	3,02,43,507	64,31,674	21.27	53,05,490	11,26,184	82.49	17.51
Public-Others	10,47,05,756	11,41,494	1.09	11,41,379	115	99.99	0.00
<b>Total</b>	<b>2,29,576,854</b>	<b>10,14,75,309</b>	<b>44.20</b>	<b>10,03,49,010</b>	<b>11,26,299</b>	<b>98.89</b>	<b>1.11</b>

<b>Poll</b>							
*Promoter and Promoter Group	9,46,27,591	6,15,787	0.65	4,83,543	0.00	100.00	0.00
Public - Institutional holders	3,01,04,540	2,01,516	0.67	2,01,516	0.00	100.00	0.00
#Public-Others	10,50,39,473	2,58,75,510	24.63	2,58,70,160	0.00	99.50	0.00
<b>Total</b>	<b>22,97,71,604</b>	<b>2,66,89,513</b>	<b>11.62</b>	<b>2,65,55,219</b>	<b>0.00</b>	<b>99.50</b>	<b>0.00</b>

\* Not Voted - 1,32,244

# Not Voted - 2,050 Equity Shares



Resolution No. 4

In case of Poll/Postal Ballot and E-voting:-

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>E-Voting</b>							
Promoter and Promoter Group	9,46,27,591	9,39,02,141	99.23	9,39,02,141	0.00	100.00	0.00
Public - Institutional holders	3,02,43,507	64,31,674	21.27	64,31,674	0.00	100.00	0.00
Public-Others	10,47,05,756	11,41,494	1.09	11,41,479	15	100.00	0.00
<b>Total</b>	<b>2,29,57,6,854</b>	<b>10,14,75,309</b>	<b>44.20</b>	<b>10,14,75,294</b>	<b>15</b>	<b>100.00</b>	<b>0.00</b>

<b>Poll</b>							
*Promoter and Promoter Group	9,46,27,591	6,15,787	0.65	6,00,787	0.00	100.00	0.00
Public - Institutional holders	3,01,04,540	2,01,516	0.67	2,01,516	0.00	100.00	0.00
#Public-Others	10,50,39,473	2,58,72,210	24.63	2,58,70,160	0.00	99.99	0.00
<b>Total</b>	<b>22,97,71,604</b>	<b>2,66,89,513</b>	<b>11.62</b>	<b>2,66,72,463</b>	<b>0.00</b>	<b>99.94</b>	<b>0.00</b>

\* Not Voted - 15,000

# Not Voted - 2,050 Equity Shares



## Resolution No. 5

In case of Poll/Postal Ballot and E-voting:-

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>E-Voting</b>							
Promoter and Promoter Group	9,46,27,591	9,39,02,141	99.23	9,39,02,141	0.00	100.00	0.00
\$ Public - Institutional holders	3,02,43,507	64,31,674	21.27	51,92,429	28,584	80.73	0.45
Public-Others	10,47,05,756	11,41,494	1.09	11,41,494	0.00	100.00	0.00
<b>Total</b>	<b>2,29,576,854</b>	<b>10,14,75,309</b>	<b>43.67</b>	<b>10,02,36,064</b>	<b>28,584</b>	<b>98.78</b>	<b>0.03</b>

### \$ Not Voted - 12,10,661 Equity Shares

Poll							
Promoter and Promoter Group	9,46,27,591	6,15,787	0.65	6,15,787	0.00	100.00	0.00
Public - Institutional holders	3,01,04,540	2,01,516	0.67	2,01,516	0.00	100.00	0.00
#Public-Others	10,50,39,473	2,58,72,210	24.63	2,58,70,160	99.99	0.00	0.00
<b>Total</b>	<b>22,97,71,604</b>	<b>2,66,89,513</b>	<b>11.62</b>	<b>2,66,87,463</b>	<b>0.00</b>	<b>99.99</b>	<b>0.00</b>

# Not Voted - 2,050 Equity Shares



**Resolution No. 6**

**In case of Poll/Postal Ballot and E-voting:-**

Promoter /Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares  (3)=[(2)/(1)]*100	No. of Votes - in favour  (4)	No. of Votes - against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
<b>E-Voting</b>							
Promoter and Promoter Group	9,46,27,591	9,39,02,141	99.23	9,39,02,141	0.00	100.00	0.00
Public - Institutional holders	3,02,43,507	64,31,674	21.27	64,31,674	0.00	100.00	0.00
Public-Others	10,47,05,756	11,41,494	1.09	11,41,394	00.00	100.00	0.00
<b>Total</b>	<b>2,29,576,854</b>	<b>10,14,75,309</b>	<b>44.20</b>	<b>10,14,75,209</b>	<b>100.00</b>	<b>100.00</b>	<b>0.00</b>

<b>Poll</b>							
Promoter and Promoter Group	9,46,27,591	6,15,787	0.65	6,15,787	0.00	100.00	0.00
Public - Institutional holders	3,01,04,540	2,01,516	0.67	2,01,516	0.00	100.00	0.00
#Public-Others	10,50,39,473	2,58,72,210	24.63	2,58,70,160	0.00	99.99	0.00
<b>Total</b>	<b>22,97,71,604</b>	<b>2,66,89,513</b>	<b>11.62</b>	<b>2,66,87,463</b>	<b>0.00</b>	<b>99.99</b>	<b>0.00</b>

# Not Voted - 2,050 Equity Shares



Resolution No. 7

In case of Poll/Postal-Ballet and E-voting:-

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>E-Voting</b>							
Promoter and Promoter Group	9,46,27,591	9,39,02,141	99.23	9,39,02,141	0.00	100.00	0.00
Public - Institutional holders	3,02,43,507	64,31,674	21.27	64,31,674	0.00	100.00	0.00
Public-Others	10,47,05,756	11,41,494	1.09	11,42,394	100	100.00	0.00
<b>Total</b>	<b>2,29,576,854</b>	<b>10,14,75,309</b>	<b>44.20</b>	<b>10,14,75,209</b>	<b>100</b>	<b>100.00</b>	<b>0.00</b>

<b>Poll</b>							
Promoter and Promoter Group	9,46,27,591	6,15,787	0.65	6,15,787	0.00	100.00	0.00
Public - Institutional holders	3,01,04,540	2,01,516	0.67	2,01,516	0.00	100.00	0.00
#Public-Others	10,50,39,473	2,58,72,210	24.63	2,58,70,160	0.00	99.99	0.00
<b>Total</b>	<b>22,97,71,604</b>	<b>2,66,89,513</b>	<b>11.62</b>	<b>2,66,87,463</b>	<b>0.00</b>	<b>99.99</b>	<b>0.00</b>

# Not Voted - 2,050 Equity Shares



Resolution No. 8

In case of Poll/Postal Ballot and E-voting:-

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>E-Voting</b>							
Promoter and Promoter Group	9,46,27,591	9,39,02,141	99.23	9,39,02,141	0.00	100.00	0.00
Public - Institutional holders	3,02,43,507	64,31,674	21.27	64,31,674	0.00	100.00	0.00
Public-Others	10,47,05,756	11,41,494	1.09	11,41,394	00.00	100.00	0.00
<b>Total</b>	<b>2,29,576,854</b>	<b>10,14,75,309</b>	<b>44.20</b>	<b>10,14,75,209</b>	<b>100.00</b>	<b>100.00</b>	<b>0.00</b>

<b>Poll</b>							
Promoter and Promoter Group	9,46,27,591	6,15,787	0.65	6,15,787	0.00	100.00	0.00
Public - Institutional holders	3,01,04,540	2,01,516	0.67	2,01,516	0.00	100.00	0.00
#Public-Others	10,50,39,473	2,58,72,210	24.63	2,58,70,160	0.00	99.99	0.00
<b>Total</b>	<b>22,97,71,604</b>	<b>2,66,89,513</b>	<b>11.62</b>	<b>2,66,87,463</b>	<b>0.00</b>	<b>99.99</b>	<b>0.00</b>

# Not Voted - 2,050 Equity Shares



**Resolution No. 9**

**In case of Poll/Postal-Ballet and E-voting:-**

Promoter /Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares  (3)=[(2)/(1)]*100	No. of Votes - in favour  (4)	No. of Votes - against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
<b>E-Voting</b>							
Promoter and Promoter Group	9,46,27,591	9,39,02,141	99.23	9,39,02,141	0.00	100.00	0.00
Public - Institutional holders	3,02,43,507	64,31,674	21.27	64,31,674	0.00	100.00	0.00
Public-Others	10,47,05,756	11,41,494	1.09	11,41,394	00.00	100.00	0.00
<b>Total</b>	<b>2,29,576,854</b>	<b>10,14,75,309</b>	<b>44.20</b>	<b>10,14,75,209</b>	<b>100.00</b>	<b>100.00</b>	<b>0.00</b>

<b>Poll</b>							
Promoter and Promoter Group	9,46,27,591	6,15,787	0.65	6,15,787	0.00	100.00	0.00
Public - Institutional holders	3,01,04,540	2,01,516	0.67	2,01,516	0.00	100.00	0.00
#Public-Others	10,50,39,473	2,58,72,210	24.63	2,58,51,160	0.00	99.92	0.00
<b>Total</b>	<b>22,97,71,604</b>	<b>2,66,89,513</b>	<b>11.62</b>	<b>2,66,68,463</b>	<b>0.00</b>	<b>99.92</b>	<b>0.00</b>

# Not Voted - 21,050 Equity Shares



**Resolution No. 10**

**In case of Poll/Postal Ballot and E-voting:-**

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>E-Voting</b>							
Promoter and Promoter Group	9,46,27,591	9,39,02,141	99.23	9,39,02,141	0.00	100.00	0.00
Public - Institutional holders	3,02,43,507	64,31,674	21.27	64,31,674	0.00	100.00	0.00
#Public-Others	10,47,05,756	11,41,494	1.09	11,40,994	0.00	100.00	0.00
<b>Total</b>	<b>2,29,576,854</b>	<b>10,14,75,309</b>	<b>44.20</b>	<b>10,14,74,809</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>

**# Not Voted - 500 Equity Shares**

Poll	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	9,46,27,591	6,15,787	0.65	6,15,787	0.00	100.00	0.00
Public - Institutional holders	3,01,04,540	2,01,516	0.67	2,01,516	0.00	100.00	0.00
#Public-Others	10,50,39,473	2,58,72,210	24.63	2,58,70,160	0.00	99.99	0.00
<b>Total</b>	<b>22,97,71,604</b>	<b>2,66,89,513</b>	<b>11.62</b>	<b>2,66,87,463</b>	<b>0.00</b>	<b>99.99</b>	<b>0.00</b>

**# Not Voted - 2,050 Equity Shares**





You are requested to take the same on your record and oblige.

Thanking You.

Yours Sincerely,

For Delta Corp Limited

*Hanab*  
Hitesh Kanani

General Manager- Company Secretary and Legal



To  
The Chairman  
**Delta Corp Limited**  
10, Kumar Place  
2408, General Thimayya Road  
Pune - 411 001

**Sub: Passing of Resolution through e-voting and poll conducted at the 23<sup>rd</sup> Annual General Meeting of Delta Corp Limited (the Company) held on 26<sup>th</sup> September, 2014.**

The Board of Directors of the Company at its meeting held on 28<sup>th</sup> July, 2014 appointed me as Scrutinizer for the e-voting, which was commenced from 20<sup>th</sup> September, 2014 at 10:00 a.m to 22<sup>nd</sup> September, 2014 till 5:30 p.m. and for the Poll held at the 23<sup>rd</sup> AGM of the Company on the 26<sup>th</sup> September, 2014.

The Company had appointed M/s Central Depository Services (India) Limited (CDSL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company. The e-voting results were unblocked by me on 22<sup>nd</sup> September, 2014 in the presence of two witnesses. For further details kindly refer the Scrutinizer's Report dated 24<sup>th</sup> September, 2014 attached herewith.

At the 23<sup>rd</sup> AGM of the Company held on 26<sup>th</sup> September, 2014, the Chairman of the Company had suo-motto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. I had also acted as the Scrutinizer for the Poll process at the 23<sup>rd</sup> AGM of the Company. For further details kindly refer to my report in Form No. MGT 13 dated 27<sup>th</sup> September, 2014.

Summary of the number of members participated through e-voting is mentioned in the below table:

<b>Number of Members who cast their votes through e-voting and poll</b>	<b>Total number of Shares held by them</b>	<b>Total number of Valid votes ( as per details provided under each one of the Resolution (s) mentioned hereunder</b>
154	12,81,64,822	Various as mentioned under each of the Resolution



The result of the E-voting together with that of the Poll is as under:

Item no of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item No. 1 of the Notice (As an Ordinary Resolution)	E-Voting	9,85,56,801	97.12	29,18,508	2.88	0	0.00
	Poll	2,64,85,947	99.24	2,01,516	0.76	2,050	0.01
	Total	12,50,42,748	97.56	31,20,024	2.43	2,050	0.00
Item No. 2 of the Notice (As an Ordinary Resolution)	E-Voting	10,14,75,309	100.00	0	0.00	0	0.00
	Poll	2,66,80,763	99.97	6,700	0.03	2,050	0.01
	Total	12,81,56,072	99.99	6,700	0.01	2,050	0.00
Item No. 3 of the Notice (As an Ordinary Resolution)	E-Voting	10,03,49,010	98.89	11,26,299	1.11	0	0.00
	Poll	2,65,55,219	99.50	0	0.00	1,34,294	0.50
	Total	12,69,04,229	99.02	11,26,299	0.88	1,34,294	0.10
Item No. 4 of the Notice (As an Ordinary Resolution)	E-Voting	10,14,75,294	100.00	15	0.00	0	0.00
	Poll	2,66,72,463	99.94	0	0.00	17,050	0.06
	Total	12,81,47,757	99.99	0	0.00	17,050	0.01
Item No. 5 of the Notice (As an Ordinary Resolution)	E-Voting	10,02,36,064	98.78	28,584	0.03	12,10,661	1.19
	Poll	2,66,87,463	99.99	0	0.00	2,050	0.01
	Total	12,69,23,527	99.03	0	0.00	12,12,711	0.95
Item No. 6 of the Notice (As an Special Resolution)	E-Voting	10,14,75,209	100.00	100	0.00	0	0.00
	Poll	2,66,87,463	99.99	0	0.00	2,050	0.01
	Total	12,81,62,672	100.00	0	0.00	0	0.00
Item No. 7 of the Notice (As an Special Resolution)	E-Voting	10,14,75,209	100.00	100	0.00	0	0.00
	Poll	2,66,87,463	99.99	0	0.00	2,050	0.01
	Total	12,81,62,672	100.00	0	0.00	0	0.00
Item No. 8 of the Notice (As an Special Resolution)	E-Voting	10,14,75,209	100.00	100	0.00	0	0.00
	Poll	2,66,87,463	99.99	0	0.00	2,050	0.01
	Total	12,81,62,672	100.00	0	0.00	0	0.00
Item No. 9 of the Notice (As an Special Resolution)	E-Voting	10,14,75,209	100.00	100	0.00	0	0.00
	Poll	2,66,68,463	99.92	0	0.00	21,050	0.08
	Total	12,81,43,672	99.98	0	0.00	21,050	0.02
Item No. 10 of the Notice (As an Special Resolution)	E-Voting	10,14,74,809	100.00	0	0.00	500	0.00
	Poll	2,66,87,463	99.99	0	0.00	2050	0.01
	Total	12,81,62,272	100.00	0	0.00	2550	0.00



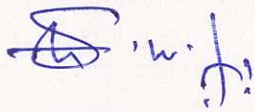
All the Resolutions as mentioned in the Notice dated 28<sup>th</sup> July, 2014 of the 23<sup>rd</sup> AGM of **Delta Corp Limited** stands passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both in electronically and manually form, in respect of the votes cast through e-voting and Poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking You,

Yours faithfully,

For **A K Jain & Co.**  
**Company Secretaries**



**Ashish Kumar Jain**  
**Proprietor**  
**FCS 6058/ COP No. 6124**



**Date: 27<sup>th</sup> September, 2014**

**Place: Mumbai**

**REPORT OF THE SCRUTINIZER**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman,  
**Delta Corp Limited**  
10, Kumar Place  
2408, General Thimayya Road  
Pune - 411 001

Dear Sir,

I, Ashish Kumar Jain, of A K Jain & Co, Company Secretaries, have been appointed by the Board of Directors of Delta Corp Limited (Company) as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) in a fair and transparent manner for the resolution(s) as contained in the Notice dated 28<sup>th</sup> July, 2014 of the 23<sup>rd</sup> Annual General Meeting of the Company scheduled to be held on Friday, 26<sup>th</sup> September, 2014, at 3.00 p.m., I now submit my report as under:

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice to the 23<sup>rd</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make the Scrutinizer's Report of the votes cast **"in favour" "against" or remain "abstain / invalid"** on the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facility, engaged by the Company.

1. The e-voting period commenced on Saturday, 20<sup>th</sup> September, 2014 at 10:00 a.m. and concluded on Monday, September 22, 2014 at 5:30 p.m. on [www.evotingindia.com](http://www.evotingindia.com).
2. The shareholders holding shares as on the "cut-off" i.e. Friday, 22<sup>nd</sup> August, 2014 were entitled to vote on the proposed resolution stated in the Notice of 23<sup>rd</sup> AGM of the Company.
3. As on the cut off date there were 67,402 shareholders of the Company. The Company had sent the Notices of the AGM by email to 42,525 shareholders whose email Id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA. In respect of 24,877 shareholders the notices were sent by courier.
4. As prescribed in clause (v) of sub rule 3 of the Rule 20, the Company also released an advertisement, which was published more than 5 days in advance from the date of beginning of the voting period in English language in The Times of India and in Marathi language Maharashtra Times dated 13<sup>th</sup> September, 2014. The notice published in the newspaper carried the required information as specified in Sub Rule 3(v) (a) to (g) of the said Rule 20.



5. The votes were unblocked on Monday, 22<sup>nd</sup> September, 2014 at 8.17 p.m. in the presence of two witnesses Ms. Khushboo Gopani and Mr. Jinesh Dedhia who are not in the employment of the Company, and who have signed below in confirmation of the votes being unblocked in their presence.
6. The details containing *interalia*, list of Equity Shareholders, who voted "for", "against" or "abstain" on each of the resolutions specified in the Notice dated July 28, 2014 that were put to vote, were generated from the e-voting website of CDSL.
7. Based on the aforesaid the results of the e-voting are as under;

**Item No. 1.**

Ordinary Resolution - To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31<sup>st</sup> March, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.

(i). Voted in favour or against the resolution:

	No. of members voted	Number of votes cast by them	% of total valid votes cast
Voted in Favour	28	9,85,56,801	97.12%
Voted Against	14	29,18,508	2.88%

(ii). Abstain/Invalid votes:

Number of members	Total number of votes
Nil	N.A.

**Item No. 2.**

Ordinary Resolution – To declare Dividend on Equity Shares.

(i). Voted in favour or against the resolution:

	No. of Members voted	Number of votes cast by them	% of total valid votes cast
Voted in Favour	42	10,14,75,309	100.00%
Voted Against	0	0	0.00%

(ii). Abstain / Invalid votes:

Number of members	Total number of votes
Nil	N.A.



**Item No. 3.**

Ordinary Resolution - To re-appoint Mr. Jaydev Mody (DIN: 00234797), as Director, not liable to retire by rotation.

(i). Voted in favour or against the resolution:

	No. of Members voted	Number of votes cast by them	% of total valid votes cast
Voted in Favour	38	10,03,49,010	98.89%
Voted Against	4	11,26,299	1.11%

(ii). Abstain / Invalid votes:

Number of members	Total number of votes
Nil	N.A.

**Item No. 4.**

Ordinary Resolution – To not to fill in the vacancy caused by the retirement by rotation of Mr. Rajeev Piramal (DIN: 00044983), Director, who has not sought re-appointment.

(i). Voted in favour or against the resolution:

	No. of Members voted	Number of votes cast by them	% of total valid votes cast
Voted in Favour	41	10,14,75,294	100.00%
Voted Against	1	15	0.00%

(ii). Abstain / Invalid votes:

Number of members	Total number of votes
Nil	N.A.

**Item No. 5.**

Ordinary Resolution – To Appoint M/s. Haribhakti & Co. LLP Chartered Accountants (Firms Registration No.: 103523W) and M/s. Amit Desai & Co., Chartered Accountants (Firms Registration No.: 130710W) as Joint Statutory Auditors of the Company.



(i). Voted in favour or against the resolution:

	No. of Members voted	Number of votes cast by them	% of total valid votes cast
Voted in Favour	39	10,02,36,064	98.78%
Voted Against	1	28,584	0.03%

(ii) Abstain / Invalid votes:

Number of members	Total number of votes
2	12,10,661

**Item No. 6.**

Special Resolution - To appoint Mrs. Alpana Piramal Chinai (DIN: 00136144), as non-executive Independent Director of the Company, to hold office for a term of five consecutive years with effect from the conclusion of this Annual General Meeting, not liable to retire by rotation.

(i). Voted in favour or against the resolution:

	No. of Members voted	Number of votes cast by them	% of total valid votes cast
Voted in Favour	41	10,14,75,209	100.00%
Voted Against	1	100	0.00%

(ii). Abstain / Invalid votes:

Number of members	Total number of votes
Nil	N.A.

**Item No. 7.**

Special Resolution - To appoint Mr. Prakash Chhabria (DIN: 00016017), as non-executive Independent Director of the Company, to hold office for a term of five consecutive years with effect from the conclusion of this Annual General Meeting, not liable to retire by rotation.

(i). Voted in favour or against the resolution:

	No. of Members voted	Number of votes cast by them	% of total valid votes cast
Voted in Favour	41	10,14,75,209	100.00%
Voted Against	1	100	0.00%





(ii) **Abstain / Invalid** votes:

Number of members	Total number of votes
Nil	N.A.

**Item No. 8.**

Special Resolution - To appoint Mr. Ravinder Kumar Jain (DIN:00652148), as non-executive Independent Director of the Company, to hold office for a term of five consecutive years with effect from the conclusion of this Annual General Meeting, not liable to retire by rotation.

(i). Voted **in favour** or **against** the resolution:

	No. of Members voted	Number of votes cast by them	% of total valid votes cast
Voted in Favour	41	10,14,75,209	100.00%
Voted Against	1	100	0.00%

(ii). **Abstain / Invalid** votes:

Number of members	Total number of votes
Nil	N.A.

**Item No. 9.**

Special Resolution - To appoint Mr. Rajesh Jaggi (DIN: 00046853), as non-executive Independent Director of the Company, to hold office for a term of five consecutive years with effect from the conclusion of this Annual General Meeting, not liable to retire by rotation.

(i). Voted **in favour** or **against** the resolution:

	No. of Members voted	Number of votes cast by them	% of total valid votes cast
Voted in Favour	41	10,14,75,209	100.00%
Voted Against	1	100	0.00%

(ii). **Abstain / Invalid** votes:

Number of members	Total number of votes
Nil	N.A.



**Item No. 10.**

Special Resolution - To alter the terms and conditions of re-appointment of Mr. Ashish Kapadia (DIN: 02011632), Managing Director of the Company, to the extent that, he shall be liable to retire by rotation, during the remaining tenure of his office as Managing Director of the Company.

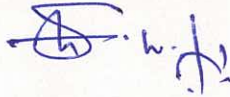
(i). Voted in favour or against the resolution:

	No. of Members voted	Number of votes cast by them	% of total valid votes cast
Voted in Favour	41	10,14,75,809	100.00%
Voted Against	0	0	0.00%

(ii). Abstain / Invalid votes:

Number of members	Total number of votes
1	500

Thanking You,  
Yours faithfully,  
For A K Jain & Co.  
Company Secretaries



Ashish Kumar Jain  
(Proprietor)  
FCS 6058/ COP No. 6124  
Date :24<sup>th</sup> September, 2014  
Place: Mumbai



We the undersigned witnesses that the votes were unblocked from e-voting website of CDSL (www.evotingindia.com) in our presence at 8.17 p.m. on 22<sup>nd</sup> September, 2014.



Ms. Khushboo Gopani  
205/206, Suraj Apartment  
Sai Nagar, Vasai Road (West)  
Thane – 401 202



Mr. Jinesh Dedhia  
A103, Raj Satyam CHS,  
Shiv Vallabha Road, Ashok Van,  
Dahisar (East), Mumbai –400 068

**FORM No. MGT-13**  
**Report of Scrutinizer(s)**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To  
**The Chairman**  
Delta Corp Limited  
10, Kumar Place  
2408, General Thimayya Road  
Pune - 411 001

Dear Sir,

I, Ashish Kumar Jain appointed as the Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of M/s Delta Corp Limited, held on Friday, 26<sup>th</sup> September, 2014, at 3.00 p.m. at Vivanta By Taj - Blue Diamond, 11, Koregaon Road, Pune - 411 001, Maharashtra, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling was locked in my presence with due identification mark placed by me.
2. The locked ballot box was subsequently opened in my presence and in presence of two witnesses i.e. Ms. Khushboo Gopani and Mr. Jinesh Dedhia and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents (RTA) of the Company and the authorizations/proxies lodged with the Company.
3. The shareholders holding shares as on the Book Closure were entitled to vote on the proposed resolution stated in the Notice of 23<sup>rd</sup> AGM of the Company.
4. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
5. The result of the Poll is as under:



**(A) As an Ordinary Resolution - Item No. 1. Passed with the requisite majority**

To consider and adopt the audited statement of Profit and Loss Account, the cash Flow Statement for the Financial Year ended 31<sup>st</sup> March, 2014, the Balance Sheet as at that date together with the reports of the Board of Directors and Auditors thereon.

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of votes of valid votes
(i) Voted in favour of the resolution	106	2,64,85,947	99.24%
(ii) Voted against the resolution	4	2,01,516	0.76%
	Number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
(iii) Invalid Votes	2	2,050	

**(B) As an Ordinary Resolution - Item No. 2. Passed with the requisite majority**

To declare dividend on equity shares issued by the Company.

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of votes of valid votes
(i) Voted in favour of the resolution	109	26680763	99.97%
(ii) Voted against the resolution	1	6700	0.03%
	Number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
(iii) Invalid Votes	2	2050	



**(C) As an Ordinary Resolution - Item No. 3. Passed with the requisite majority**

To re-appoint Mr. Jaydev Mody (DIN: 00234797), as Director, not liable to retire by rotation.

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of votes of valid votes
(i) Voted in favour of the resolution	107	2,65,55,219	99.50%
(ii) Voted against the resolution	0	0	0.00%
	Number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
(iii) Invalid Votes	5	1,34,294	

**(D) As an Ordinary Resolution - Item No. 4. Passed with the requisite majority**

To not to fill in the vacancy caused by the retirement by rotation of Mr. Rajeev Piramal (DIN: 00044983), Director, who has not sought re-appointment.

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of votes of valid votes
(i) Voted in favour of the resolution	109	2,66,72,463	99.94%
(ii) Voted against the resolution	0	0	0.00%
	Number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
(iii) Invalid Votes	3	17,050	



**(E) As an Ordinary Resolution - Item No. 5. Passed with the requisite majority**

To Appoint M/s. Haribhakti & Co. LLP Chartered Accountants (Firms Registration No.: 103523W) and M/s. Amit Desai & Co., Chartered Accountants (Firms Registration No.: 130710W) as Joint Statutory Auditors of the Company.

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of votes of valid votes
(i)Voted in favour of the resolution	110	2,66,87,463	99.99%
(ii) Voted against the resolution	0	0	0.00%
	Number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
(iii) Invalid Votes	2	2,050	

**(F) As a Special Resolution - Item No. 6. Passed with the requisite majority**

To appoint Mrs. Alpana Piramal Chinai (DIN: 00136144), as non-executive Independent Director of the Company, to hold office for a term of five consecutive years with effect from the conclusion of this Annual General Meeting, not liable to retire by rotation.

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of votes of valid votes
(i)Voted in favour of the resolution	110	2,66,87,463	99.99%
(ii) Voted against the resolution	0	0	0.00%
	Number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
(iii) Invalid Votes	2	2,050	



**(G) As a Special Resolution - Item No. 7. Passed with the requisite majority**

To appoint Mr. Prakash Chhabria (DIN: 00016017), as non-executive Independent Director of the Company, to hold office for a term of five consecutive years with effect from the conclusion of this Annual General Meeting, not liable to retire by rotation.

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of votes of valid votes
(i)Voted in favour of the resolution	110	2,66,87,463	99.99%
(ii) Voted against the resolution	0	0	0.00%
	Number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
(iii) Invalid Votes	2	2,050	

**(H) As a Special Resolution - Item No. 8. Passed with the requisite majority**

To appoint Mr. Ravinder Kumar Jain (DIN:00652148), as non-executive Independent Director of the Company, to hold office for a term of five consecutive years with effect from the conclusion of this Annual General Meeting, not liable to retire by rotation.

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of votes of valid votes
(i)Voted in favour of the resolution	110	2,66,87,463	99.99%
(ii) Voted against the resolution	0	0	0.00%
	Number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
(iii) Invalid Votes	2	2,050	



**(I) As a Special Resolution - Item No. 9. Passed with the requisite majority**

To appoint Mr. Rajesh Jaggi (DIN: 00046853), as non-executive Independent Director of the Company, to hold office for a term of five consecutive years with effect from the conclusion of this Annual General Meeting, not liable to retire by rotation.

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of votes of valid votes
(i)Voted in favour of the resolution	108	2,66,68,463	99.92%
(ii) Voted against the resolution	0	0	0.00%
	Number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
(iii) Invalid Votes	4	21,050	

**(J) As an Special Resolution - Item No. 10. Passed with the requisite majority**

To alter the terms and conditions of re-appointment of Mr. Ashish Kapadia (DIN: 02011632), Managing Director of the Company, to the extent that, he shall be liable to retire by rotation, during the remaining tenure of his office as Managing Director of the Company.

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of votes of valid votes
(i)Voted in favour of the resolution	110	2,66,87,463	99.99%
(ii) Voted against the resolution	0	0	0.00%
	Number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
(iii) Invalid Votes	2	2,050	





6. A Compact Disc (CD) containing a list of equity shareholders who voted "For", "Against" and those whose votes were declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director(s) authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,

For A K Jain & Co.  
Company Secretaries



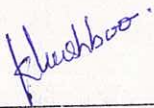
Ashish Kumar Jain  
Proprietor



Place: Mumbai

Date: 27<sup>th</sup> September, 2014

We the undersigned witnesses that the ballot box was opened in our presence at 6.30 p.m. on 26<sup>th</sup> September, 2014.



Ms. Khushboo Gopani  
205/206, Suraj Apartment  
Sai Nagar, Vasai Road (West)  
Thane – 401 202



Mr. Jinesh Dedhia  
A103, Raj Satyam CHS,  
Shiv Vallabha Road, Ashok Van,  
Dahisar (East), Mumbai –400 068