22nd July, 2020

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2020

In accordance with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2020, 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 and oblige.

Thanking You.

Yours Faithfully,
For Delta Corp Limited

Dilip Vaidya
Company Secretary & GM - Secretarial
FCS NO.7750
Encl- As above
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, 2020 ("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;
(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.

(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) No actions were 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.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Observations of the Practicing Company Secretary in the previous reports</th>
<th>Observations made in the secretarial compliance report for the year ended</th>
<th>Actions taken by the listed entity, if any</th>
<th>Comments of the Practicing Company Secretary on the actions taken by the listed entity</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Audit Committee of the Company was consisting of 5 (five) members out of which 3 (three) Members were independent Directors in stead of 4 (four) in terms of the guidance note issued by the stock exchanges.</td>
<td>2018-19</td>
<td>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.</td>
<td>The Company has duly complied with the same.</td>
</tr>
</tbody>
</table>

(e) The company has suitably included the conditions as mentioned in Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated October 18, 2019 in the terms of appointment of statutory auditor of the Company.

Place: Mumbai
Date: 22nd July, 2020

For A. K. Jain & Co.
Company Secretaries

Aishish Kumar Jain
Proprietor
FCS: 6058 CP: 6124
UDIN No. F006058B000488861