



Registered Office: 801/802, 8th Floor, Kamat Grand, Behind Caculo Mall, St. Inez, Panaji, North Goa, Tiswadi, Goa, India, 403001

CIN No: U72300GA2011PLC016614 Tel No. 91 84482 71573

Email ID: secretarial@deltatech.gg Website: www.deltatech.gg

SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF DELTATECH GAMING LIMITED (“COMPANY”) WILL BE HELD AT 3RD FLOOR, DELTA HOUSE, HORNBY VELLARD ESTATE, DR. ANNIE BESANT ROAD, NEXT TO COPPER CHIMNEY, WORLI, MUMBAI-400018 ON MONDAY, 17TH MARCH, 2025 AT 5.30 P.M. (IST) TO TRANSACT THE FOLLOWING SPECIAL BUSINESS

This shorter notice is given pursuant to Section 101(1) of the Companies Act, 2013.

Item No. 1

TERMINATION OF DELTATECH EMPLOYEE STOCK OPTION PLAN 2020 (“ESOP PLAN 2020”) AND CANCELLATION OF EMPLOYEE STOCK OPTIONS GRANTED TO EMPLOYEES UNDER ESOP PLAN 2020, AND CANCELLATION OF THE ESOP POOL, IF ANY.

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

“**RESOLVED THAT** in accordance with and subject to the applicable provisions of the Companies Act, 2013 (“**Act**”) read with the relevant rules and regulations thereunder and any other applicable provisions in law, if any (including any statutory modification(s), amendment(s), variation(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby given to (i) cancel, withdraw, and terminate the Deltatech Employee Stock Option Plan 2020 (“**ESOP Plan 2020**”) in its entirety; (ii) terminate all letters of grant issued by the Company to the identified employees (“**ESOP Holders**”) pursuant to the ESOP Plan 2020; (iii) cancel and extinguish all the employee stock options (“**ESOPs**”) (whether granted, unissued, vested or unvested) held by the ESOP Holders pursuant to the ESOP Plan 2020; and (iv) cancel the pool of ESOPs, if any, with immediate effect.

RESOLVED FURTHER THAT any of the directors or Company Secretary of the Company, or any other person duly authorized by the Board be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.

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

Item No. 2

TERMINATION OF DELTATECH EMPLOYEE STOCK APPRECIATION RIGHTS PLAN 2022.

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

“RESOLVED THAT in accordance with and subject to the applicable provisions of the Companies Act, 2013 (“**Act**”) read with the relevant rules and regulations thereunder and any other applicable provisions in law, if any (including any statutory modification(s), amendment(s), variation(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby given to: (i) cancel, withdraw, and terminate the Deltatech Employees Stock Appreciation Rights Plan 2022 (“**ESAR Plan 2022**”) in its entirety; (ii) terminate all letters of grant issued by the Company to the identified employees (“**SAR Holders**”) pursuant to the ESAR Plan 2022 (if any); (iii) cancel and extinguish all the stock appreciation rights (“**SARs**”) (whether granted, unissued, vested or unvested) held by the SAR Holders pursuant to the ESAR Plan 2022, if any; and (iv) cancel the pool of SARs, if any, with immediate effect.

RESOLVED FURTHER THAT any of the directors or Company Secretary of the Company, or any other person duly authorized by the Board be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.

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

By Order of the Board of Directors,

For Deltatech Gaming Limited

Sd/-

Name: Anannya Godbole

Designation: Company Secretary

Membership No.: A23112

Date: 17th March, 2025

Place: Mumbai

NOTES:

1. Every member entitled to attend and vote at the Extra Ordinary General Meeting (EGM) of the Company is entitled to appoint a proxy to attend and vote instead of himself/herself and as such proxy need not be a Member of the Company. (It is also to be noted that proxy shall not be allowed to act as a proxy for more than 50 members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights).
2. Proxies in order to be effective must be completed in every respect and should be deposited at the registered office of the Company not less than 48 hours before the commencement of the EGM.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a Certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting by email at secretarial@deltatech.gg.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of the Notice.
5. Members are requested to notify any change in their address and always quote their folio/demat account numbers in all correspondence with the Company.
6. In terms of the requirements of the Secretarial Standards 2 on “General Meetings” issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.

By Order of the Board of Directors,

For Deltatech Gaming Limited

Sd/-

Name: Anannya Godbole

Designation: Company Secretary

Membership No.: A23112

Date: 17th March, 2025

Place: Mumbai

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

Item No. 1

Members are informed that the Company has received surrender letters from all the employees (“**ESOP Holders**”), who have been granted employee stock options (“**ESOPs**”) by the Company under the Deltatech Employee Stock Option Plan 2020 (“**ESOP Plan 2020**”) whereby the ESOP Holders have voluntarily surrendered the ESOPs granted to them under the ESOP Plan 2020.

Accordingly, it is now intended to (i) cancel, withdraw, and terminate the ESOP Plan 2020 in its entirety; (ii) terminate all letters of grant issued by the Company to identified employees (“**ESOP Holders**”) pursuant to the ESOP Plan 2020; (iii) cancel and extinguish all the employee stock options (“**ESOPs**”) (whether granted, unissued, vested or unvested) held by the ESOP Holders pursuant to the ESOP Plan 2020; and (iv) cancel the pool of ESOPs, if any, with immediate effect.

Members are further informed that the cancellation of the ESOP Plan 2020 is not prejudicial to the interests of the ESOP Holders.

As per the provisions of Companies Act 2013 read with the rules made thereunder and the ESOP Plan 2020, any variation to the ESOP Plan 2020 would require an approval of members of the Company by way of special resolution.

The board of directors of the Company accordingly recommend the resolution set out in Item No. 1 of this Notice to be passed by the members of the Company as a special resolution.

None of the directors and key managerial personnel of the Company and their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the aforesaid Special Resolution set out at Item No. 1 of this Notice, except to the extent of their shareholding, employment and/ or grant of ESOPs in the Company.

Item No. 2

Members are informed that no employee stock appreciation rights have been granted by the Company under the Employee Stock Appreciation Rights Plan 2022 (“**ESAR Plan 2022**”) till date and the Company no longer intends to continue the ESAR Plan 2022 and accordingly, it is now intended to: (i) cancel, withdraw, and terminate the ESAR Plan 2022 in its entirety; (ii) terminate all letters of grant issued by the Company to the identified employees (“**SAR Holders**”) pursuant to the ESAR Plan 2022 (if any); (iii) cancel and extinguish all the stock appreciation rights (“**SARs**”) (whether granted, unissued, vested or unvested) held by the SAR Holders pursuant to the ESAR Plan 2022, if any; and (iv) cancel the pool of SARs, if any, with immediate effect, if any, with immediate effect. Accordingly, approval of members of the Company by way of special resolution is sought in this regard.

The board of directors of the Company accordingly recommend the resolution set out in Item No. 2 of this Notice to be passed by the members of the Company as a special resolution.

None of the directors and key managerial personnel of the Company and their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the aforesaid Special Resolution set out at Item No. 2 of this Notice except to the extent of their shareholding and/or employment in the Company.

By Order of the Board of Directors,

For Deltatech Gaming Limited

Sd/-

Name: Anannya Godbole

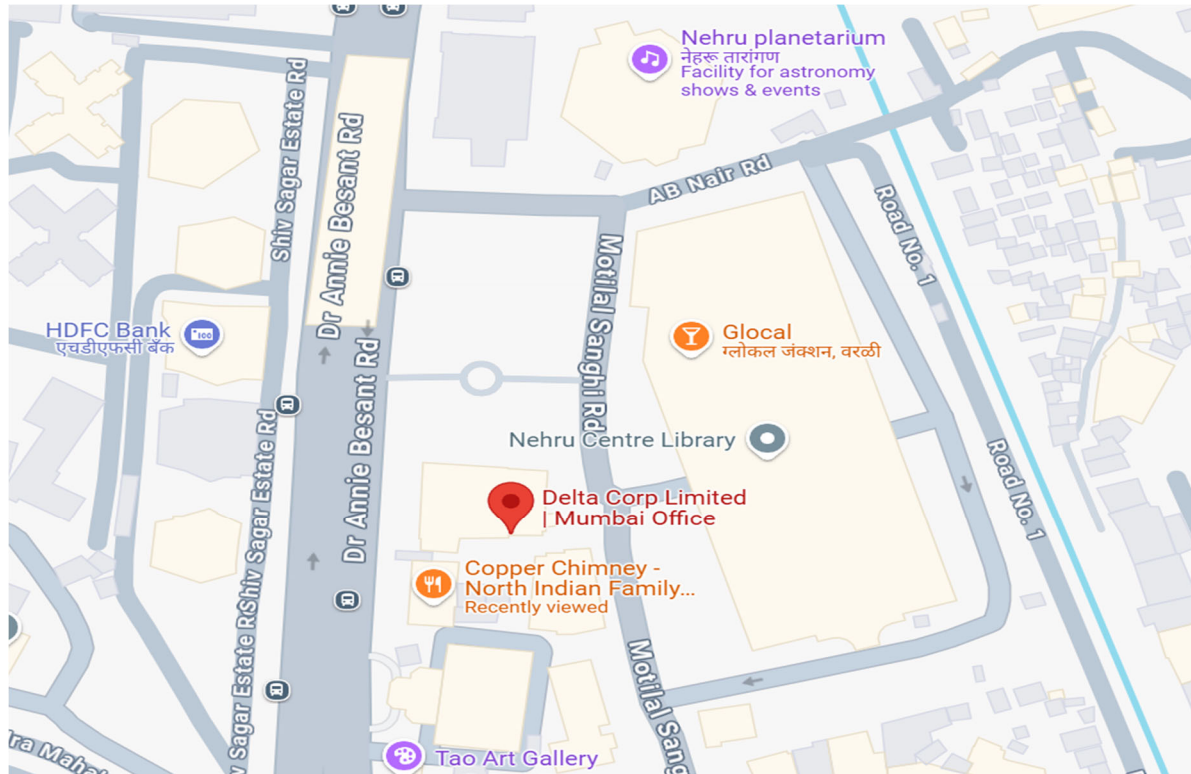
Designation: Company Secretary

Membership No.: A23112

Date: 17th March, 2025

Place: Mumbai

Route Map of the Venue:



PROXY FORM

(Form No. MGT - 11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: U72300GA2011PLC016614

Name of the Company: Deltatech Gaming Limited

Registered Office: 801/802, 8th Floor, Kamat Grand, Behind Caculo Mall, St. Inez, Panaji, Goa-403001

Name of the member (s):	E-mail Id:
	No. of shares held:
Registered address:	Folio No.
	DP ID*.
	Client ID*.

** Applicable for investors holding shares in electronic form.*

I/We being the member(s) of the Deltatech Gaming Limited hereby appoint:

S. No.	Name	Address	Email address	
1				or failing him
2				or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Monday, 17th March, 2025 at 05.30 p.m. at 3rd Floor, Delta House, Hornby Vellard Estate, Dr. Annie Besant Road, Next to Copper Chimney, Worli, Mumbai-400018 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below:

S. No.	Resolution	For	Against
1	Termination of Deltatech Employee Stock Option Plan 2020 ("ESOP Plan 2020") and cancellation of employee stock options granted to employees under ESOP Plan 2020, and cancellation of the ESOP pool, if any.		
2	Termination of Deltatech Employee Stock Appreciation Rights Plan 2022.		

**** It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**

Signed this day of..... 2025

Signature of shareholder
across Revenue Stamp

Affix
Revenue
Stamp

.....
Signature of proxy holder
(1)

.....
Signature of proxy holder
(2)

.....
Signature of proxy holder
(3)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General Meeting dated 17th March, 2025.
6. Please complete all details including details of member(s) in above box before submission.