

DCM LIMITED ANNUAL REPORT

2014 -2015

BOARD OF DIRECTORS

Mr. Jitendra Tuli
Chairman and Managing Director

Mr. Bipin Maira

Mr. Ravi Vira Gupta

Prof. Sudhir Kumar Jain

Mr. Narendra Pal Chawla
(Nominee of LIC)

Dr. Meenakshi Nayar

Mr. Arun Kumar Vedhera

COMPANY SECRETARY

Mr. Yadvinder Goyal

BANKERS

Punjab National Bank

State Bank of Bikaner and Jaipur

AUDITORS

A.F Ferguson & Co.
Chartered Accountants
New Delhi

REGISTERED OFFICE

Vikrant Tower,
4, Rajendra Place,
New Delhi-110 008
Tel : 91-11-25719967
Fax : 91-11-25765214

SHARE TRANSFER AGENT

MCS Limited
F-65, Okhla Industrial Area,
Phase-I, New Delhi-110 020
Tel : 91-11-41406149-52
Fax : 91-11-41709881

Notice of Annual General Meeting

DCM LIMITED

Registered Office: Vikrant Tower, 4, Rajendra Place, New Delhi - 110008

CIN: L74899DL1889PLC000004

e-mail: investors@dcml.in, website: www.dcm.in

Ph: 011-25719967, Fax: 011-25765214

Notice is hereby given that the 125th Annual General Meeting of DCM Limited (the Company) will be held on Tuesday, August 18, 2015 at 1.00 P.M., at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, New Delhi -110 054 for transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
 - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2015 together with Report of Auditors thereon.
2. To consider and declare payment of final dividend of Rs. 1.50 per equity share and confirm the interim dividend of Rs. 1.50 per equity share, already declared and paid during the year, for the financial year ended March 31, 2015.
3. To appoint a director in place of Mr. Jitendra Tuli, (holding DIN 00272930), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint M/s. BSR & Co. LLP, Chartered Accountants, (Firm Registration No. 101248W) as Statutory Auditors of the Company in place of M/s. A. F. Ferguson & Co., Chartered Accountants, (Firm Registration No. 112066W) the retiring Statutory Auditors, to hold office from the conclusion of 125th Annual General Meeting, until the conclusion of 130th Annual General Meeting, subject to ratification at every Annual General Meeting and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT M/s. BSR & Co. LLP, Chartered Accountants, (Firm Registration No. 101248W) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this 125th Annual General Meeting until the conclusion of the 130th Annual General Meeting, subject to ratification of appointment by shareholders at every Annual General Meeting, at such remuneration plus service tax & out-of-pocket expenses, if any, as may be fixed by the Audit Committee of the Board of Directors of the Company."

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT Mr. Arun Kumar Vedhera (DIN 02211540), who was appointed by the Board of Directors as an Additional Director of the Company with effect from June 20, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.
RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s. K C Kohli & Co., Cost Accountants (Firm Registration Number 100541), appointed as Cost Auditors, by the Board of Directors of the Company, to conduct the audit of the cost accounting records of the 'Cotton Textile' manufactured by the Company for the financial year ending March 31, 2016, be paid remuneration of Rs. 50,000/- (Rupees fifty thousand only) plus service tax & out-of-pocket expenses, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

7. 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 the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Jitendra Tuli (holding DIN 00272930), as Managing Director of the Company, with effect from December 20, 2014 without payment of salary and perquisites but with sitting fees as paid to other directors, for a period of one year, which is extendable for further period(s) not exceeding 5 years, on each occasion from time to time at the discretion of the Board.

RESOLVED FURTHER THAT the Managing Director shall be entitled to reimbursement of all expenses incurred in the course of business of the Company on actual basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Registered Office
Vikrant Tower,
4, Rajendra Place,
New Delhi - 110008

By the order of the Board
For DCM Limited

Sd/-
Place : New Delhi
Date : June 20, 2015

Yadvinder Goyal
Company Secretary

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Items nos. 5 to 7 under Special Business of this Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

DCM

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules made thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution / authority, as applicable.

3. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, August 12, 2015 to Tuesday, August 18, 2015 (both days inclusive).
4. Shareholders, who are holding shares in identical order of name in more than one folio, are requested to write to the Company enclosing their share certificates to enable the Company to consolidate their holding in one folio.
5. Members are requested to bring their copy of Annual Report.
6. The Board of Directors in its meeting held on November 14, 2014 had declared an interim dividend of Rs. 1.50 per equity share (@ 15% on the paid-up equity share capital of the Company) which was paid on December 8, 2014. Members who have not received or not encashed their dividend warrant may approach M/s MCS Limited, Registrar and Transfer Agent of the Company or to the Company, for revalidating the warrant or for obtaining duplicate warrant. Subject to the provisions of Section 126 of the Companies Act, 2013, final dividend @ Rs. 1.50 per equity share (@ 15 % on the paid-up equity share capital of the Company) as recommended by the Board of Directors, for financial year ended March 31, 2015, if declared, at this Annual General Meeting, will be paid to the members whose names appear in the Register of Members of the Company as on the book closure dates.
7. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.
8. The members intending to seek any information on Annual Accounts at the meeting are requested to kindly inform the Company at least 7 days before the date of the meeting.
9. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
10. In terms of SEBI notification, the shares of the Company are subject to compulsory trading only in dematerialized form on the stock exchanges, hence members are requested to convert their physical share certificates into electronic form.
11. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agents, M/s MCS Limited.
12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual

Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a request letter in this respect to the Company / Registrar and Share Transfer Agents, M/s MCS Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.

13. The Annual Report including Notice of AGM and Attendance Slip is being sent in electronic mode to members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the members have registered their request for a hard copy of the same. However, physical copy of the Annual Report including Notice of AGM and Attendance Slip is being sent to all members.
14. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
15. The relevant details as required under Clause 49 of the listing agreement with the stock exchanges, in respect of persons seeking appointment / re-appointment as Directors of the Company under Items No. 3, 5 and 7 of the Notice, are provided at page no. 33 of the Annual Report.
16. **Electronic Clearing Service (ECS) Facility**

With respect to the payment of dividend, the Company provides the facility of ECS to all of its shareholders, holding shares in electronic form and also to shareholders, holding shares in physical forms and opted for ECS.

Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts, will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.

Shareholders holding shares in the physical form and who wish to avail ECS facility, may authorize the Company with their ECS Mandate in the prescribed form, which can be obtained from the Registrar and Share Transfer Agents, M/s MCS Limited or downloaded from the Company's website www.dcm.in. Requests for payment of dividend through ECS should be lodged with M/s MCS Limited.

Further, members holding shares in physical form are requested to intimate any change of address and / or bank mandate to the Company / Registrar and Share Transfer Agents, M/s MCS Limited immediately.

17. Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/unencashed dividend, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed/unencashed for a period of seven years from the date they became due for payment, have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred nor shall any payment be made in respect of such claim as per provisions of the Companies Act, 1956.

Pursuant to circular issued by Ministry of Corporate Affairs (MCA) with respect to IEPF (Uploading of information regarding unpaid and

unclaimed amounts lying with companies) Rules, 2012 vide G.S.R. 342 (E) dated May 10, 2012, your Company has uploaded the Form 5INV containing the details of amount lying unclaimed / un-encashed, as on the date of last Annual General Meeting, on account of matured Fixed Deposits/Debtentures and Dividend on the website of MCA as well as on its website www.dcm.in.

18. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder and clause 35B of the listing agreement, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting).
19. Mrs. Pragnya Parimita Pradhan, Company Secretary in whole-time practice has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting at AGM in a fair and transparent manner.
20. The facility for voting through polling paper shall also be made available at the Annual General Meeting and Members attending the Annual General Meeting who have not already cast their vote by remote e-voting shall be able to vote at the Annual General Meeting.
21. The Members who have casted their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
22. The instructions for remote e-voting are as under:

A. In case a Member receives an email from NSDL:

- (i) Open the PDF file 'DCM remote e-Voting.pdf' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
- (ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login.
- (iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click on 'Login'.
- (v) Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
- (vi) Home page of e-voting will open. Click on remote e-Voting - Active Voting Cycles.
- (vii) Select 'EVEN' (i.e. Remote e-voting Event Number) of DCM Limited.
- (viii) Now you are ready for remote e-voting as 'Cast Vote' page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have confirmed your vote on the resolution, you cannot modify your vote.
- (xii) 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, along with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at pragnya.pradhan@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a member receiving physical copy of the Notice of AGM:

- (i) Initial Password is provided at the bottom of the Attendance Slip for the AGM, in the manner as stated below:

EVEN (Remote e-Voting Event Number)	USER ID	PASSWORD /PIN
-	-	-

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

C. Other Instructions:

- i. The remote e-voting period commences on Saturday, August 15, 2015 (9.00 a.m. IST) and ends on Monday, August 17, 2015 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on August 11, 2015 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- ii. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories, as on August 11, 2015 i.e. cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the Annual General Meeting through polling paper.
- iii. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or contact NSDL at toll free no. 1800-222-990. 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 forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com.
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dcm.in and on the NSDL's website www.evoting.nsdl.com, after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.

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

Item No. 5

The Board of Directors of the Company have appointed Mr. Arun Kumar Vedhera as an Additional Director of the Company with effect from June 20, 2015, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. Further, in terms of the aforesaid provisions, he would hold office as such upto the date of forthcoming Annual General Meeting of the Company.

The Company has received notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Arun Kumar Vedhera for the office of Director of the Company, liable to retire by rotation.

Brief resume of Mr. Arun Kumar Vedhera, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, his shareholding in the Company, relationships amongst directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is provided in Corporate Governance Report forming part of Annual Report.

Other than Mr. Arun Kumar Vedhera and his relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out at Item No. 5 of this Notice. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

Keeping in view of his experience and knowledge, it will be in the interest of the Company that Mr. Arun Kumar Vedhera is appointed as Director of the Company, liable to retire by rotation. Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 5 of this Notice for approval of the members of the Company.

Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s K C Kohli & Co., Cost Accountants (Firm Registration Number 100541), as Cost Auditors to conduct the audit of the cost accounting records of the 'Cotton Textile' manufactured by the Company for the financial year ending March 31, 2016 at a remuneration of Rs. 50,000/- (Rupees fifty thousand only) plus service tax & out-of-pocket expenses, if any.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 6 of this Notice for approval of the members of the Company.

Item No. 7

The Board of Directors of the Company (the 'Board'), at its meeting held on November 14, 2014 have, subject to the approval of members, re-appointed Mr. Jitendra Tuli, as Managing Director of the Company, w.e.f. December 20, 2014, without payment of salary and perquisites but with sitting fees as paid to other directors, for a period of one year which is extendable for further period not exceeding five years.

Since Mr. Jitendra Tuli is 75 years old, it is proposed to seek the members' approval for the re-appointment of Mr. Jitendra Tuli, as Managing Director of the Company, by way of Special Resolution, as required under applicable provisions of the Companies Act, 2013.

Accordingly, the said re-appointment of Mr. Jitendra Tuli is in compliance of all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment as Managing Director of the Company.

Mr. Jitendra Tuli has been on Board of the Company since December 20, 2005. He was appointed as Chairman and Managing Director w.e.f. December 20, 2012. He continued to be member of various Committee(s) of the Board from time to time. Keeping in view of his long association as member of the Board/Committee(s) and his experience and knowledge, it will be in the interest of the Company to re-appoint Mr. Jitendra Tuli as Managing Director of the Company.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Jitendra Tuli under Section 190 of the Companies Act, 2013.

Brief resume of Mr. Jitendra Tuli, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, his shareholding in the Company, relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, is provided in Corporate Governance Report forming part of Annual Report.

Other than Mr. Jitendra Tuli and his relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed Special Resolution set out at Item No. 7 of the Notice which pertains to his re-appointment as Managing Director of the Company.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 7 of this Notice for approval by the members of the Company.

Registered Office
Vikrant Tower,
4, Rajendra Place,
New Delhi - 110008

By the order of the Board
For DCM Limited

Place : New Delhi
Date : June 20, 2015

Sd/-
Yadvinder Goyal
Company Secretary

DIRECTORS' REPORT

Your directors have pleasure in presenting this 125th Annual Report together with the Audited Financial Statements of your Company for the year ended March 31, 2015.

ECONOMIC SCENARIO

The global economic environment in recent years has been challenging which coupled with slowing growth in some of the leading global economies has impacted currencies all over the world. However, despite unpredictable headwinds, the global economic recovery seems to be gaining momentum. Specifically, the recovery in the United States was stronger than expected, which provided momentum for the global economic recovery.

After a tepid start by India's economy in FY 2014-15, there was a shift to positive sentiments led by commitments from the newly elected Government at the Centre. FY 2014-15 was indeed a year of transformation and optimism for the Indian economy.

The new government has ushered in an era of hope and development, and a vision to create a robust economy for India. An initiative that has particularly galvanized the entire country is 'Make in India' led by our Hon'ble Prime Minister. This campaign is designed to transform India into a global manufacturing hub.

India's economy is in the midst of recovery with lower fiscal and current account deficit and structural reforms to boost investments. The Indian economy is expected to grow @ 7.5% in 2015-16 (as per the World Bank) and is expected to reach around 8% by 2017. While the various steps are being taken to de-clog the growth, it is expected that the government's reform agenda will spur economic growth and increase business sentiment this fiscal year.

FINANCIAL DATA

	Rs./Crores	
	Financial Year ended March 31, 2015	Financial Year ended March 31, 2014
Profit before Interest, Depreciation, Tax and Exceptional Item	57.67	63.85
Less: – Finance Cost	20.10	12.43
– Depreciation	24.86	11.53
Profit before Tax & Exceptional Item	12.71	39.89
Exceptional Item #	–	15.50
Profit before tax	12.71	55.39
Less -Provision for tax	(1.21)	19.19
Profit after tax	13.92	36.20
Add -Profit brought forward	146.76	120.41
Less- Adjustment of Depreciation	2.35	–
Profit available for appropriation	158.33	156.61
Appropriations:		
Interim Dividend on equity shares	2.61	2.61
Proposed Final Dividend on equity shares	2.61	2.61
Corporate Dividend Tax	1.05	0.88
General Reserves	0.50	3.75
Balance Profit carried forward	151.56	146.76

Compensation receivable from developer of real estate project pursuant to settlement reached in relation to residential complex of the said project.

TRANSFER TO RESERVES

Your Company proposes to transfer Rs. 0.50 crore to the General Reserve out of the amount available for appropriation. After the said transfer, an amount of Rs. 151.56 crores is proposed to be retained in the Profit and Loss account.

DIVIDEND

During the financial year ended March 31, 2015, your Company has declared an interim dividend of Rs. 1.50 (Rupee one and fifty paise only) per equity share of Rs. 10 each, out of accumulated profits of past years, in the month of

November 2014 and the same was paid in the month of December 2014. In addition, your directors recommend a final dividend of Rs. 1.50 (Rupee one and fifty paise only) per equity share of Rs. 10 each for the financial year 2014-15. If approved, the total dividend (interim and final dividend) for the financial year 2014-15 will be Rs. 3.00 (Rupees three only) per equity share aggregating to Rs. 626.57 lacs (including Corporate Dividend Tax).

OPERATIONS OVERVIEW

Textile Division

The Textile Division of the Company is located at Hisar in Haryana with a capacity of 114096 Spindles. During the year under review, the production of yarn increased by 32% (approx.) to 25271 MT from 19095 MT last year mainly due to the successful execution of expansion project through an addition of 39168 spindles at Hisar entailing capital cost of about Rs. 105 Crores. Lower global demand especially from China, higher depreciation cost due to expansion and increase in power cost during the year resulted in lower Profit before Tax (PBT) of Rs. 3.97 Crores as against Rs. 45.25 Crores in the previous year.

IT Division

The IT Division of the Company is an established service provider for IT Infrastructure Services and Analytics operating through various offices located in India and USA.

During the year under review, the sales and other income of the Division increased to Rs. 75.54 Crores from Rs. 64.79 Crores in the last year. The Division earned Profit before Tax (PBT) of Rs. 6.44 Crores compared to Rs. 4.39 Crores in the previous year.

The increase in volumes both in India & overseas business, better margins on exports and favorable exchange rates, contributed to the improved overall performance of the Division. In addition, efforts were made to broaden the customer base and build capabilities in newer technology areas. Exports of Infrastructure services showed good growth during the year.

Investments have been made in building sales bandwidth and acquiring tools for further expanding the export services business. This should help to provide the desired impetus to the business in future.

MATERIAL CHANGES AND COMMITMENTS

There was no change in the nature of the business of the Company. There were no material changes and commitments affecting the financial position of the Company occurring between March 31, 2015 and the date of this Report.

SCHEME OF AMALGAMATION OF DCM ENGINEERING LIMITED INTO AND WITH DCM LIMITED

During the year under review, the Board of Directors of your Company on December 8, 2014 approved the merger of DCM Engineering Limited ('Subsidiary Company') into and with your Company under a Scheme of Amalgamation (i.e. 'Scheme') under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956.

The Scheme envisages that upon it becoming effective and with effect from the appointed date i.e. April 1, 2014, all assets and liabilities and the entire business of DCM Engineering Ltd. shall be transferred to and vested in the Company as a going concern. The Scheme is subject to and would become effective on receipt of all regulatory/statutory approvals. The said Scheme has been pending approvals from the concerned regulatory/statutory authorities as at March 31, 2015.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company has six (6) subsidiaries and one (1) associate company within the meaning of Section 2(87) and 2(6) of the Companies Act, 2013 ("Act") respectively, as on March 31, 2015. There has been no material change in the nature of the business of the subsidiaries and associate companies. During the year under review, no company has become or ceased to be Company's subsidiaries, joint ventures or associate companies.

Pursuant to provisions of Section 129(3) and other applicable provisions of the Act read with Rules made thereunder, a statement containing salient features of the financial statements, performance and financial position of each of the subsidiaries, associates and joint venture companies in Form AOC-1 is enclosed as Annexure - A to the standalone financial statements of the Company and hence not repeated here for the sake of brevity.

Pursuant to the provisions of Section 136 of the Act, the financial statements, consolidated financial statements of the Company along with relevant documents and separate audited accounts in respect of subsidiaries, are available on the website of the Company.

CONSOLIDATED ACCOUNTS

The Consolidated Financial Statements of the Company are prepared in accordance with provisions of the Companies Act, 2013 and relevant Accounting Standards issued by the Institute of Chartered Accountants of India and form part of this Annual Report.

DIRECTORS

Dr. Surendra Nath Pandey, director of the Company passed away on December 23, 2014. He was 84 years old. He was Chairman of the Board of Directors of the Company from December 20, 2005 to December 19, 2011. Your Board placed on record its deep condolences on his sad demise.

Prof. Joginder Singh Sodhi has resigned from directorship of the Company with effect from February 13, 2015. Your Board placed on record its appreciation for the contributions made by Prof. Joginder Singh Sodhi during his tenure as director of the Company.

Mr. Arun Kumar Vedhera was appointed as an Additional Director with effect from June 20, 2015 and holds office upto date of forthcoming Annual General Meeting of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 along with the requisite deposit from a member proposing the appointment of Mr. Arun Kumar Vedhera as a Director of the Company, liable to retire by rotation. Accordingly, a resolution is included in the Notice of the forthcoming 125th Annual General Meeting of the Company for seeking approval of members for his appointment as a Director of the Company, liable to retire by rotation.

Mr. Jitendra Tuli retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment as a director of the Company. Accordingly, a resolution is included in the Notice of forthcoming 125th Annual General Meeting of the Company for seeking approval of members for his appointment as a Director of the Company.

The Board of Directors of the Company in their meeting held on November 14, 2014 had appointed Mr. Jitendra Tuli as Chairman and Managing Director of the Company for a period of one year i.e. with effect from December 20, 2014 to December 19, 2015. Accordingly, a resolution is included in the Notice of the forthcoming 125th Annual General Meeting of the Company for seeking approval of members for his appointment as Managing Director of the Company.

The members of the Company at 124th Annual General Meeting of the Company held on August 04, 2014 had appointed Mr. Bipin Maira, Mr. Ravi Vira Gupta, Prof. Sudhir Kumar Jain & Dr. Meenakshi Nayar, existing directors as Independent Directors of the Company to hold office for a term upto five consecutive years commencing from August 4, 2014. The aforesaid Independent Directors have submitted their Declaration of Independence, as required pursuant to Section 149(7) of the Companies Act, 2013 stating that they continue to meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

As required by Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, your directors state that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and

- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

KEY MANAGERIAL PERSONNEL

The following persons are Whole-Time Key Managerial Personnel ('KMP') of the Company in terms of provisions of Section 203 of the Companies Act, 2013:

- | | |
|--------------------------|--|
| a. Mr. Jitendra Tuli | – Chairman and Managing Director |
| b. Dr. Vinay Bharat Ram | – Chief Executive Officer |
| c. Mr. Sumant Bharat Ram | – Chief Operating & Finance Officer |
| d. Mr. Hemant Bharat Ram | – President (Textiles) |
| e. Mr. Rakesh Kumar Goel | – CEO, Textile Division |
| f. Mr. Varun Sarin | – Chief of Operations & Finance, IT Division |
| g. Mr. Mukesh Sharma | – Company Secretary* |
| h. Mr. Yadvinder Goyal | – Company Secretary** |

*Ceased to be Company Secretary w.e.f. November 14, 2014.

**Appointed as Company Secretary w.e.f. November 15, 2014.

NUMBER OF BOARD MEETINGS

Six meetings of the Board of Directors of your Company were held during the year under review.

EVALUATION OF BOARD PERFORMANCE

Pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Clause 49 of the Listing Agreements ("Clause 49"), the Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the diversity of the Board, effectiveness of the board processes, information and functioning etc.

The performances of the committees were evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees and effectiveness of the committee meetings etc.

The performance of the individual directors was reviewed on the basis of the criteria such as contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc.

The performances of non-independent directors, Board as a whole and of the Chairman were evaluated in a separate meeting of Independent Directors after taking into account the views of executive directors and non-executive directors.

INTERNAL FINANCIAL CONTROL

The Company has in place an established internal control system to ensure proper recording of financial & operational information, compliance of various internal controls and other regulatory/statutory compliances. All Internal Audit findings and control systems are periodically reviewed by the Audit Committee of the Board of Directors, which provides strategic guidance on Internal Controls.

STATUTORY AUDITORS

The term of office of M/s A.F. Ferguson & Co., Chartered Accountants, as Statutory Auditors of the Company will expire with the conclusion of forthcoming Annual General Meeting of the Company. As on commencement of the Companies Act, 2013, M/s A.F. Ferguson & Co., Chartered Accountants, have completed more than 10 years as Statutory Auditors of the Company.

A resolution proposing appointment of M/s BSR & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company in place of M/s A.F. Ferguson & Co., Chartered Accountants pursuant to Section 139 of the Companies Act, 2013, forms part of the Notice of the forthcoming 125th Annual General Meeting of the Company.

The Board place on record its appreciation for the services rendered by M/s A.F. Ferguson & Co., Chartered Accountants, as the Statutory Auditors of the Company.

DIRECTORS' VIEW ON AUDITORS' OBSERVATIONS

Management response to the observations of the auditors even though explained wherever necessary through appropriate notes to the Accounts is reproduced hereunder in compliance with the relevant legal provisions.

Refer 'Basis for Qualified Opinion' in Auditors' Report on Consolidated Financial Statements

Purearth Infrastructure Limited, a joint venture company, has received advances Rs. 3,431.98 lacs (Group's share in advances of joint venture are Rs. 563.35 lacs) for certain bookings of units in its Plaza 4 of Central Square Project (referred as 'said Project'). The said advances have been shown as 'Advances from customers' under 'Other Current Liabilities'. The management of the joint venture company is yet to draw up construction plans for said Project. Further, the revenue including price escalations and other recoveries in terms of the Scheme of Restructuring and understanding arrived with the booking holders of the said Project cannot be determined at this stage. Thus, the management of Joint Venture could not be able to estimate the likely losses for such bookings under the 'Plaza 4 of Central Square Project' and hence have not been provided in the financial Statement of the joint venture company. (Refer note 40 to the consolidated financial statements annexed.)

DEBT REPAYMENT

The Company has complied with its debt repayment obligation under the Scheme of Restructuring and Arrangement (SORA) approved by the Hon'ble Delhi High Court vide its order dated October 29, 2003 under sections 391 – 394 of the Companies Act, 1956 and subsequent modification thereto vide Hon'ble Delhi High Court order dated April 28, 2011. Where such amount has not been claimed by the creditors, the same has been deposited in separate designated Bank Account(s) in scheduled bank(s).

In case an invested amount remains unclaimed and un-encashed for a period of seven years from the date it becomes due for payment, the same has been / will be transferred to the Investor Education and Protection Fund established by the Central Govt. (the relevant details of the same are uploaded on the Company's website www.dcm.in)

The investors, whose investment has remained unclaimed /un-encashed and in respect of whom a period of seven years has not lapsed from the due date as per SORA, are required to lodge their claim with the Company by surrender of Debenture Certificates/Letter of Allotment/un-encashed payment warrants at the registered office of the Company.

FIXED DEPOSITS

No disclosure or reporting is required in respect of deposits covered under Chapter V of the Companies Act, 2013, as there were no transactions in respect of the same during the year under review. However in respect of deposits accepted by the Company under the Companies Act, 1956, the Company has paid the fixed deposit holders in all claimed cases in terms of the provisions of SORA. The amount of unclaimed / legal cases has been deposited in a separate bank account to earmark the funds for the payment of these unclaimed / legal cases. In case a deposit remained unclaimed and un-encashed for a period of seven years from the date it became due for payment, the same has been/will be transferred to the Investor Education and Protection Fund established by the Central Govt.

RISK MANAGEMENT

There is a continuous process of identifying / managing risks through a Risk Management Process. The measures used in managing the risks are also reviewed. The risks identified by the Company broadly fall in the category of operational risk, regulatory risk, financial & accounting risk & foreign currency related risks. The risk management process consists of risk identification, risk assessment, risk monitoring & risk mitigation. During the year, measures were taken for minimization of risks and the Board was informed from time to time. In the opinion of the Board, none of the said risks which have been identified may threaten the existence of the Company.

AUDIT COMMITTEE

The Audit Committee of the Company consists of Mr. Bipin Maira, Chairman, Mr. Ravi Vira Gupta, Mr. Jitendra Tuli and Prof. Sudhir Kumar Jain. The Board of Directors of your Company has revised its terms of reference to make it in line with the requirements of Section 177 of the Companies Act, 2013 and clause 49 of the listing agreement.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Board of Directors of your Company has constituted a CSR Committee comprising of Mr. Ravi Vira Gupta, Chairman, Prof. Joginder Singh Sodhi and Dr. Meenakshi Nayar, as members of the committee. Pursuant to resignation of Prof. Joginder Singh Sodhi from directorship of the Company, the Board of Directors of your Company in their meeting held on February 14, 2015 has reconstituted the CSR Committee with Mr. Ravi Vira Gupta, Chairman,

Mr. Bipin Maira and Dr. Meenakshi Nayar, as members of the Committee.

This Committee is responsible for formulating and monitoring the CSR Policy of the Company. The Company's CSR Policy is available on the Company's website www.dcm.in.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

The information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is enclosed as Annexure – I, and forms part of this Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is enclosed as Annexure II and forms part of this report.

A statement showing details pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as Annexure - IIA and forms part of this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS U/S 186

Particulars of investment made and loans given are provided in the standalone financial statements. (Please refer to Note Nos. 13 & 14 of the standalone financial statements).

The Company, in its capacity as title holder of land at Bara Hindu Rao / Kishanganj, Delhi, in respect of which the development rights were vested with joint venture company in terms of SORA, has mortgaged the said land for loans availed by joint venture company in connection with development of real estate project on the said land. The outstanding amount of loans, on which mortgage was created, as on 31.03.2015 was Rs. 95 crores (previous year Rs. 80.75 crores)

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. During the year, the Company has not entered into any contracts / arrangements / transactions with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The prescribed Form AOC-2 is enclosed as Annexure - III, and forms part of this Report. Your directors draw attention of members to Note 41 to the standalone financial statements which sets out related party disclosures.

EXTRACT OF ANNUAL RETURN

The details forming part of Extract of Annual Return in prescribed form MGT-9 is enclosed as Annexure- IV and forms part of this Report.

COST AUDIT

Pursuant to Section 148 of the Companies Act, 2013 and rules made thereunder, the Board of Directors have appointed M/s K C Kohli & Co., Cost Accountants, as the Cost Auditors to conduct the audit of the cost accounting records of the 'cotton textile' manufactured by the Company for the Financial Year 2015-16 at a remuneration of Rs. 50,000/- (Rupees fifty thousand only) plus Service tax and out of pocket expenses, if any. In terms of said Section 148 and rules made there under, remuneration of Cost Auditors is to be ratified by members of the Company. Accordingly, a resolution is included in the Notice of forthcoming Annual General Meeting for ratification of their remuneration by members of the Company.

SECRETARIAL AUDIT

The Board has appointed M/s Pragnya Pradhan & Associates, Company Secretaries, to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the financial year 2014-15 is enclosed herewith as Annexure - V and forms part of this Report. The Secretarial Audit Report does not contain any qualifications, reservation or adverse remark.

CORPORATE GOVERNANCE

As per Clause 49 of the listing agreements entered into with the stock exchanges, Corporate Governance Report along with Auditors' certificate thereon and Management Discussion and Analysis Report are enclosed, and form part of this report.

DISCLOSURE REQUIREMENTS

- Details of the familiarization programme of the independent directors are available on the website of the Company at weblink: <http://www.dcm.in/pdf/Familiarisation-program-for%20independent%20directors.pdf>.
- Policy for determining material subsidiaries of the Company is available on the website of the Company at weblink: <http://www.dcm.in/pdf/Material-subsidiary-policy.pdf>
- Policy on materiality of related party transactions and dealing with related party transactions is available on the website of the Company at weblink: <http://www.dcm.in/pdf/Policy-on-related-party-transactions.pdf>
- The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns, which is available on Company's website www.dcm.in. The provisions of this policy are in line with the provisions of Section 177(9) of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreements with stock exchanges.
- The Company's Remuneration Policy is enclosed as Annexure - VI and forms part of this Report.
- Annual Report on CSR Activities is enclosed as Annexure - VII and forms part of this report.

- There were no significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- During the year under review, there were no cases reported under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENT

The Directors wish to acknowledge and thank the Central and State Governments and all regulatory bodies for their continued support and guidance. The Directors thank the shareholders, customers, business associates, Financial Institutions and Banks for the faith reposed in the Company and its management.

The Directors place on record their deep appreciation of the dedication and commitment of your Company's employees at all levels and look forward to their continued support in the future as well.

For and on behalf of the Board

Place: New Delhi
Date : June 20, 2015

Sd/-
Jitendra Tuli
Chairman and Managing Director

ANNEXURES TO THE DIRECTORS' REPORT

ANNEXURE – I

Information as per Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended March 31, 2015

(A) CONSERVATION OF ENERGY

(i) the steps taken or impact on conservation of energy

Textile Division:

The Textile mill is continuously endeavoring to develop the most energy efficient process as and to upgrade to latest energy-efficient devices. Recently the division has installed cyclic timer, ring inverter, and frequency drive. The conventional tubes/bulbs are being replaced with LED light.

IT Division:

The operations involve low energy consumption. Wherever possible, energy conservation measures have been implemented. Efforts to conserve and optimise the use of energy is a continuous process.

(ii) the steps taken by the company for utilising alternate sources of energy

Textile Division – Nil

IT Division – Nil

(iii) the capital investment on energy conservation equipments

Textile Division – Rs. 8.82 lacs

IT Division – Nil

(B) TECHNOLOGY ABSORPTION

(i) the efforts made towards technology absorption

Textile Division

During the year, the Company has replaced its 37 old MEI Ring Frames consisting of 17644 spindles with new 08 LR9AXL Ring Frames consisting of 11904 spindles of new technologies and also installed 24 New Ring Frames of 39168 spindles of latest technology with state of art machineries.

IT Division – Nil

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution

Textile Division

The cotton yarn produced after the above expansion cum modernization, will be of high quality acceptable in the international market with better contribution besides saving in cost due to higher level of automation.

IT Division – Nil

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

Textile Division – Nil

(a) the details of technology imported – N.A.

(b) the year of import – N.A.

(c) whether the technology been fully absorbed – N.A.

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof – N.A.

IT Division – Nil

(a) the details of technology imported – N.A.

(b) the year of import – N.A.

(c) whether the technology been fully absorbed – N.A.

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof – N.A.

(iv) the expenditure incurred on Research and Development

Textile Division – Nil

IT Division – Nil

(C) FOREIGN EXCHANGE EARNINGS & OUTGO

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

Rs. In Lacs

Particulars	Financial Year ended March 31, 2015	Financial Year ended March 31, 2014
Foreign Exchange Earned	32155.02	29094.61
Foreign Exchange Used	5967.23	7368.99

Annexure - II & IIA to the Directors' Report

ANNEXURE - II

Information as per Section 134(3)(q) read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report

Employed throughout the year under review and who are in receipt of remuneration, which in aggregate was not less than Rs. 5.00 Lacs per month:

Name	Age (Year)	Designation	Qualification	Total Experience (Year)	Date of Commencement of employment	Remuneration received (Rs. In lacs)	Particulars of last Employment	%ge of Equity Shares held in the Company	Whether relative of Director or manager, if yes, then Name of Director or manager
Mr. Hemant Bharat Ram	49	President (Textile)	B.S. (Math & Comp. Sc.), MS (IA)	24	August 1, 1991	286.32	DCM Technologies Ltd.	NIL	No
Mr. Sumant Bharat Ram	48	Chief Operating & Finance Officer	B.A. (Hons) Economics, MBA	23	March 1, 2013	109.06	DCM Engineering Ltd.	0.125%	No
Mr. Ashwani Kumar Singhal	58	Executive Vice President (Finance & Accounts)	B. Com. (H), FCA, PhD	35	February 5, 1993	74.36	Modi Rubbers Ltd.	Nil	No
Mr. Rakesh Kumar Goel	58	CEO-Textile Division, Hisar	M.B.A	35	November 23, 1990	93.60	Hafed Spinning Mills	Nil	No

Note:

1. The employments are contractual. 2. Remuneration include basic salary, contribution to provident and superannuation funds, allowances and taxable value of perquisites. 3. Pursuant to proviso to Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the particulars of employees posted and working in a country outside India, not being directors or their relatives, drawing more than sixty lakh rupees per financial year or five lakh rupees per month have not been included in this statement.

Place : New Delhi

Date : June 20, 2015

For and on behalf of the board

sd/-

Jitendra Tuli

Chairman and Managing Director

ANNEXURE - IIA

Statement of Particulars as required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Particulars	Ratio to median remuneration#
Non-Executive Director(s)	
Mr. Bipin Maira	NA
Prof. Sudhir Kumar Jain	NA
Mr. Ravi Vira Gupta	NA
Dr. Meenakshi Nayar	NA
Mr. Narendra Pal Chawla	NA
Dr. Surendra Nath Pandey (upto 23.12.2014)	NA
Prof. Joginder Singh Sodhi (upto 13.02.2015)	NA
Executive Director(s)	
Mr. Jitendra Tuli	NA

All the Non-Executive as well as Executive Directors of the Company were not paid any remuneration and were paid only sitting fee for attending meetings of the Board/Committees of directors. Therefore, the said ratio of remuneration of each director to median remuneration of the employees of the company is not applicable.

(ii) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year

Directors

Particulars	% increase in remuneration in the financial year#
Mr. Jitendra Tuli	NA
Mr. Bipin Maira	NA
Prof. Sudhir Kumar Jain	NA
Mr. Ravi Vira Gupta	NA
Dr. Meenakshi Nayar	NA
Mr. Narendra Pal Chawla	NA
Dr. Surendra Nath Pandey (upto 23.12.2014)	NA
Prof. Joginder Singh Sodhi (upto 13.02.2015)	NA

All the Directors of the company were not paid any remuneration and were paid only sitting fee for attending meetings of the Board/Committees of Directors. Therefore, the said percentage increase in remuneration of Directors is not applicable.

Annexure - II A to the Directors' Report Continued

Chief Executive Officer, Chief Financial Officer and Company Secretary

Particulars	% increase in remuneration in the financial year
Dr. Vinay Bharat Ram, Chief Executive Officer*	NA
Mr. Sumant Bharat Ram, Chief Operating & Finance Officer	10.73
Mr. Hemant Bharat Ram, President (Textiles)	1.98
Mr. Rakesh Kumar Goel, CEO, Textile Division	12.07
Mr. Varun Sarin, Chief of Operations & Finance- IT Division	9.82
Mr. Mukesh Sharma, Company Secretary**	NA
Mr. Yadvinder Goyal, Company Secretary**	NA

* No remuneration had been paid in the financial year 2013-14 and 2014-15.

**Remained in employment in their capacity as company secretary for part of the year. Therefore, the said percentage increase in their remuneration is not applicable.

(iii) The percentage increase in the median remuneration of employees in the financial year: 5.20%

(iv) The number of permanent employees on the rolls of Company: 2711

(v) The explanation on the relationship between average increase in remuneration and Company performance

On an average, employees received an annual increase of 6.70%. The remuneration is subject to review on the basis of individual & business performance and inflation/market trends. The performance of employees is reviewed based on competency assessment and key results delivered.

(vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

Aggregate remuneration of Key Managerial Personnel (KMP) in FY 2014-15 (Rs. lacs)	557
Revenue (Rs. lacs)	57642
Remuneration of KMPs (as % of revenue)	0.97
Profit before Tax (PBT) (Rs. lacs)	1271
Remuneration of KMP (as % of PBT)	43.82

(ix) Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company

	Dr. Vinay Bharat Ram, Chief Executive Officer	Mr. Sumant Bharat Ram, Chief Operating & Finance Officer	Mr. Hemant Bharat Ram, President (Textiles)	Mr. Rakesh Kumar Goel, CEO, Textile Division	Mr. Varun Sarin, Chief of Operations & Finance - IT Division	Mr. Mukesh Sharma, Company Secretary*	Mr. Yadvinder Goyal, Company Secretary*
Remuneration in FY15 (Rs. lacs)	Nil	109.06	286.32	93.60	57.50	5.93	4.57
Revenue (Rs. lacs)	57642						
Remuneration (as % of Revenue)	Nil	0.19	0.50	0.16	0.10	NA	NA
Profit before Tax (PBT) (Rs. lacs)	1271						
Remuneration (as % of PBT)	Nil	8.58	22.53	7.36	4.52	NA	NA

* Remained in employment in their capacity as company secretary for part of the year. Therefore, the said comparison of remuneration against the performance of the Company is not applicable.

(x) The key parameters for any variable component of remuneration availed by the directors: NA

(xi) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year

The directors of the company were not paid any managerial remuneration in the financial year 2013-14 and 2014-15. Therefore, the said ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year is not applicable.

(vii)(a) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year

Particulars	March 31, 2015	March 31, 2014	% Change
Market Capitalisation (Rs. lacs) (BSE)	14450.67	15024.18	-3.82
Market Capitalisation (Rs. lacs) (NSE)	14528.87	14945.97	-2.79
Price Earnings Ratio (BSE)	10.38	4.15	150.12
Price Earnings Ratio (NSE)	10.44	4.13	152.78

(vii) (b) Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer

Particulars	March 31, 2015 (Rs.)	Last Public offer (Right Issue)* (Rs.)	% Change
Market Price (BSE)	83.15	45.00	184.78
Market Price (NSE)	83.60	45.00	185.78

* As per last public offer, the Company had allotted equity shares at price of Rs. 45 per shares on conversion of Part-A of its Right Issue of Partly Convertible Debentures (PCD) on 31.07.1993.

(viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average annual increase in the salaries of employees other than the managerial personnel during the FY 2014-15 over FY 2013-14 was around 6.70%. No managerial remuneration had been paid to the Directors in the financial year 2013-14 and 2014-15. Therefore, the said comparison of average percentile increase in the salaries of employees other than the managerial personnel with the percentile increase in the managerial remuneration is not applicable.

(xii) Affirmation that the remuneration is as per the remuneration policy of the Company

The Company affirms that remuneration is as per the remuneration policy of the Company.

ANNEXURE - III

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL
 - (a) Name(s) of the related party and nature of relationship: N.A.
 - (b) Nature of contracts/arrangements/transactions: N.A.
 - (c) Duration of the contracts / arrangements/transactions: N.A.
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A.
 - (e) Justification for entering into such contracts or arrangements or transactions: N.A.
 - (f) Date(s) of approval by the Board: N.A.
 - (g) Amount paid as advances, if any: N.A.

- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: N.A.

2. Details of **material contracts or arrangement or transactions' at arm's length basis: NIL

- (a) Name(s) of the related party and nature of relationship: N.A.
- (b) Nature of contracts/arrangements/transactions: N.A.
- (c) Duration of the contracts / arrangements/transactions: N.A.
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A.
- (e) Date(s) of approval by the Board, if any: N.A.
- (f) Amount paid as advances, if any: N.A.

*Definition of term 'material contracts or arrangement or transactions' is taken as per Clause 49 of the listing agreement with stock exchanges

For and on behalf of the Board

Place: New Delhi
Date : June 20, 2015

sd/-
Jitendra Tuli
Chairman and Managing Director

ANNEXURE- IV

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

CIN	:	L74899DL1889PLC000004
Registration Date	:	26 th March, 1889
Name of the Company	:	DCM Limited
Category / Sub - Category of the Company	:	Company limited by shares/ Indian Non-Government Company
Address of the Registered office and Contact details	:	DCM Limited, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008 Ph.: - 011-25719967, Fax: 011-25765214
Whether Listed Company Yes / No	:	Yes
Name, Address and Contact Details of Registrar and Transfer Agents	:	MCS Limited, F- 65, Okhla Industrial Area, Phase - I, New Delhi - 110020, Ph.: - 011-41406149-52

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company are given below:

S. No.	Name and Description of main products /services	NIC Code of the Product/service*	% to total turnover of the company
1	Manufacture of cotton yarn	13111	82.48
2	IT/ITES Services	62091, 62092 & 62099	13.65

*As per National Industrial Classification - Ministry of Statistics & Programme Implementation

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	DCM Finance & Leasing Limited, 606, 6 th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi -110008	U74899DL1990PLC041440	Subsidiary Company	99.99	2(87)(ii)

DCM

Annexure - IV to the Directors' Report Continued

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
2	DCM Textiles Limited, 606, 6 th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi -110008	U74899DL1996PLC076626	Subsidiary Company	100.00	2(87)(ii)
3	DCM Engineering Limited, Vikrant Tower, 4, Rajendra Place, New Delhi -110008	U74999DL1990PLC041398	Subsidiary Company	75.06	2(87)(ii)
4	DCM Tools & Dies Limited, 606, 6 th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi -110008	U29223DL1998PLC097618	Subsidiary Company	100.00	2(87)(ii)
5	DCM Realty Investment & Consulting Limited, Vikrant Tower, 4, Rajendra Place, New Delhi -110008	U65992DL1992PLC047018	Subsidiary Company	99.99	2(87)(ii)
6	DCM Data Systems Limited, 606, 6 th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi -110008	U72900DL2012PLC234007	Subsidiary Company	100.00	2(87)(ii)
7	Purearth Infrastructure Limited, Vikrant Tower, 4, Rajendra Place New Delhi-110008	U45202DL1991PLC046111	Associate Company	16.41	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2014				No. of Shares held at the end of the year i.e. 31.03.2015				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	36089	0	36089	0.21	36089	0	36089	0.21	0.00
b) Central Govt	0	0	0	0	0	0	0	0	0.00
c) State Govt (s)	0	0	0	0	0	0	0	0	0.00
d) Bodies Corp.	7731793	0	7731793	44.49	7731793	0	7731793	44.49	0.00
e) Banks / FI	0	0	0	0	0	0	0	0	0.00
f) Any Other....	0	0	0	0	0	0	0	0	0.00
Sub-total (A) (1):-	7767882	0	7767882	44.70	7767882	0	7767882	44.70	0.00
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0.00
b) Other – Individuals	0	0	0	0	0	0	0	0	0.00
c) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
d) Banks / FI	0	0	0	0	0	0	0	0	0.00
e) Any Other....	0	0	0	0	0	0	0	0	0.00
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0.00
Total shareholding of Promoter (A) =(A)(1)+(A)(2)	7767882	0	7767882	44.70	7767882	0	7767882	44.70	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	18	67465	67483	0.39	5525	67465	72990	0.42	0.03

Annexure - IV to the Directors' Report Continued

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2014				No. of Shares held at the end of the year i.e. 31.03.2015				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
b) Banks/ FI	1601	4234	5835	0.03	30719	4234	34953	0.20	0.17
c) Central Govt	0	2964	2964	0.02	0	2964	2964	0.02	0.00
d) State Govt (s)	0	0	0	0	0	0	0	0	0.00
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
f) Insurance Companies	1567444	0	1567444	9.02	1567444	0	1567444	9.02	0.00
g) FIIs	649	0	649	0.00	0	0	0	0	0.00
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
i) others (specify)	0	0	0	0	0	0	0	0	0.00
Sub-Total (B) (1):-	1569712	74663	1644375	9.46	1603688	74663	1678351	9.66	0.20
2. Non - Institutions									
a) Bodies Corp.									
i) Indian	1713483	22312	1735795	9.99	1616101	20912	1637013	9.42	-0.57
ii) Overseas	0	0	0	0	0	0	0	0	0.00
b) Individuals									
i) Individual Shareholders holding nominal share capital upto Rs. 1 Lakh	2418079	860849	3278928	18.87	2462771	834893	3297664	18.97	0.10
ii) Individual Shareholders holding nominal Share capital in excess of Rs. 1 Lakh	2243387	0	2243387	12.91	2278476	0	2278476	13.11	0.20
c) Others									
c-i) Trust and Foundation	10626	959	11585	0.06	10608	959	11567	0.07	0.01
c-ii) Non Resident Individual	646786	50299	697085	4.01	658076	50008	708084	4.07	0.06
Sub -total (B)(2):-	7032361	934419	7966780	45.84	7026032	906772	7932804	45.64	-0.20
Total Public Shareholding (B)= (B)(1) + (B)(2)	8602073	1009082	9611155	55.30	8629720	981435	9611155	55.30	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0.00
Grand Total (A+B+C)	16369955	1009082	17379037	100.00	16397602	981435	17379037	100.00	0.00

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2014			Shareholding at the end of the year i.e. 31.03.2015			% change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	AGGRESAR LEASING AND FINANCE PVT. LTD.	3716578	21.39	NIL	3716578	21.39	NIL	NIL
2	BETTERWAYS FINANCE AND LEASING PVT. LTD.	1623135	9.34	NIL	1623135	9.34	NIL	NIL
3	XONIX ENTERPRISES PVT. LTD.	777829	4.47	NIL	777829	4.47	NIL	NIL
4	LOTTE TRADING AND ALLIED SERVICES PVT. LTD.	546862	3.14	NIL	546862	3.14	NIL	NIL
5	LOTUS FINANCE & INVESTMENTS PVT LTD.	535546	3.08	NIL	535546	3.08	NIL	NIL

Annexure - IV to the Directors' Report Continued

S. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2014			Shareholding at the end of the year i.e. 31.03.2015			% change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged/ encumbered to total shares	
6	MIDOPA HOLDINGS PVT LTD	531843	3.06	NIL	531843	3.06	NIL	NIL
7	MR. SUMANT BHARAT RAM	12000	0.07	NIL	12000	0.07	NIL	NIL
8	MRS. PANNA BHARAT RAM	7912	0.05	NIL	7912	0.05	NIL	NIL
9	DR. VINAY BHARAT RAM	6525	0.04	NIL	6525	0.04	NIL	NIL
10	MR. RAHIL BHARAT RAM	4852	0.03	NIL	4852	0.03	NIL	NIL
11	MR. YUV BHARAT RAM	4800	0.03	NIL	4800	0.03	NIL	NIL
	TOTAL	7767882	44.70	NIL	7767882	44.70	NIL	NIL

(iii) Change in Promoters Shareholding (please specify, if there is no change)

S. No.	Particulars	Shareholding at the beginning of the year i.e. 01.04.2014		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	AGGRESAR LEASING AND FINANCE PVT. LTD.				
	At the beginning of the year i.e. 01.04.2014	3716578	21.39		
	Date wise increase/ decrease in promoters shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc):-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	3716578	21.39	3716578	21.39
2	BETTERWAYS FINANCE AND LEASING PVT. LTD.				
	At the beginning of the year i.e. 01.04.2014	1623135	9.34		
	Date wise increase/ decrease in promoters shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	1623135	9.34	1623135	9.34
3	XONIX ENTERPRISES PVT. LTD.				
	At the beginning of the year i.e. 01.04.2014	777829	4.47		
	Date wise increase/ decrease in promoters shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc):-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	777829	4.47	777829	4.47
4	LOTTE TRADING AND ALLIED SERVICES PVT. LTD.				
	At the beginning of the year i.e. 01.04.2014	546862	3.14		
	Date wise increase/ decrease in promoters shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	546862	3.14	546862	3.14
5	LOTUS FINANCE & INVESTMENTS PVT. LTD.				
	At the beginning of the year 01.04.2014	535546	3.08		
	Date wise increase/ decrease in promoters shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	535546	3.08	535546	3.08
6	MIDOPA HOLDINGS PVT. LTD.				
	At the beginning of the year 01.04.2014	531843	3.06		
	Date wise increase/ decrease in promoters shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	531843	3.06	531843	3.06

Annexure - IV to the Directors' Report Continued

S. No.	Particulars	Shareholding at the beginning of the year i.e. 01.04.2014		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
7	MR. SUMANT BHARAT RAM				
	At the beginning of the year 01.04.2014	12000	0.07		
	Date wise increase/ decrease in promoters shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	12000	0.07	12000	0.07
8	MRS. PANNA BHARAT RAM				
	At the beginning of the year 01.04.2014	7912	0.05		
	Date wise increase/ decrease in promoters shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	7912	0.05	7912	0.05
9	DR. VINAY BHARAT RAM				
	At the beginning of the year 01.04.2014	6525	0.04		
	Date wise increase/ decrease in promoters shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	6525	0.04	6525	0.04
10	MR. RAHIL BHARAT RAM				
	At the beginning of the year 01.04.2014	4852	0.03		
	Date wise increase/ decrease in promoters shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	4852	0.03	4852	0.03
11	MR. YUV BHARAT RAM				
	At the beginning of the year 01.04.2014	4800	0.03		
	Date wise increase/ decrease in promoters shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	4800	0.03	4800	0.03

(iv) Shareholding Pattern of top 10 shareholders (other than directors, promoters and holders of GDRs and ADRs)

S. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2014		Date	Increase/ Decrease in Shareholding	Reason for Increase / Decrease	Cumulative Shareholding during the year		Shareholding at the end of the year i.e. 31.03.2015	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	LIFE INSURANCE CORPORATION OF INDIA	1567444	9.02	01.04.2014						
						No Change in shareholding during the year				
				31.03.2015			1567444	9.02	1567444	9.02
2	RELIGARE FINVEST LTD	710226	4.09	01.04.2014						
				02.05.2014	-7671	transfer	702555	4.04		
				23.05.2014	-7881	transfer	694674	4.00		
				30.05.2014	-2390	transfer	692284	3.98		

Annexure - IV to the Directors' Report Continued

S. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2014		Date	Increase/ Decrease in Shareholding	Reason for Increase / Decrease	Cumulative Shareholding during the year		Shareholding at the end of the year i.e. 31.03.2015	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
				20.06.2014	-6629	transfer	685655	3.95		
				30.06.2014	-4207	transfer	681448	3.92		
				04.07.2014	-1000	transfer	680448	3.92		
				18.07.2014	6408	transfer	686856	3.95		
				25.07.2014	-6500	transfer	680356	3.91		
				05.09.2014	-3408	transfer	676948	3.90		
				12.09.2014	-3000	transfer	673948	3.88		
				19.12.2014	-65509	transfer	608439	3.50		
				31.12.2014	-104095	transfer	504344	2.90		
				09.01.2015	-5000	transfer	499344	2.87		
				23.01.2015	-60000	transfer	439344	2.53		
				06.02.2015	-17884	transfer	421460	2.43		
				31.03.2015			421460	2.43	421460	2.43
3	KANWALJEET SINGH DHILLON	410000	2.36	01.04.2014						
						No Change in shareholding during the year				
				31.03.2015			410000	2.36	410000	2.36
4	RAJIV KUMAR RELAN	223608	1.29	01.04.2014						
				11.07.2014	-5800	transfer	217808	1.25		
				25.07.2014	-2100	transfer	215708	1.24		
				01.08.2014	-6200	transfer	209508	1.21		
				22.08.2014	-17000	transfer	192508	1.11		
				12.09.2014	-25590	transfer	166918	0.96		
				19.09.2014	-1733	transfer	165185	0.95		
				19.12.2014	-8150	transfer	157035	0.90		
				31.03.2015	5183	transfer	162218	0.93		
				31.03.2015			162218	0.93	162218	0.93
5	SATPAL KHATTAR	200000	1.15	01.04.2014						
						No Change in shareholding during the year				
				31.03.2015			200000	1.15	200000	1.15
6	ANIL KUMAR GOEL	168000	0.97	01.04.2014						
				05.09.2014	1000	transfer	169000	0.97		
				19.09.2014	2551	transfer	171551	0.99		
				31.10.2014	3890	transfer	175441	1.01		
				28.11.2014	509	transfer	175950	1.01		
				05.12.2014	50	transfer	176000	1.01		
				12.12.2014	3000	transfer	179000	1.03		
				31.03.2015			179000	1.03	179000	1.03
7	CHARTERED CAPITAL & INVESTMENT LTD.	100000	0.58	01.04.2014						
						No Change in shareholding during the year				
				31.03.2015			100000	0.58	100000	0.58
8	VINODCHANDRA MANSUKHLAL PAREKH/ SANJEEV VINODCHANDRA PAREKH	99213	0.57	01.04.2014						
						No Change in shareholding during the year				
				31.03.2015			99213	0.57	99213	0.57

Annexure - IV to the Directors' Report Continued

S. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2014		Date	Increase/ Decrease in Shareholding	Reason for Increase / Decrease	Cumulative Shareholding during the year		Shareholding at the end of the year i.e. 31.03.2015	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
9	AJAY NATWARLAL VORA/ SHILPA AJAY VORA	80000	0.46	01.04.2014						
				29.08.2014*	-50000	transfer	30000	0.17		
				31.03.2015					NA	NA

*Ceased to be part of Top ten Shareholders on 29th August, 2014

10	BHAVESH DHIRESHBHAI SHAH**	79857	0.46	01.04.2014						
						No Change in shareholding during the year				
				16.01.2015			79857	0.46		
				31.03.2015					NA	NA

**Ceased to be part of Top ten Shareholders on 11th July, 2014, 25th July, 2014 and 16th January, 2015

** re-entered in the Top ten shareholder on 18th July, 2014 and 8th August, 2014

11	NDA SECURITIES LTD.	NA	NA							
				11.07.2014***			81551	0.47		
				18.07.2014#	-4728	transfer	76823	0.44		
				25.07.2014*#	15998	transfer	92821	0.53		
				01.08.2014	-4282	transfer	88539	0.51		
				08.08.2014#	-9259	transfer	79280	0.46		
				29.08.2014*#			76231	0.44		
				05.09.2014	-2600	transfer	73631	0.42		
				12.09.2014	-1550	transfer	72081	0.41		
				19.09.2014	-5775	transfer	66306	0.38		
				30.09.2014	-1898	transfer	64408	0.37		
				10.10.2014#	-7854	transfer	56554	0.33		
				16.01.2015*#			91386	0.53		
				23.01.2015	-9110	transfer	82276	0.47		
				30.01.2015	6900	transfer	89176	0.51		
				06.02.2015	12800	transfer	101976	0.59		
				13.02.2015	14049	transfer	116025	0.67		
				20.02.2015	-4049	transfer	111976	0.64		
				27.02.2015	1550	transfer	113526	0.65		
				06.03.2015	2187	transfer	115713	0.67		
				13.03.2015	423	transfer	116136	0.67		
				20.03.2015	8523	transfer	124659	0.72		
				27.03.2015#	-52845	transfer	71814	0.41		
				31.03.2015*#	26220	transfer	98034	0.56	98034	0.56

***First time entered into Top ten shareholders on 11th July, 2014.

#ceased to be part of Top ten Shareholders on 18th July, 2014, 8th August, 2014, 10th October, 2014 and 27th March, 2015

*# re-entered in the Top ten shareholder on 25th July, 2014, 29th August, 2014, 16th January, 2015 and 31st March, 2015

12	GLOBE FINCAP LIMITED	NA	NA							
				10.10.14*^			59493	0.34		
				17.10.14**^	-3235	transfer	56258	0.32		
				31.10.2014*^^	16000	transfer	72258	0.42		
				07.11.2014	-1711	transfer	70547	0.41		
				14.11.2014	7325	transfer	77872	0.45		
				19.12.2014**^	-58237	transfer	19635	0.11		
				31.03.2015					NA	NA

*^ First time entered into Top ten shareholders on 10th October, 2014.

**^ Ceased to be part of Top ten Shareholders on 17th October, 2014 and 19th December, 2014

*^^ re-entered in the Top ten shareholder on 31st October, 2014

Annexure - IV to the Directors' Report Continued

S. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2014		Date	Increase/ Decrease in Shareholding	Reason for Increase / Decrease	Cumulative Shareholding during the year		Shareholding at the end of the year i.e. 31.03.2015	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
13	UNIT TRUST OF INDIA	NA	NA							
						No Change in shareholding during the year				
				17.10.2014 [^]			58990	0.34		
				31.10.2014 ^{^^}			58990	0.34		
				31.03.2015					NA	NA

[^] First time entered into Top ten shareholders on 17th October, 2014.

^{^^} Ceased to be part of Top ten Shareholders on 31st October, 2014

14	EDELWEISS FINANCIAL ADVISORS LIMITED	NA	NA							
				19.12.2014 ^{#^}			79578	0.46		
				31.12.2014	36754	transfer	116332	0.67		
				09.01.2015	77	transfer	116409	0.67		
				23.01.2015	-100	transfer	116309	0.67		
				30.01.2015	100	transfer	116409	0.67		
				06.02.2015 ^{#^^}	-109652	transfer	6757	0.04		
				31.03.2015					NA	NA

^{#^} First time entered into Top ten shareholders on 19th December, 2014.

^{#^^} Ceased to be part of Top ten Shareholders on 6th February, 2015

15	IL AND FS SECURITIES SERVICES LIMITED	NA	NA							
						No change in Shareholding during the year				
				06.02.2015 ^{##}			85000	0.49		
				27.02.2015 ^{##}			85000	0.49		
				31.03.2015					NA	NA

^{##} First time entered into Top ten shareholders on 6th February, 2015

^{##} Ceased to be part of Top ten Shareholders on 27th February, 2015

16	EDELWEISS SECURITIES LTD	NA	NA							
				27.02.2015 ⁺			100183	0.58		
				06.03.2015	3064	transfer	103247	0.59		
				13.03.2015	12134	transfer	115381	0.66		
				20.03.2015 ⁺⁺	-38981	transfer	76400	0.44		
				27.03.2015 ^{++*}	20722	transfer	97122	0.56		
				31.03.2015	-8876	transfer	88246	0.51	88246	0.51

⁺ First time entered into Top ten shareholders on 27th February, 2015

⁺⁺ Ceased to be part of Top ten Shareholders on 20th March, 2015

^{++*} re-entered in the Top ten shareholder on 27th March, 2015

17	BHAVESH D SHAH	NA	NA							
				20.03.2015 ⁺⁺			86416	0.50		
				31.03.2015 ⁺⁺⁺					NA	NA

⁺⁺ First time entered into Top ten shareholders on 20th March, 2015.

⁺⁺⁺ Ceased to be part of Top ten Shareholders on 31st March, 2015

Annexure - IV to the Directors' Report Continued

(v) Shareholding of Directors and Key Managerial Personnel (KMP)

S. No.	Particulars	Shareholding at the beginning of the year i.e. 01.04.2014		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Mr. Jitendra Tuli (Chairman & Managing Director)				
	At the beginning of the year i.e. 01.04.2014	0	0		
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. i.e. 31.03.2015	0	0	0	0
2	Mr. Bipin Maira (Independent - Non Executive Director)				
	At the beginning of the year i.e. 01.04.2014	0	0		
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. i.e. 31.03.2015	0	0	0	0
3	Prof. Sudhir Kumar Jain (Independent - Non Executive Director)				
	At the beginning of the year i.e. 01.04.2014	0	0		
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	0	0	0	0
4	Mr. Ravi Vira Gupta (Independent - Non Executive Director)				
	At the beginning of the year i.e. 01.04.2014	0	0		
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	0	0	0	0
5	Dr. Meenakshi Nayar# (Independent - Non Executive Director)				
	At the beginning of the year i.e. 01.04.2014	N.A.	N.A.		
	At the time of appointment	100	0.0006		
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the period i.e. 28th May, 2014 to 31st March, 2015			
	At the end of the year i.e. 31.03.2015	100	0.0006	100	0.0006
6	Mr. Narendra Pal Chawla (Non Independent - Non Executive Director)				
	At the beginning of the year i.e. 01.04.2014	0	0		
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	0	0	0	0
7	Dr. Surendra Nath Pandey* (Non Independent - Non Executive Director)				
	At the beginning of the year i.e. 01.04.2014	0	0		
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the period i.e. 1st April, 2014 to 23rd December, 2014			
	At the end of the year i.e. 31.03.2015	N.A.	N.A.	N.A.	N.A.

Appointed as Additional Director of the Company, w.e.f. 28th May, 2014

* Passed away on 23rd December, 2014

Annexure - IV to the Directors' Report Continued

S. No.	Particulars	Shareholding at the beginning of the year i.e. 01.04.2014		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
8	Prof. Joginder Singh Sodhi** (Non Independent - Non Executive Director)				
	At the beginning of the year i.e. 01.04.2014	0	0		
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the period. i.e. 1st April, 2014 to 13th February, 2015			
	At the end of the year i.e. 31.03.2015	N.A.	N.A.	N.A.	N.A.
** Ceased to be director on 13th February, 2015					
9	Dr. Vinay Bharat Ram (Chief Executive Officer-KMP)				
	At the beginning of the year i.e. 01.04.2014	6525	0.038		
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	6525	0.038	6525	0.038
10	Mr. Sumant Bharat Ram (Chief Operating & Finance Officer - KMP)				
	At the beginning of the year i.e. 01.04.2014	12000	0.069		
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	12000	0.069	12000	0.069
11	Mr. Hemant Bharat Ram [President (Textiles) - KMP]				
	At the beginning of the year i.e. 01.04.2014	0	0		
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	0	0	0	0
12	Mr. Rakesh Kumar Goel (CEO-Textile Division - KMP)				
	At the beginning of the year i.e. 01.04.2014	0	0		
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	0	0	0	0
13	Mr. Varun Sarin (Chief of Operations & Finance -IT Division - KMP)				
	At the beginning of the year i.e. 01.04.2014	0	0		
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	0	0	0	0
14	Mr. Mukesh Sharma# (Company Secretary - KMP)				
	At the beginning of the year i.e. 01.04.2014	0	0		
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the period i.e. 1st April, 2014 to 14th November, 2014			
	At the end of the year i.e. 31.03.2015	N.A.	N.A.	N.A.	N.A.

Ceased to be Company Secretary on 14th November, 2014

Annexure - IV to the Directors' Report Continued

S. No.	Particulars	Shareholding at the beginning of the year i.e. 01.04.2014		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
15	Mr. Yadvinder Goyal## (Company Secretary - KMP)				
	At the beginning of the year i.e. 01.04.2014	N.A.	N.A.		
	At the time of appointment	0	0		
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc):-	No Change in shareholding during the period i.e. 15th November, 2014 to 31st March, 2015			
	At the end of the year i.e. 31.03.2015	0	0	0	0

Appointed as Company Secretary w.e.f. 15th November, 2014.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in Rs. Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i.e. 01.04.2014				
i) Principal Amount	21219.91	1071.35	-	22291.26
ii) Interest due but not paid	0.00	0.00	-	0.00
iii) Interest accrued but not due	0.20	0.00	-	0.20
Total (i+ii+iii)	21220.11	1071.35	-	22291.46
Change in indebtedness during the financial year				
Addition	3306.36	0.00	-	3306.36
Reduction	1159.26	1000.00	-	2159.26
Net Change	2147.10	(1000)	-	1147.10
Indebtedness at the end of the financial year i.e. 31.03.2015				
i) Principal Amount	23366.98	71.35	-	23438.33
ii) Interest due but not paid	0.00	0.00	-	0.00
iii) Interest accrued but not due	0.23	0.00	-	0.23
Total (i+ii+iii)	23367.21	71.35	-	23438.56

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time director and / or Manager:

(Amount in Rs.)

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Mr. Jitendra Tuli Chairman and Managing Director	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	0	0
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission - as % of profit - others, specify....	0	0
5	Others -Sitting Fee for Board & Committee Meetings	170000	170000
	Total (A) Ceiling as per the Act (5% of the profits calculated u/s 198 of the Companies Act, 2013)		6489000

DCM

Annexure - IV to the Directors' Report Continued

B. Remuneration to other Directors:

(Amount in Rs.)

S. No.	Particulars of Remuneration	Name of Director				Total Amount
		Mr. Bipin Maira	Prof. Sudhir Kumar Jain	Mr. Ravi Vira Gupta	Dr. Meenakshi Nayar	
1	Independent Directors					
	– Fee for attending board and committee meetings	195000	115000	135000	50000	495000
	– Commission	0	0	0	0	0
	– Others, please specify	0	0	0	0	0
	Total (1)	195000	115000	135000	50000	495000

S. No.	Particulars of Remuneration	Name of Director			Total Amount
		Prof. Joginder Singh Sodhi*	Mr. Narendra Pal Chawla	Dr. SurendraNath Pandey**	
2	Other Non-Executive Directors				
	– Fee for attending board committee meetings	85000	50000	0	135000
	– Commission	0	0	0	0
	– Others, please specify	0	0	0	0
	Total (2)	85000	50000	0	135000
	Total (B) = (1+2)				630000
	Overall Ceiling as per the Act (1% of the profits calculated u/s 198 of the Companies Act, 2013)				1297800

* Ceased to be director of the Company w.e.f. February 13, 2015

** passed away on December 23, 2014

	Total Managerial Remuneration (A+B)				800000
	Overall Ceiling as per the Act (11% of the profits calculated u/s 198 of the Companies Act, 2013)				14275800

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

(Amount in Rs.)

S. No.	Particulars of Remuneration	Key Managerial Personnel							Total Amount
		Dr. Vinay Bharat Ram- Chief Executive Officer	Mr. Sumant Bharat Ram Chief Operating & Finance Officer	Mr. Hemant Bharat Ram- President (Textile)	Mr. Rakesh Kumar Goel - CEO-Textile Division, Hisar	Mr. Varun Sarin - Chief of Operation & Finance- IT Division	Mr. Mukesh Sharma- Company Secretary*	Mr. Yadvinder Goyal - Company Secretary#	
1	Gross salary								
	(a) Salary as per provisions contained in section 17(1) of the Income - tax Act, 1961	Nil	8688400	10244070	7566430	5406830	550719	411323	32867772
	(b) Value of perquisites u/s 17(2) Income - tax Act, 1961	Nil	1539600	2639600	710134	21600	Nil	Nil	4910934
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4	Commission - as % of profit - others, specify....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Annexure - IV to the Directors' Report Continued

S. No.	Particulars of Remuneration	Key Managerial Personnel							Total Amount
		Dr. Vinay Bharat Ram- Chief Executive Officer	Mr. Sumant Bharat Ram- Chief Operating & Finance Officer	Mr. Hemant Bharat Ram- President (Textile)	Mr. Rakesh Kumar Goel - CEO-Textile Division, Hisar	Mr. Varun Sarin - Chief of Operation & Finance- IT Division	Mr. Mukesh Sharma- Company Secretary*	Mr. Yadvinder Goyal - Company Secretary#	
5	Others, please specify								
	- Bonus	Nil	Nil	15000000	Nil	Nil	Nil	Nil	15000000
	- PF and Superannuation Contribution	Nil	677670	748000	1083000	321558	42153	45333	2917714
	Total	Nil	10905670	28631670	9359564	5749988	592872	456656	55696420

* Ceased to be Company Secretary w.e.f. November 14, 2014

Appointed as Company Secretary w.e.f. November 15, 2014

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

NIL

ANNEXURE - V

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March 2015
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule
No. 9 of the Companies (Appointment and Remuneration Personnel)
Rules, 2014]

To,
 The Members,
 DCM Limited
 Vikrant Tower,
 4, Rajendra Place,
 New Delhi-110008

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DCM Limited, (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by DCM Limited ("the Company") for the financial year ended 31st March, 2015 according to the provisions of:

- I. The Companies Act, 1956 (the Old Act) and the Rules made thereunder, to the extent applicable;
- II. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- III. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- IV. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- V. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- VI. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- VII. We have relied on the systems/mechanism formed by the Company for compliances under other Applicable Acts, laws and regulations applicable to the Company and the management explanation in this regard. The list of major heads/groups of Acts, Laws and Regulations as applicable to the Company is given in Annexure-A.

We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited.

We have not examined compliances of the Secretarial Standards issued by The Institute of Company Secretaries of India, as provisions were not in place till 31st March, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:

- Shareholders of the Company have passed following Special Resolutions through Postal Ballot on April 14, 2014:
 - (i) Special Resolution authorising the Board of Directors to borrow money, exceeding the aggregate of the paid up capital of the company and its free reserves, upto Rs. 600 crores;
 - (ii) Special Resolution authorising the Board of Directors to mortgage/pledge/hypothecate and/or create charge on assets of the company to secure any loan taken by the Company, not exceeding Rs. 600 crores;
 - (iii) Special Resolution authorising the Board of Directors to mortgage/pledge/hypothecate and/or create charge on land of the Company at Bara Hindu Rao/ Kishan Ganj to secure any loan by Purearth Infrastructure Ltd., not exceeding Rs. 300 crores.
- Shareholders of the Company have passed Special Resolution through Postal Ballot on March 26, 2015 authorising the Board of Directors to mortgage/pledge/hypothecate and/or create charge on whole or part of land of the Company including the land converted/to be converted into freehold from leasehold at Bara Hindu Rao/ Kishan Ganj, Delhi ('Project Land') to secure any loan raised/ to be raised by Purearth Infrastructure Ltd. (PIL) and/or other company/firm and/or body corporate engaged/ to be engaged in joint development of Real Estate Project Land along with PIL, not exceeding Rs. 600 Crores (Rupees Six Hundred Crores).
- The Board of Directors of the Company at its meeting held on December 8, 2014 have approved the merger of DCM Engineering Limited (Subsidiary Company) into and the Company under a Scheme of Amalgamation (i.e. 'Scheme') under sections 391 to 394 and other applicable provisions of the Companies Act, 1956. The Scheme is subject to and would become effective on receipt of all regulatory/statutory approvals.

For Pragnya Pradhan & Associates
Company Secretaries

Sd/-
Pragnya Parimita Pradhan
 ACS No. 32778
 C P No.: 12030

Place: New Delhi
 Date : 20th June, 2015

Annexure – A

1. Factories Act, 1948;
2. Industries (Development & Regulation) Act, 1951;
3. All Labour laws and such Other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis related to wages, gratuity, provident fund, ESIC, compensation, welfare etc.;

4. Acts prescribed under prevention and control of Pollution and Acts prescribed for Protection of Environment;
5. Acts as prescribed under Direct and Indirect Tax;
6. Land Revenue law of respective States;
7. The Legal Metrology Act, 2009;
8. Acts as prescribed under Shop and Establishment Act of various local authorities;
9. Acts as prescribed by respective states and local authorities etc.

ANNEXURE - VI**REMUNERATION POLICY****1. PREAMBLE**

This Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement. This Policy has been approved by the Board of Directors on the recommendation of Nomination and Remuneration Committee of the Company.

2. OBJECTIVE

The Policy relates to designing the remuneration for the Directors, Key Managerial Personnel (KMP), Senior Management Personnel (SMP) and other employees of the Company.

3. DEFINITIONS

- a) **“Board”**:-Board means Board of Directors of the Company.
- b) **“Director”**:-Directors means Directors of the Company.
- c) **“Committee”**:-Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.
- d) **“Company”**:- Company means DCM Limited
- e) **“Independent Director”**:- As provided under clause 49 of the Listing Agreement and/or under the Companies Act, 2013 and relevant rules thereto.
- f) **“Key Managerial Personnel”**:- Key Managerial Personnel (KMP) means-
 - (i) the Chairman and Managing Director;
 - (ii) the Company Secretary;
 - (iii) the Chief Financial Officer; and
 - (iv) such other officer as may be prescribed under the applicable statutory provisions / regulations and / or approved by Board from time to time.
- g) **“Senior Management Personnel”**:- shall mean the personnel of the Company who are members of its Core Management team, excluding the Board of Directors, comprising all members of management that are one level below the Executive Directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

4. KEY PRINCIPLES

The following principles guide the design of remuneration under this Policy:

- (i) Attract, retain and motivate the right talent, including the directors, KMP and employees, required to meet the goals of the Company.
- (ii) Remuneration to the Directors, KMPs, and SMPs is aligned with the short term and long term goals and performance of the Company.
- (iii) Promote the culture of meritocracy, performance and accountability. Give appropriate weightage to individual and overall Company's performance.
- (iv) Reflect market trends and practices, competitive positions to attract the required talent.

5. APPOINTMENT CRITERIA AND QUALIFICATIONS

- (i) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- (ii) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

6. REMUNERATION PAID TO MANAGING DIRECTOR(S) / WHOLE-TIME DIRECTOR(S)

- (i) The Remuneration to Executive Directors will be approved by the Board of Directors based on the recommendations of the Committee, subject to the approval of shareholders and such other authorities as may be applicable. The concerned Executive Director will not participate in such discussions of the Board/Committee.
- (ii) The compliance of the relevant provisions of the Companies Act, 2013 and Listing Agreement with Stock Exchanges regarding the limits of remuneration will be ensured.
- (iii) The remuneration will include the following components:
 - a) **Basic Salary**
 - Provides for a fixed, per month, base level remuneration to reflect the scale and dynamics of business to be competitive in the external market.
 - subject to such annual increment as per the recommendations of the Committee and the approval of the Board of Directors.

b) Commission / Variable Component

- Commission/Variable Component, if any, as per the recommendations of the Committee and the approval of the Board of Directors in addition to the Basic Salary, Perquisites and any other Allowances, benefits and amenities.

c) Perquisites and Allowances

- Perquisites and Allowances commensurate to the position of Executive Directors, as per the recommendations of the Committee and the approval of the Board of Directors.

d) Contribution to Provident, Superannuation fund and Gratuity payments

In the event, the remuneration and commission/variable component, if any, payable to Managing Director/ Whole-Time Director exceed the limits laid down under Section 197 and 198 read with Schedule V of the Companies Act, 2013, the same shall be subject to approval of Central Govt. & other statutory authorities as prescribed under Companies Act, 2013.

7. REMUNERATION PAID TO NON-EXECUTIVE AND INDEPENDENT DIRECTORS

The Non-Executive and Independent Directors would be paid remuneration by way of sitting fees for attending meetings of Board or Committee thereof and profit related commission as may be recommended by the Committee and approved by the Board of Directors and Shareholders of the Company. The amount of such fees and commissions shall be subject to ceiling/ limits as provided under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

8. KEY MANAGERIAL PERSONNEL (KMP) / SENIOR MANAGEMENT PERSONNEL / OTHER OFFICERS & STAFF

The Remuneration to be paid to KMP's/ Senior Management Personnel/other officers & staff is based on the role and responsibilities in the Company, the experience, qualification, skills and competencies of the related personnel / employees, the market trends, practices and benchmarks. The positioning strategy is to see that the compensation provides adequate opportunity to attract the required talent and retain the same to be able to meet the requirements of the job and business.

The remuneration is subject to review on the basis of individual & business performance and inflation/market trends. The performance of employees is reviewed based on competency assessment and key results delivered. The performance assessment, more specifically, is used as an input to determine merit/special increments, performance bonus, rewards, incentives (short term and long term) and other recognitions/promotions.

The objective is to ensure that the compensation engage the employees to give their best performance.

9. EVALUATION

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval.

10. RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board and / or Committee will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

11. WORKMEN COMPENSATION

Workmen are paid wages in accordance to the settlement with the recognized union of the workers, as applicable. Where there is no union, workmen wages are as per the best industry practice and applicable law. All remuneration components will be in accordance with applicable statutory compliances.

12. DIRECTORS' AND OFFICERS' INSURANCE

Where any insurance is taken by the Company on behalf of its Directors, KMPs/ Senior Management Personnel etc. for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

13. AMENDMENTS

Notwithstanding the above, the applicable provisions and amendments, if any, under the Companies Act, 2013 and/ or Listing Agreement in respect of this Policy and related matters shall be implemented by the Company. The Committee may recommend amendments to this Policy from time to time as it deems appropriate.

14. DISCLOSURE

The Policy shall be disclosed as required by the Companies Act, 2013 read along with the applicable rules thereto and Listing Agreement.

ANNUAL REPORT ON CSR ACTIVITIES

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR policy and projects or programs.	The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website and the web link for the same is http://dcm.in/CSR-Policy-DCM-Ltd.pdf
2. The Composition of the CSR Committee.	1) Mr. Ravi Vira Gupta - Chairman 2) Dr. Meenakshi Nayar – Member 3) Prof. Joginder Singh Sodhi* – Member 4) Mr. Bipin Maira** - Member
3. Average net profit of the company for last three financial years (Amount in Lacs)	3063.20
4. Prescribed CSR Expenditure (two percent, of the amount as in item 3 above) (Amount in Lacs)	61.26
5. Details of CSR spent during the financial year 2014-15. (1) Total amount to be spent for the F. Y. (2) Amount unspent, if any : (3) Manner in which the amount spent during the financial year:	(1) Rs. 61.26 Lacs (2) Rs. 45.24 Lacs*** (3) Necessary details are provided in the table given below:

* Ceased to be member of the CSR Committee w.e.f. February 13, 2015

** Appointed as member of the CSR Committee w.e.f. February 14, 2015

*** The amount unspent has been kept separately in the form of deposit in schedule bank

(1) S. No.	(2) CSR project or activity identified	(3) Sector in which the Project is covered	(4) Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	(5) Amount outlay (budget) project or programs wise	(6) Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or Programs. (2)Overheads:	(7) Cumulative expenditure up to the reporting period	(8) Amount spent: Direct or through implementing agency
1	Contribution for running of School at Hissar up to Class 10 th	Promoting of education	Hissar in the state of Haryana	Rs. 16.50 Lacs for F.Y. 2014-15	Rs. 16.02 Lacs	Rs. 16.02 Lacs	Direct
2	Civil repair work of boys hostel of deaf and dumb School	Promoting of education	Hissar in the state of Haryana	Rs. 6.00 Lacs	Nil	Nil	Proposed to be spent directly
	Total			Rs. 22.50 Lacs	Rs. 16.02 Lacs	Rs. 16.02 Lacs	

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the reasons for not spending the amount in its Board report.

The actual spend of the Company on CSR during the year was less than 2% of the average net profit of the last three years. The Company is in process to identify certain other CSR projects / activities and working out the details thereof to increase the expenses in coming year(s).

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and Policy of the Company.

sd/-
Jitendra Tuli
Chairman and Managing Director

sd/-
Ravi Vira Gupta
Chairman, CSR Committee

CORPORATE GOVERNANCE REPORT

1. CORPORATE GOVERNANCE PHILOSOPHY

Corporate Governance is about credibility, transparency and accountability of the Board and Management towards shareholders and other investors of the Company. We believe in a Board of appropriate size, composition and commitment to adequately discharge its responsibilities and duties. We consistently review on a periodical basis all systems, policies and delegations so as to establish adequate and sound systems of risk management and internal control.

Corporate Governance is founded upon a rich legacy of fair, ethical and transparent governance practices, many of which were practiced by the DCM Group as a whole. Our Corporate Governance Policy has been based on professionalism, honesty, integrity and ethical behaviour.

Through the Governance mechanism in the Company, the Board along with its Committees undertake its fiduciary responsibilities to all its stakeholders by ensuring transparency, fairplay and independence in its decision making.

The Corporate Governance philosophy is further strengthened with the adherence to Total Quality Management as a mean to drive excellence and articulating the Company's values and ethics with a Code of Conduct. Given below is a brief report for the year April 01, 2014 to March 31, 2015 on the practices followed at DCM Limited towards achievement of good Corporate Governance:

2. BOARD OF DIRECTORS

(A) Composition of the Board

As on March 31, 2015, the Board comprised of Six (6) directors, namely, Mr. Jitendra Tuli, Chairman and Managing Director, Mr. Bipin Maira, Prof. Sudhir Kumar Jain, Mr. Ravi Vira Gupta, Mr. Narendra Pal Chawla and Dr. Meenakshi Nayar.

The Board of Directors of the Company consists of appropriate number of Non-Executive Directors, Independent Directors and Executive Director(s) in conformity with the provisions of Listing Agreement. Mr. Bipin Maira, Prof. Sudhir Kumar Jain, Mr. Ravi Vira Gupta and Dr. Meenakshi Nayar are Independent Directors. Mr. Narendra Pal Chawla is Non-Executive Non Independent Director nominated by Life Insurance Corporation of India (LIC). Mr. Jitendra Tuli is the Chairman and Managing Director of the Company. All the directors bring with them rich and varied experience in different facets of the corporate functioning. They play an active role in the meetings of the Board. None of the directors have any pecuniary relationship with the Company except for receiving sitting fee for attending meetings of the Board and the Committees thereof.

The Composition of the Board and Category of Directors is as follows:-

Sl. No.	Name	Category of Director#	DIN	Appointed as director on	Ceased to be director on
1.	Mr. Jitendra Tuli*	Chairman & Managing Director	00272930	20.12.2005	-
2.	Dr. Surendra Nath Pandey**	NI-NED	00272396	10.12.2001	23.12.2014
3.	Prof. Joginder Singh Sodhi##	NI-NED	00273151	10.12.2001	13.02.2015
4.	Mr. Bipin Maira	I-NED	05127804	24.11.2011	-
5.	Prof. Sudhir Kumar Jain	I-NED	06419514	09.11.2012	-
6.	Mr. Ravi Vira Gupta	I-NED	00017410	27.05.2013	-
7.	Dr. Meenakshi Nayar	I-NED	06866256	28.05.2014	-
8.	Mr. Narendra Pal Chawla (Nominee LIC)	NI-NED	06412645	09.11.2012	-

I-NED-Independent -Non Executive Director; NI-NED - Non Independent -Non Executive Director

Category of Directors is as on March 31, 2015.

*Appointed as Chairman and Managing Director of the Company with effect from December 20, 2014.

**passed away on 23.12.2014

resigned from directorship of the Company w.e.f. 13.02.2015.

No director of the Company is inter-se related to any other director on the Board.

(B) Board Meetings

During the year April 01, 2014 to March 31, 2015, Six (6) meetings of the Board of Directors were held on May 28, 2014, August 14, 2014, November 14, 2014, December 8, 2014, January 15, 2015 and February 14, 2015. The attendance of each director at these meetings and at the last Annual General Meeting was as under:

Sl. No.	Name	No. of meetings held during FY 2014-15	No. of Meetings attended	Last AGM (on 04.08.2014) attended
1.	Mr. Jitendra Tuli	6	6	Yes
2.	Dr. Surendra Nath Pandey*	4	Nil	No
3.	Prof. Joginder Singh Sodhi#	5	4	Yes
4.	Mr. Bipin Maira	6	6	Yes
5.	Prof. Sudhir Kumar Jain	6	5	Yes
6.	Mr. Ravi Vira Gupta	6	5	No
7.	Dr. Meenakshi Nayar#	5	4	No
8.	Mr. Narendra Pal Chawla (Nominee LIC)	6	5	No

* 4 meetings of the Board of Directors were held during his tenure.

5 meetings of the Board of Directors were held during his/her tenure.

(C) Code of Conduct

The Company's Board has laid down a code of conduct for all the Board Members and Senior Management of the Company, which has been provided, to all concerned executives. The Code of Conduct is available on the website of the Company www.dcm.in. All Board members and designated Senior Management Personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Chief Executive Officer to this effect is enclosed as Annexure-A and forms part of this report.

(D) Number of Directorship(s) and Committee Membership(s)/ Chairmanship(s) held in Companies as on March 31, 2015:

Sl. No.	Name	No. of Directorship(s)*		No. of Committee Membership(s)/Chairmanship(s)**	
		Director	Chairman	Member	Chairman
1.	Mr. Jitendra Tuli	1	1	2	-
2.	Dr. Surendra Nath Pandey#	-	-	-	-
3.	Prof. Joginder Singh Sodhi#	-	-	-	-
4.	Mr. Bipin Maira	1	-	-	2
5.	Prof. Sudhir Kumar Jain	2	-	2	-
6.	Mr. Ravi Vira Gupta	8	-	4	3
7.	Dr. Meenakshi Nayar	2	-	-	-
8.	Mr. Narendra Pal Chawla (Nominee-LIC)	1	-	-	-

* includes directorship in DCM Limited.

**Membership(s)/Chairmanship(s) of only Audit Committee and Share Transfer, Finance facilities and Stakeholder Relationship Committee have been considered.

Ceased to be directors of the Company with effect from 23.12.2014 & 13.02.2015 respectively.

(E) Important items discussed at the Board Meetings

The Board of the Company is provided with detailed notes along with the agenda papers in advance in respect of various items discussed in the Board meetings including:

1. Annual Business Plan including financial and operational plan.
2. Capital budgets and updates
3. Quarterly financial results/Annual financial statements.
4. Review of operation of units.
5. Investment proposals.
6. Quarterly statutory compliance report.
7. Minutes of meetings of audit committee and other committees of the board.
8. Show cause, demand, prosecution notices and penalty notices, which are materially important.

3. AUDIT COMMITTEE

The Audit Committee of the Company consists of Mr. Bipin Maira, Chairman, Mr. Ravi Vira Gupta, Mr. Jitendra Tuli and Prof. Sudhir Kumar Jain as members. The Board of Directors of your Company has revised its terms of reference to make it in line with the requirements of Section 177 of the Companies Act, 2013 and clause 49 of the listing agreement.

All the members of Audit Committee are independent directors except Mr. Jitendra Tuli, who is Chairman and Managing Director of the Company.

The terms of reference of the Audit Committee cover all areas mentioned under Clause 49(III) of the listing agreement with the stock exchanges and Section 177 of the Companies Act, 2013. The broad terms of reference of the Audit Committee, as on March 31, 2015, include, inter-alia, systematic review of accounting policies & practices, financial reporting process, adequacy of internal control systems and internal audit function, quarterly/half-yearly financial statements. It also recommends appointment of Statutory Auditors, Internal Auditors, Cost Auditors, Secretarial Auditors and fixation of their audit fees. Mr. Bipin Maira, Mr. Jitendra Tuli and Mr. Ravi Vira Gupta have knowledge of finance and accounts. Prof. Sudhir Kumar Jain has expertise in managerial economics and has knowledge of finance.

Audit Committee meetings are attended by Chief Executive Officer, Chief Operating & Finance Officer, Sr. Executives of Accounts & Finance Department of the Company. Representatives of Statutory / Cost Auditors and Internal Auditors also attend the Audit Committee Meetings on invitation.

During the year April 01, 2014 to March 31, 2015, six (6) Audit Committee meetings have taken place on May 28, 2014, August 14, 2014, November 14, 2014, December 8, 2014, January 15, 2015 and February 14, 2015. The attendance of each director at these meetings was as under:

Sl. No.	Name	Designation	No. of meetings held during FY 2014-15	Number of meetings attended
1.	Mr. Bipin Maira	Chairman	6	6
2.	Mr. Jitendra Tuli	Member	6	6
3.	Prof. Sudhir Kumar Jain	Member	6	5
4.	Mr. Ravi Vira Gupta	Member	6	5

The composition and terms of reference of the Audit Committee are in conformity with the Listing Agreement and the Companies Act, 2013. The minutes of the meetings of the Audit Committee are placed before the Board for its information.

4. NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors of your Company has renamed and reconstituted its existing 'Compensation Committee' as 'Nomination and Remuneration Committee' and have also revised its terms of reference to make it in line with the requirements of Section 178 of the Companies Act, 2013 and

clause 49 of the listing agreement. At present, the 'Nomination and Remuneration Committee' comprised of Mr. Bipin Maira, Chairman, Prof. Sudhir Kumar Jain and Mr. Ravi Vira Gupta, as members of the Committee.

Terms of Reference

The terms of reference of the Nomination and Remuneration Committee cover all areas mentioned under Clause 49(IV) of the listing agreement with the stock exchanges and Section 178 of the Companies Act, 2013. The broad terms of reference of the Nomination and Remuneration Committee inter-alia include recommending a policy relating to remuneration of directors and senior management personnel, formulation of criteria and identify persons who may be appointed as directors or senior management of the Company, Board diversity and any other matters which the Board of Directors may direct from time to time.

During the year April 01, 2014 to March 31, 2015, three (3) 'Nomination and Remuneration Committee' meetings have taken place on May 09, 2014, August 14, 2014 & November 14, 2014. The attendance of each director at these meetings was as under:

Sl. No.	Name	Designation	No. of meetings held during FY 2014-15	Number of meetings attended
1.	Mr. Bipin Maira	Chairman	3	3
2.	Prof. Sudhir Kumar Jain*	Member	2	2
3.	Mr. Ravi Vira Gupta	Member	3	3
4.	Prof. Joginder Singh Sodhi#	Member	1	1

*became member of the Nomination and Remuneration Committee with effect from 28.05.2014 due to reconstitution of the said Committee. Further two (2) meetings of the said Committee were held during his tenure.

#ceased to be member of the Nomination and Remuneration Committee with effect from 28.05.2014 due to reconstitution of the said Committee and one (1) meeting of the said Committee was held during his tenure.

Remuneration Policy

The Remuneration Policy recommended by the Nomination and Remuneration Committee has been accepted by the Board of Directors. The Remuneration policy is enclosed as Annexure-VI to the Directors Report.

During the year under review, there was no pecuniary relationship or transactions of the non-executive directors vis-à-vis the Company. Both Executive and Non- Executive Directors were paid remuneration only by way of sitting fees for attending the meetings of Board of Directors and Committees thereof. The details of remuneration paid to directors during the year April 01, 2014 to March 31, 2015 along with number of equity shares of the Company held by each of them are as under:

Sl. No.	Name	Sitting Fees* (Rs./lacs)	Salary & Perquisites (Rs./lacs)	Number of equity shares of the Company held
1.	Mr. Jitendra Tuli	1.70	Nil	Nil
2.	Dr. Surendra Nath Pandey*	Nil	Nil	Nil
3.	Prof. Joginder Singh Sodhi**	0.85	Nil	Nil
4.	Mr. Bipin Maira	1.95	Nil	Nil
5.	Prof. Sudhir Kumar Jain	1.15	Nil	Nil
6.	Mr. Ravi Vira Gupta	1.35	Nil	Nil
7.	Dr. Meenakshi Nayar	0.50	Nil	100
8.	Mr. Narendra Pal Chawla (Nominee-LIC)	0.50	Nil	Nil
	TOTAL	8.00	Nil	

excluding service tax

* passed away on 23.12.2014

**resigned from directorship of the Company w.e.f. 13.02.2015

Service Contract and Severance Fees

The appointment of Mr. Jitendra Tuli, Chairman and Managing Director of the Company is governed by the resolution passed by the Board of Directors which covers the terms and conditions of such appointment. Both Executive and Non-Executive Directors are paid sitting fees for attending the meetings of Board of Directors and Committees thereof.

Stock Option Scheme: The Company does not have any Stock Option Scheme for any of its director or employee.

5. SHARE TRANSFER, FINANCE FACILITIES AND STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Board of Directors of your Company has renamed and reconstituted its existing 'Share Transfer, Finance Facilities and Shareholders'/Investors' Grievance Committee' as 'Share Transfer, Finance facilities and Stakeholders' Relationship Committee' in terms of requirements of Section 178 of the Companies Act, 2013 and clause 49 of the listing agreement. At present, 'Share Transfer, Finance Facilities and Stakeholder Relationship Committee' comprised of Mr. Bipin Maira, Chairman, Mr. Jitendra Tuli, Mr. Ravi Vira Gupta and Prof. Sudhir Kumar Jain, members of committee.

The attendance of directors in the said committee meetings was as follows:

Sl. No.	Name	Designation	No. of meetings held during FY 2014-15	Number of Committee meetings attended
1.	Mr. Bipin Maira	Chairman	9	9
2.	Mr. Jitendra Tuli	Member	9	9
3.	Prof. Sudhir Kumar Jain	Member	9	0
4	Mr. Ravi Vira Gupta	Member	9	1

The status of complaints received, disposed off & pending during the year ended March 31, 2015 is as under:

No. of Complaints Received	No. of Complaints not solved to the satisfaction of shareholders'/Investors'	No. of pending Complaints
34	0	1

The minutes of Share Transfer, Finance Facilities & Stakeholder Relationship Committee are placed before the Board for its information.

Compliance Officer

The Company Secretary of the Company acts as Compliance Officer of the Company.

6. GENERAL BODY MEETINGS

Details of last three AGMs

Year	Location	Date	Time	Details of Special Resolutions passed
2014	124 th AGM MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, New Delhi	04.08.14	3.30 P.M.	i. Re- appointment of Mr. Jitendra Tuli as Managing Director of the Company for a period of one (1) year w.e.f. December 20, 2013; ii. Alteration of Articles of Association of the Company.
2013	123 rd AGM MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, New Delhi	19.07.13	11.30 A.M.	Appointment of Mr. Jitendra Tuli as Chairman and Managing Director of the Company for a period of one (1) year w.e.f. December 20, 2012.
2012	122 nd AGM MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, New Delhi	14.07.12	12.30 P.M.	Nil

POSTAL BALLOTS

During the year, the Company has passed following Special Resolution through Postal Ballot process prescribed under sections 108 & 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any of the Companies Act, 2013:

"Special Resolution authorising the Board of Directors to mortgage/pledge/hypothecate and/or create charge on whole or part of land of the Company including the land converted / to be converted into freehold from leasehold at Bara Hindu Rao/ Kishan Ganj, Delhi (Project Land) to secure any loan raised/ to be raised by Purearth Infrastructure Ltd. (PIL) and / or other company/ firm and / or body corporate engaged / to be engaged in Joint development of Real Estate Project at Project Land along with PIL, not exceeding Rs. 600 Crores (Rupees Six Hundred Crores)."

The Company had appointed Mrs. Pragnya Parimita Pradhan, Company Secretary in whole time Practice as Scrutinizer for conducting the Postal Ballot process (including e-voting) in a fair and transparent manner. The voting period for e-voting and Postal Ballot was commenced on February 22, 2015 (9.00 Hours IST). The voting period for e-voting was ended on March 23, 2015 (17.30 Hours IST) and the NSDL e - voting platform was blocked thereafter. The last date for the receipt of Postal Ballot Forms by the Scrutinizer was March 23, 2015. The result of Postal Ballot (including e-voting) was announced on 26th March, 2015.

The details of Postal Ballot (including e-voting) Results are as under:

Sl. No	Particulars	Special Resolution No. 1		
		Through Physical Postal Ballot forms	Through e- voting	Total
1.	Total Votes* casted in favour of the Resolution	2,33,048	17,72,220	20,05,268
2.	Total Votes* casted against the Resolution	957	308	1,265
3.	Invalid Votes*	1,780	—	1,780
4.	Votes* casted in favour as percentage of total valid votes polled	11.6145%	88.3225%	99.9370%

*One equity share of the Company has one vote. Members' voting right shall be in proportion to his share in the paid-up capital of the Company.

7. DISCLOSURES

- All the related party transactions are entered on arm's length basis and are in compliance with the applicable provisions of the Companies Act, 2013 and the listing agreement. During the year, there are no materially significant related party transactions made by the company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the company at large. Related party transactions have been dealt with in note 41 to the Standalone Financial Statements annexed. These transactions are not in conflict with the interest of the Company.

The Board of Directors of the Company has formulated 'Related Party Transaction Policy', which is available on website of the Company at weblink: <http://www.dcm.in/pdf/Policy-on-related-party-transactions.pdf>

- The Company has not been imposed with any penalty by the Stock Exchanges, SEBI or any other statutory authority on any matter relating to Capital Markets during the last three years.
- The Company has a Legal Department headed by General Manager (Legal), which deals with the legal issues. The Secretarial Department is responsible for compliances in respect of Company Law, SEBI, Stock Exchange rules and regulations and other related laws.
- The Company has in place Whistle Blower policy which is also available on Company's website www.dcm.in. No personnel has been denied access to the audit committee.

- v. All mandatory requirements have been appropriately complied with. However, the Company has not adopted the non-mandatory requirements as specified in Annexure XIII of the Listing Agreement.
- vi. Management Discussion and Analysis report forming part of the Annual Report is enclosed.
- vii. **Disclosure regarding appointment or re-appointment of directors**
Pursuant to the requirements of the listing agreements with the stock exchanges, on Corporate Governance, the information required to be given, in case of the appointment of a new director or re-appointment of a director, is enclosed as Annexure-B and forms part of this report.

viii. Risk Management

The Company has laid down procedures to inform the Board members about the Risk Assessment and Risk Minimization. These procedures are being reviewed from time to time to ensure appropriate Risk Management and control.

ix. Subsidiary Company

All the subsidiary companies of the Company are managed by their respective Boards having the rights and obligations to manage such companies in the best interest of their stakeholders.

Prof. Sudhir Kumar Jain, independent director of the Company has been appointed as director on the Board of DCM Engineering Limited w.e.f. February 12, 2013, a Material Unlisted subsidiary of the Company. All minutes of the Board meetings of unlisted subsidiary companies are placed before the Company's Board. All significant transactions and arrangements entered into by the unlisted subsidiary company are brought to the attention of Company's Board.

The Board of Directors of the Company has formulated 'Material Subsidiary Policy', which is available on website of the Company at weblink: <http://www.dcm.in/pdf/Material-subsidiary-policy.pdf>

The annual audited accounts of all the subsidiary companies and the related detailed information is available at the website of the Company at www.dcm.in. The annual accounts of the subsidiary companies are also kept for inspection by any shareholder in the head office of the Company and of the subsidiary companies concerned. Also the Company shall furnish a hard copy of details of accounts of subsidiaries to any shareholder on request.

x. CEO/CFO Certification

The certificate in compliance with Clause 49 IX of the Listing Agreement was placed before the Board of Directors in its meeting.

- xi. The details of familiarization programme for Independent Directors is available on website of the Company at weblink: <http://www.dcm.in/pdf/Familiarisation-program-for-independent-directors.pdf>.
- xii. The Independent Directors have confirmed that they continue to meet the 'Criteria of Independence' as stipulated under Clause 49 of the Listing Agreement and Section 149(6) of the Companies Act, 2013.

8. MEANS OF COMMUNICATION

The quarterly / half yearly / annual financial results are announced within the stipulated period and are generally published in Financial Express (English) and Jansatta (Hindi) newspapers and are also forwarded to the Stock Exchanges as per Listing Agreement. The results are put up on their website(s) by the Stock Exchanges. All financial results and other shareholder information are also available at the website of the Company at www.dcm.in. The quarterly/ half yearly financial results are not sent to shareholders individually.

No presentation of financial results has been made to Financial Institutions/ analysts during the year ended March 31, 2015.

9. GENERAL SHAREHOLDER INFORMATION

i. Annual General Meeting:

Date : August 18, 2015
Time : 1.00 PM
Place : MPCU Shah Auditorium, Shree Delhi Gujrati Samaj Marg, Civil Lines, New Delhi

ii. Book Closure Dates : 12.08.2015 to 18.08.2015 (both days inclusive)

iii. Financial Year : April 01 to March 31

iv. Dividend Payment : The company has paid interim dividend @ Rs. 1.50 per equity share to the shareholders on December 8, 2014. The record date for the said interim dividend was November 27, 2014. Final dividend, if any, declared in the ensuing Annual General Meeting, will be paid within 30 days of the date of declaration to those members whose names appear in the Register of Members on the dates of book closure.

v. Listing : Shares of Company are listed on BSE Limited and National Stock Exchange of India Limited. Listing fee for the year upto April 01, 2015 to March 31, 2016 has been paid to both Stock Exchanges.

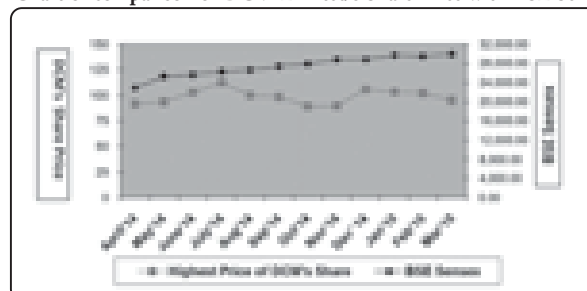
vi. Securities Code : Securities code for Company's equity shares on the Stock Exchanges are as follows: BSE Limited : 502820 National Stock Exchange of India Limited : DCM

vii. Stock Market Data and Share price performance in comparison to broad base indices.

a) DCM LIMITED vs BSE SENSEX

	DCM LIMITED		BSE SENSEX	
	High	Low	High	Low
April-2014	92.00	77.00	22,939.31	22,197.51
May-2014	94.20	74.00	25,375.63	22,277.04
June-2014	103.00	85.00	25,725.12	24,270.20
July-2014	112.70	91.05	26,300.17	24,892.00
August-2014	100.00	81.00	26,674.38	25,232.82
September-2014	98.60	79.30	27,354.99	26,220.49
October-2014	89.85	76.50	27,894.32	25,910.77
November-2014	90.00	77.50	28,822.37	27,739.56
December-2014	106.00	72.40	28,809.64	26,469.42
January-2015	103.50	82.00	29,844.16	26,776.12
February-2015	101.90	84.75	29,560.32	28,044.49
March-2015	95.45	75.40	30,024.74	27,248.45

Chart of comparison of DCM Limited's Share Price with BSE SENSEX

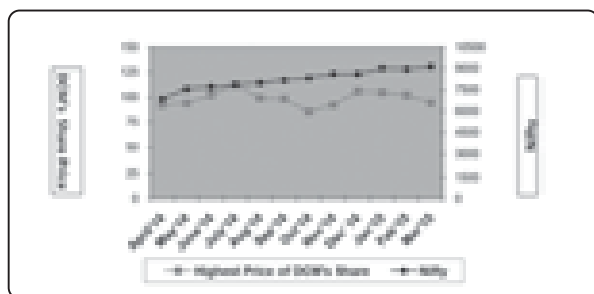


b) DCM LIMITED vs. NIFTY

	DCM LIMITED		NIFTY	
	High	Low	High	Low
April-2014	92.15	77.00	6869.85	6650.40
May-2014	93.85	75.20	7563.50	6638.55
June-2014	102.25	84.50	7700.05	7239.50
July-2014	112.30	91.00	7840.95	7422.15
August-2014	99.00	81.25	7968.25	7540.10
September-2014	98.00	78.65	8180.20	7841.80
October-2014	85.50	76.00	8330.75	7723.85
November-2014	92.30	77.20	8617.00	8290.25
December-2014	105.60	75.55	8623.00	7961.35
January-2015	104.60	91.00	8996.60	8065.45
February-2015	102.00	84.80	8941.10	8470.50
March-2015	94.40	76.10	9119.20	8269.15

Source: BSE and NSE websites

Chart of Comparison of DCM Limited's Share Price with Nifty



viii. Registrar & Share Transfer Agent

MCS Limited,
F-65, Okhla Industrial Area,
Phase I, New Delhi 110 020
Telephone No: 011- 41406149-52

ix. Share Transfer System

The Company's Shares are traded in the Stock Exchanges in compulsorily Demat mode as per Stock Exchanges Regulations. Power of share transfer has been delegated to Registrar & Share Transfer Agents for expediting share transfers. Physical Shares, which are lodged for transfer, are processed at MCS Limited and returned to the Shareholders within 15 days from the date of receipt subject to documents being valid and complete in all respects.

x. Distribution of shareholding as on March 31, 2015

Category	No. of Equity Shares	% of Shareholding
Promoters, Directors & Relatives	7767882	44.70
Mutual fund/FIs/FII's/ Banks /Central Govt./State Govt./ Insurance Companies	1678351	9.66
Bodies Corporate	1637013	9.42
NRI/Trust	719651	4.14
Individuals	5576140	32.09
TOTAL	17379037	100%

Shareholdings	No. of folios	No. of Equity Shares	% of Shareholding
Up to 5000	44466	3207952	18.46
5001-10000	81	589170	3.39
10001 - 50000	94	2078282	11.96
50001-100000	14	1176948	6.77
Above 100000	15	10326685	59.42
Total	44670	17379037	100%

xi. Dematerialisation of Shares

The Equity Shares of the Company are compulsorily tradable in Dematerialised form by all categories of investors and placed under rolling settlement by SEBI. The Company has signed agreement with NSDL & CDSL for dematerialization of shares. ISIN of the Company for dematerialization of equity shares is INE 498A01018. As on March 31, 2015, 94.35% of paid-up share capital of the Company has been dematerialised.

xii. Outstanding ADRs/ GDRs

The Company has not issued any ADRs, GDRs, Warrants or any Convertible Instrument during the financial year 2014-15.

xiii. Location of Works:

Textile Division: Hisar (Haryana)
IT Division: Gurgaon (Haryana)

xiv. Address for Correspondence

The shareholders may address their communication to the Registrar and Share Transfer Agents at their address mentioned above or to the Company Secretary, 6th Floor, Vikrant Tower, 4 Rajendra Place, New Delhi - 110008 or at exclusively designated e-mail ID for any grievance at investors@dcm.in

For and on behalf of the Board

Sd/-

Jitendra Tuli

(Chairman and Managing Director)

Place : New Delhi

Date : June 20, 2015

ANNEXURE-A

CHIEF EXECUTIVE OFFICER DECLARATION

I, Dr. Vinay Bharat Ram, Chief Executive Officer of DCM Limited, certify based on annual disclosures received, that all Board members and senior management personnel have abided by the Code of Conduct for Directors & Senior Management laid down by the Company.

Place : New Delhi

Dated : June 20, 2015

Sd/-

Dr. Vinay Bharat Ram
Chief Executive Officer

ANNEXURE-B

PURSUANT TO THE REQUIREMENTS OF THE CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, ON CORPORATE GOVERNANCE, THE INFORMATION REQUIRED TO BE GIVEN, IN CASE OF THE APPOINTMENT OF A NEW DIRECTOR OR RE-APPOINTMENT OF A DIRECTOR, IS GIVEN AS FOLLOWS:

Name of the Director	Mr. Jitendra Tuli	Mr. Arun Kumar Vedhera
Date of Birth	20.09.1939	11.09.1949
Date of Appointment	20.12.2005	20.06.2015
Qualification	B Com (Hon.) Post Graduate Diploma from London School of Journalism. Attended the School of Public Relations and communications at Boston University, USA	B.Sc. (Electrical Engineering), MBA
Nature of Expertise in Specific functional area	General Management, Corporate Communication and social activities	Material management/supply chain, marketing and general management
Profile of the Director	Mr. Jitendra Tuli was an editorial and communications consultant with World Health Organisation, regional office for South East Asia, where he served as the Public Information Officer for Nineteen years. He has written for leading Newspapers and Magazines. He is deeply involved in the work for the less privileged ones, as trustee of Amarjyoti Charitable Trust and as founder member of Cancer Sehyog.	Mr. Arun Kumar Vedhera is an Electrical Engineer and M.B.A with 30 years of Industry and 12 years of Consulting experience. He started his career with DCM Ltd as a management trainee. He has worked with some of the most reputed textiles groups like the Kewalram Chanrai Group, Vardhman textiles and Arvind Overseas, Mauritius, in India and abroad, handling the entire value chain and diverse product lines, finally as the Head of Operations/C.E.O. Off late he has been working as mentor/advisor with organizations and industry associations. He is Chairman of Publications of the Textile Association India-PHC Unit.
Name of the other Companies in which he holds Directorship	NIL	NIL
Name of the Committees* of other Companies of which he holds Memberships / Chairmanships	NIL	NIL
Shareholding in the Company	NIL	NIL
Relationship between directors inter-se	NIL	NIL

*For this purpose, Membership(s)/Chairmanship(s) of only Audit Committee and Share Transfer, Finance facilities and Stakeholder Relationship committee of all Public Limited Companies have been considered.

Auditors' Certificate on the Compliance of conditions of Corporate Governance under Clause 49 of the Listing Agreement

To the Members of DCM Limited

1. We have examined the compliance of conditions of Corporate Governance by DCM Limited ("the Company") for the year ended March 31, 2015, as stipulated in clause 49 of the Listing Agreements of the Company with stock exchanges.
2. The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations and management representations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For A. F. Ferguson & Co.
Chartered Accountants
(ICAI Registration No. 112066W)
Sd/-
Manjula Banerji
Partner
(Membership No. : 086423)

Place : New Delhi
Date : June 20, 2015

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

TEXTILE DIVISION

Industry Structure and Developments

India's textile industry has an overwhelming presence in the economic life of the country. Apart from providing one of the basic necessities of life, the textile industry also plays a pivotal role through its contribution to industrial output, employment generation and export earnings. The textile sector is one of the largest employment provider sector along with agriculture and contributes about 14% to industrial production and 13% to export earnings of the country.

The existing National Textile Policy was framed in 2000. Since then the industry has undergone major changes on both the domestic and international fronts. On the international front, with the dismantling of the quota system in 2004, India has assumed the position of being the second largest exporter of textiles in the world. Although Indian textile exports are placed at US \$40 billion, there is a wide gap to be covered before India assumes a pre-eminent position. There is also the need for India to emerge from being the second largest exporter of cotton & cotton yarn to the world to being an exporter of high-value-added items like man-made fibre (MMF), garmenting and technical textiles.

In the global exports of clothing, India ranked as the fourth largest exporter as per WTO data - 2013, with China, Italy and Bangladesh occupying the first three slots. In the global exports of Textiles, India ranked as the third largest exporter, trailing China and EU.

Outlook

The outlook for the textile industry in India is quite optimistic. It is expected that the textile industry will continue to grow at an impressive rate. The fundamental strength of the industry flows from its strong production base of a wide range of fibres / yarns from natural fibres like cotton, jute, silk and wool to synthetic /man-made fibres like polyester, viscose, nylon and acrylic. In fact, apart from India, only China can boast of such a strong and diverse base in textile fibres /yarns. The complex and varied structure of industry coupled with India's close linkage with culture and multi-fibre raw material base enables it to produce a variety of products for varying consumer needs and preferences.

The inherent strengths of the textile industry have seen it through rough days and hard times. There have been many periods of adversity, when growth charts dipped and the future appeared bleak. But like the phoenix, the textile industry has risen each time from the ashes.

The Division has been constantly expanding and upgrading its machines by availing interest subsidy under the Technology Upgradation Fund Scheme (TUF Scheme) of Govt.

Financial and Operational Performance

The performance of the Textile Division for the year ended March 31, 2015 is as follows :

S. No.	Particulars	Financial Year ended March 31, 2015	Financial Year ended March 31, 2014
1.	Sales in Quantity (MT)	25014	19123
2.	Production (MT)	25271	19095
3.	Sales & other Income (Rs. in lacs)	48663	40930
4.	Total Expenditure (Rs. in lacs)	(43970)	(34123)
5.	Profit before finance cost, Depreciation, Amortization & Tax (Rs. in lacs)	4693	6807
6.	Finance Cost (Rs. in lacs)	(1865)	(1175)
7.	Depreciation (Rs. in lacs)	(2431)	(1107)
8.	Profit before Tax (Rs. in lacs)	397	4525

Manpower Development

The relations of the management with workers is cordial. Training of the employees is a continuous and integrated process of the Division. Continuous experimentation by the Division to improve quality and productivity is an ongoing process under the TQM umbrella, to promote the culture of excellence.

Risk & Concerns

High volatility of cotton, yarn prices, rupee exchange rate and shortage of work-force are the major concerns for the Division. However, the Division has been taking several initiatives like lowering inventory levels, currency hedges, automation and modernization of machines, application of autonomous maintenance philosophy, rationalization of workforce, application of TQM tools and employee training & development etc.

Safety

The Division has taken new measures to ensure higher safety of assets. The Division's commitment towards safety, health and environment has been clearly stated in the Safety, Health and Environment Policy ('SHE Policy'). The Division has constituted SHE Committee that meets periodically to assess the safety of the plant and the health of employees. The workers' participation in SHE committee is helping in formulation and effective implementation of safety and health programmes. The Division ensures that the employees use proper Personal Protective Equipment (PPE) while at work.

Environment

The Division is very conscious of its responsibility towards creating, maintaining and ensuring a safe and clean environment. It adheres to all regulatory requirements and guidelines at all times. The plant has a lush green environment including green belts, floriculture and general forestry plantation.

Internal Controls

The Division is having a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly. The focus on creating a paperless work environment has increased productivity, de-risked operation and reduced errors as data is captured at the point of transaction. The internal control systems are supplemented by internal audits and review of the same by the Audit Committee at corporate level.

IT DIVISION

Industry Overview

As per NASSCOM estimates the Indian IT-BPM (Information Technology - Business Process Management) industry generates about USD 146 billion. It grew at about 13% last year. Out of this the domestic industry was about USD 48 billion and exports were about USD 98 billion. From 2010, the industry has doubled in size and today contributes about 9.5% to the GDP. Within this, the e-commerce segment has been the fastest growing segment achieving a 33% Y-on-Y growth and today it is about USD 14 billion. This has resulted in a lot of international interest in this segment with massive investments coming into it.

IT services is the biggest contributor to GDP with about USD 68 billion, out of which 20% contribution is from IS (Infrastructure Services), the service area in which the Division operates. The other contributors were BPM services at USD 26 billion, ER&D services at USD 10 billion and hardware and software products at USD 10 billion. While exports contribute about 67% of the industry figures, domestic industry is expected to get a fillip with the government's drive for "Digital India".

The macro-economic indicators remain positive and India will continue to support various global economies with both knowledge and process expertise.

Opportunities & Outlook

GDP is expected to increase by 3% in the USA in 2015. The USA is expected to add approx. 2,50,000 jobs per month, with the overall unemployment reaching an all-time low of 5% or below. The US IT spending is projected to surpass \$680 billion. The US technology market continues to dominate the global tech market with 40% share of all purchases. Services will contribute to approx. 35 % of the overall IT spending in 2015.

Outsourcing in Infrastructure services, application maintenance, server and application monitoring is likely to continue to specialized vendors to help optimise the overall IT budget of companies. Data Center spending in the US is expected to continue at double digit growth rates and greater opportunities are likely to exist in the areas of server management, storage management, virtualization & security. All this augurs well for the Division. The Division is investing even more in building the US-focused sales bandwidth in India.

Based on market conditions and the growth prospects both in India and the USA, the Division is consistently investing to build new capabilities which complement the core area of IT infrastructure management. These investments are being made to target newer areas like the Cloud and Analytics and will help the Division to grow faster.

Financial & Operations Overview:

The financial performance of the IT Division for the year ended March 31, 2015 is as follows:

Rs in Lacs			
S. No.	Particulars	Financial Year ended March 31, 2015	Financial Year ended March 31, 2014
1.	Sales & Other Income	7554	6479
2	Total Expenditure	(6857)	(5981)
3	Profit before finance cost, Depreciation, Amortisation & Tax	697	498
4	Finance Cost	(20)	(37)
5	Depreciation & Amortizations	(33)	(22)
6	Profit before Tax	644	439

The Division's overall business grew at 17% and profits at 47% as against 13% growth in IT industry during financial year 2014-15.

During the year, the Division invested in newer technologies for 'Analytics' and 'End Point Management'. This has resulted in newer streams of income for the Division. In addition, the Division has also invested in building standardized solutions by integrating multiple IBM software products. The Division has seen traction for these solutions both in India and US markets and expects a pay off in the near future.

The US economy is doing well and the Division sees an upswing in its business in the USA. The Division has added new customers and increased the amount of business from existing customers. Exports of infrastructure services also showed good growth during the year.

Manpower Development /Industrial Relations

The Division's business model is manpower-centric and involves providing high-end technical services to clients in the field of IT Infrastructure Services. Availability of skilled & employable resources continues to be a major challenge, both in the USA and in India. Hence it is necessary to train and upgrade the skills of our manpower resources to meet the business requirements. The Division has an in-house Competency Center to impart hands-on training to employees in various IT Infrastructure skills. This in-house capability is the backbone of operations.

Risks and Concerns

- The downside of business is that it is more customer-centric with concentration of revenue with a few customers. Over the last year, although the Division got some more key accounts but their contribution to the Division's overall business is still low and the Division's dependency on some accounts is still high. In the coming years, the Division will continue to try to broad base its customer base to avoid such risk.
- Having a large set of deep skills in fewer technologies is another risk, as customers may decide to move away from those technologies. In order to avoid such risk, the Division has tried to add newer technologies throughout the year but it is an ongoing process and requires investment on a continuous basis.
- Any restrictions/ dis-incentives on offshoring, if imposed by the US government, might have a major impact on business of the Division.
- Since a major part of the transactions are in foreign exchange, the exchange rate fluctuation has a direct and significant impact on profitability. Any appreciation in the Indian Rupee will have a direct adverse impact on both the revenues and profits of the Division.
- Availability of manpower with necessary skills is a big risk in both the USA and India.

Adequacy of Internal Control Systems

The operations of the Division are spread across different geographies, including India and the USA. Hence commensurate internal controls have been instituted that are regularly upgraded in-line with the changes in the regulatory and control requirements. The Division has adequate control systems and internal policies, for order processing, legal compliances, employee recruitment and management, maintenance services and security systems to safeguard its IT infrastructure.

Cautionary Note

Statements in the Management Discussion & Analysis describing the Division's objectives, estimates or projections may be forward looking statements within the meaning of applicable securities law and regulations. Actual results may materially differ from those expressed or implied. Important factors that can make a difference to the Division's operations include change in the main client's purchase procedures, changes in Government regulations, tax regimes, economic outlook in India and the USA and other incidental factors.

**INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF DCM LIMITED**

Report on the standalone Financial Statements

We have audited the accompanying standalone financial statements of DCM LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 32 to the standalone financial statements.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses. Refer Note 47 of the standalone financial statements.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company after considering SORA, pursuant to which certain past dues have been rescheduled for repayment. Refer note 43(c) of the standalone financial statements.

For A. F. Ferguson & Co.
Chartered Accountants
(Firm's Registration No. 112066W)

Manjula Banerji
Partner
(Membership No. : 086423)

Place : New Delhi
Dated : May 28, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) In respect of its fixed assets:
- The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - Some of the fixed assets were physically verified during the year by the Management in accordance with a programme of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- (ii) In respect of its inventories:
- As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals. However, in respect of certain raw materials, the inventories were verified by the management on a visual estimation which has been relied upon by us.
 - In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification of inventories.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. Accordingly, paragraph 3(iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weaknesses in such internal control system.
- (v) According to the information and explanations given to us, the Company has not accepted deposits during the year. In respect of unclaimed deposits after considering the order dated September 10, 1998 of the Company Law Board issued under section 58A (9) of the Companies Act 1956 (the Act) as an integral part of SORA, the Company has complied with the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013.
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us and the records of the Company examined by us in respect of statutory dues and after considering SORA, pursuant to which certain past dues have been rescheduled for payment:
- The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.
 - Details of dues of Income-tax and Customs Duty which have not been deposited as on March 31, 2015 on account of disputes are given below:

Name of the Statute	Nature of the dues	Forum where pending	Total Amount involved* (Rs. Lacs)	Amount paid under protest (Rs. Lacs)	Period to which the amount relates
Income -tax Act, 1961	Income -tax	Commissioner of Income tax (Appeals)	76.35	38.31	Assessment Year 2011-12
Income -tax Act, 1961	Income -tax	Commissioner of Income tax (Appeals)	66.08	66.08	Assessment Year 2012-13
Customs Act, 1962	Customs Duty	Commissioner of Customs (Appeals)	12.55	-	1988-89

* amount as per demand orders including interest and penalty wherever indicated in the demand.

For the above purposes, statutory dues payable in India have been considered. Further, the demands raised and already set off by the Income-tax Authorities against the carried forward losses of the Company or the refunds due to the Company, being no longer due for payment, have not been considered.

The following matters which have been excluded from the table have been decided in favour of the Company, although we are informed that the concerned regulatory authority has preferred appeal at a higher level:

Name of the Statute	Nature of the dues	Forum where pending	Amount (Rs. lacs)	Period to which the amount relates
Income -tax Act, 1961	Income- tax	Delhi High Court	442.48	Assessment years 1983-84 to 1990-91.
		Income Tax Appellate Tribunal	33.25	Assessment year 2010-11.
		Income Tax Appellate Tribunal	27.93	Assessment year 2009-10.

We have been further informed that there are no dues in respect of Sales Tax, Wealth Tax, Service Tax, Excise Duty, Value Added Tax and Cess which have not been deposited on account of any dispute.

- The Company has been regular in transferring amounts to the Investor Education and Protection Fund after considering SORA, pursuant to which certain past dues have been rescheduled for repayment, in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder within time.
- (viii) The Company does not have accumulated losses at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us and after considering SORA, the Company has not defaulted in the repayment of dues to financial institutions, debenture holders and banks.
- (x) According to the information and explanations given to us, the Company has not given guarantees for loans taken by others from banks and financial institutions.
- (xi) In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained.
- (xii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For A. F. Ferguson & Co.
Chartered Accountants
(Firm's Registration No. 112066W)

Manjula Banerji
Partner

Place : New Delhi
Dated : May 28, 2015

(Membership No. : 086423)

Balance Sheet as at March 31, 2015

	Note	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	1,737.59	1,737.59
Reserves and surplus	3	20,123.67	19,593.71
		<u>21,861.26</u>	<u>21,331.30</u>
Non-current liabilities			
Long-term borrowings	4	9,950.43	8,515.94
Deferred tax liabilities (net)	5	—	309.52
Other long-term liabilities	6	1,290.76	2,798.48
Long-term provisions	7	497.05	457.38
		<u>11,738.24</u>	<u>12,081.32</u>
Current liabilities			
Short-term borrowings	8	11,961.89	12,622.82
Trade payables	9	1,870.68	1,584.17
Other current liabilities	10	3,527.91	1,903.83
Short-term provisions	11	921.44	572.93
		<u>18,281.92</u>	<u>16,683.75</u>
TOTAL		<u><u>51,881.42</u></u>	<u><u>50,096.37</u></u>
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	12	16,388.92	8,008.21
Intangible assets	12	4.03	—
Capital work-in-progress		4.32	6,254.99
		<u>16,397.27</u>	<u>14,263.20</u>
Non-current investments	13	7,566.28	7,567.88
Long-term loans and advances	14	1,828.50	2,987.89
Other non-current assets	15	1.45	2,000.44
		<u>25,793.50</u>	<u>26,819.41</u>
Current assets			
Inventories	16	8,337.33	10,154.33
Trade receivables	17	10,564.08	7,319.95
Cash and cash equivalents	18	1,625.04	1,091.97
Short-term loans and advances	19	5,127.27	3,607.02
Other current assets	20	434.20	1,103.69
		<u>26,087.92</u>	<u>23,276.96</u>
TOTAL		<u><u>51,881.42</u></u>	<u><u>50,096.37</u></u>
Significant accounting policies & Notes to the financial statements	1 to 50		

In terms of our report attached
For A.F. FERGUSON & CO.
Chartered Accountants

Manjula Banerji
Partner

For and on behalf of the Board of Directors

Jitendra Tuli
Chairman and Managing Director
Sumant Bharat Ram
Chief Operating & Finance Officer

Bipin Maira
Director
Ashwani Singhal
Executive Vice President
(Finance and Accounts)

Place : New Delhi
Date : May 28, 2015

Yadvinder Goyal
Company Secretary



Statement of Profit and Loss for the year ended March 31, 2015

	Note	For the year ended March 31, 2015 Rs./Lacs	For the year ended March 31, 2014 Rs./Lacs
Revenue			
Revenue from operations (gross)	21	57,704.07	46,951.24
Less: Excise duty		62.39	58.79
Revenue from operations (net)		57,641.68	46,892.45
Other income	22	755.13	670.36
Total revenue		58,396.81	47,562.81
Expenses			
Cost of materials consumed	23.a	33,161.00	26,620.33
Changes in inventories of finished goods, work in progress and land for development	23.b	190.72	(64.83)
Employee benefits expense	24	7,746.74	6,874.96
Finance costs	25	2,010.64	1,242.79
Depreciation and amortisation expense	26	2,485.69	1,153.22
Expense on corporate social responsibility	48	16.02	—
Other expenses	27	11,515.52	7,746.83
Total expenses		57,126.33	43,573.30
Profit before exceptional items and tax		1,270.48	3,989.51
Exceptional Item of operational income	28	—	1,550.00
Profit before tax		1,270.48	5,539.51
Tax expense :			
Current tax {includes foreign tax Rs. 60.89 lacs (Previous year Rs. 30.34 lacs)}		350.17	1,915.51
Minimum alternate tax (MAT) credit entitlement		(289.28)	—
Deferred tax charge/(benefit)		(184.74)	8.84
Tax relating to prior years (foreign tax)		2.02	(5.06)
Net tax expense/(benefit)		(121.83)	1,919.29
Profit for the year		1,392.31	3,620.22
Earning per share (of Rs. 10 each)			
Basic and diluted		8.01	20.83

Significant accounting policies and Notes to the financial statements 1 to 50

In terms of our report attached
For A.F. FERGUSON & CO.
Chartered Accountants

Manjula Banerji
Partner

Place : New Delhi
Date : May 28, 2015

For and on behalf of the Board of Directors

Jitendra Tuli
Chairman and Managing Director
Sumant Bharat Ram
Chief Operating & Finance Officer

Yadvinder Goyal
Company Secretary

Bipin Maira
Director
Ashwani Singhal
Executive Vice President
(Finance and Accounts)

Cash flow statement for the year ended March 31, 2015

	For the year ended March 31, 2015 Rs./Lacs	For the year ended March 31, 2014 Rs./Lacs
A. Cash flow from operating activities:		
Profit before tax	1,270.48	5,539.51
Adjustments for :		
Depreciation and amortisation expense	2,485.69	1,153.22
Profit on sale of Fixed Assets	(6.36)	(52.49)
Profit on sale of long term non-trade investments	(21.03)	—
Finance costs	2,010.64	1,242.79
Interest income	(170.91)	(250.20)
Dividend income	—	(0.50)
Operating profit before working capital changes	5,568.51	7,632.33
Adjustments for changes in working capital:		
Inventories	1,817.00	(920.56)
Trade receivables	(1,244.13)	169.97
Short-term loans and advances	(831.50)	(862.08)
Long-term loans and advances	(6.96)	(165.97)
Other current assets	671.95	889.57
Other non-current assets	(0.08)	—
Trade payables	286.51	431.42
Other current liabilities	(151.58)	(1,784.74)
Other long-term liabilities	10.21	(30.11)
Short-term provisions	26.03	65.09
Long-term provisions	39.67	(40.81)
Net income tax (paid)	6,185.63	5,384.11
Net cash generated operating activities	5,747.68	4,176.33
B. Cash flow from investing activities :		
(Purchase)/sale of non current investment	22.63	(542.54)
Invested in fixed deposits maturing after 1 year (net)	(0.93)	0.79
Purchase of fixed assets	(3,964.16)	(8,860.46)
Sale of fixed assets	23.64	88.15
Dividend received	—	0.50
Interest received	168.45	249.42
Net cash from investing activities	(3,750.37)	(9,064.14)
C. Cash flow from financing activities:		
Proceeds from long term borrowings	2,967.06	6,740.11
Repayment of long-term borrowings	(1,159.06)	(1,644.54)
Proceeds from short-term borrowings	—	1,000.00
Repayment of short-term borrowings	(1,000.00)	—
Changes in working capital borrowings	339.07	633.18
Dividend paid (including tax on dividend)	(600.70)	(593.21)
Finance costs paid	(2,010.61)	(1,242.79)
Net cash from financing activities	(1,464.24)	4,892.75
Net increase/(decrease) in cash and bank balances (A+B+C)	533.07	4.94
Cash and bank balances at the beginning of the year*	1,091.97	1,087.03
Cash and bank balance at the end of the year*	1,625.04	1,091.97
	533.07	4.94

Significant accounting policies and Notes to financial statements

1 to 50

*Includes Rs. 47.44 lacs (Previous year : Rs. 130.98 lacs) deposited with debenture trustee and Rs. 287.76 lacs (Previous year : Rs. 296.80 lacs) earmarked for specific use.

In terms of our report attached

For A.F. FERGUSON & CO.

Chartered Accountants

Manjula Banerji
Partner

For and on behalf of the Board of Directors

Jitendra Tuli
Chairman and Managing Director
Sumant Bharat Ram
Chief Operating & Finance Officer

Bipin Maira
Director
Ashwani Singhal
Executive Vice President
(Finance and Accounts)

Yadvinder Goyal
Company Secretary

Place : New Delhi

Date : May 28, 2015

DCM

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE FINANCIAL STATEMENTS

1. Significant accounting policies

a) Accounting convention:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention except revaluation of certain plots of land. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

b) Operating cycle:

Based on the nature of products/ activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalent, the company has determined its current operating cycle as 12 months for the purpose of classification of its assets and liabilities as current & non-current.

c) Use of estimates:

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

d) Fixed assets:

Fixed assets, other than certain plots of land, which have been revalued, are stated at cost of acquisition/ construction less accumulated depreciation. The cost includes all pre-operative expenses and the financing cost of borrowed funds relating to the construction period in the cases of new projects and expansion of existing factories. Certain lands, which are revalued, are stated at revalued figures on the basis of valuation reports of approved valuers.

e) Impairment:

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. The following intangible assets are tested for impairment each financial year even if there is no indication that the asset is impaired:

(a) an intangible asset that is not yet available for use; and

(b) an intangible asset that is amortised over a period exceeding ten years from the date when the asset is available for use.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognised.

f) Depreciation and amortisation:

(i) The Company follows straight-line method of depreciation in respect of buildings, plant and machinery, and all assets of IT Division and written down value method in respect of other assets.

(ii) The depreciation charged on all fixed assets is on the basis of useful life specified in Part "C" of Schedule II to the Companies Act, 2013, with effect from April 01, 2014.

iii) On assets sold, discarded, etc., during the year, depreciation is provided up to the date of sale/discard.

iv) Depreciation has been calculated on a pro-rata basis in respect of acquisition/installation during the year.

v) Leasehold improvements are amortised over the balance of the primary lease period.

vi) Computer software are amortised as per its useful life ranging from 3 to 5 years.

g) Investments:

Long-term investments, are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

h) Inventories:

i) Stores, spares and components are valued at cost or under.

ii) Raw materials, process stocks, finished goods and stock in trade are valued at lower of cost and net realisable value.

iii) Land (for development) on conversion into inventory from fixed assets is valued at the lower of its historical cost and net realisable value, and includes appropriate share of land development expenses and finance cost of borrowed funds relatable thereto.

Cost of inventories, other than land (for development), is ascertained on the weighted average basis. Further, in respect of the manufactured inventories, i.e., process stocks and finished goods, appropriate share of manufacturing expenses are included on absorption costing basis. Work in process relating to software contracts includes salary and other directly identifiable expenses incurred on fixed price contracts, till the completion of specified deliverables, and are valued at cost or net realisable value, whichever is lower.

- i) **Revenue recognition:**
 - i) Sale of goods is recognised at the point of despatch of finished goods to customers which coincides with the transfer of risk and reward of ownership. Sales are inclusive of excise duty and exclusive of sales tax.
 - ii) Revenue from software development contracts is recognised on the basis of milestone achieved, as provided in the contract.
 - iii) Revenue on maintenance contracts is recognised on pro-rata basis linked with the period of contract.
 - iv) Services income is recognised on accrual basis, as provided in the contracts.
 - v) In respect of Land Development Project, sale of rights on outright basis is recognised in the year in which risk and reward are transferred.
 - vi) Interest income is recognised using the time proportion method.
- j) **Excise duty:**

Excise duty on sales is being deducted from gross sales and any increase/ decrease in excise duty on finished goods are being shown separately in the statement of profit and loss.
- k) **Research and development expenditure:**

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technical feasibility has been established, in which case such expenditure is capitalised. The amount capitalised comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the policies stated for Fixed Assets.
- l) **Employees' benefits:**

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity, and compensated absences.

Defined contribution plans

The Company's contribution to provident fund, superannuation fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

 - (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
 - (b) in case of non-accumulating compensated absences, when the absences occur.

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled.
- m) **Provisions, contingent liabilities and contingent assets:**

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. A contingent liability is disclosed where there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. The Company does not recognize assets which are of contingent nature. However, if it has become virtually certain that an inflow of economic benefits will arise; the asset and related income are recognized in the financial statements of the period in which the change occurs.
- n) **Earnings/(loss) per share:**

Basic earnings/(loss) per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings/(loss) per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

o) Taxes on income:

Income-tax liability is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income tax Act, 1961.

Deferred tax is recognised, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or subsequent periods.

Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised if there is virtual certainty that there will be sufficient future taxable income available to realize such losses.

p) Foreign exchange transactions:

i) Transactions in foreign currency are recorded at the exchange rates prevailing on the date of the transaction.

Monetary items denominated in foreign currency are reported using the closing exchange rates on the date of the balance sheet.

The exchange differences arising on settlement of monetary items or on reporting these items at the rates different from the rates at which these were initially recorded / reported in previous financial statements, are recognised as income / expense in the period in which they arise, except for exchange differences arising during construction period on restatement of foreign currency liabilities incurred in relation to the project which are adjusted in cost of fixed assets.

In case of forward exchange contracts, the premium or discount, arising at the inception of such contracts, is amortised as income or expense over the life of the contract and the exchange difference on such contracts, i.e., difference between the exchange rate at the reporting / settlement date and the exchange rate on the date of inception of contract / the last reporting date, is recognised as income / expense for the period except for exchange differences arising during construction period on restatement of foreign currency liabilities incurred in relation to the project which are adjusted in cost of fixed assets. Derivatives not covered in AS -11 are marked to market at balance sheet date and resulting loss, if any, is recognized in the statement of profit and loss in view of the principle of prudence.

(ii) In respect of financial statements of integral foreign operations of foreign branches, fixed assets are recorded at cost, based on the exchange rate prevailing on the date of transactions. Current assets and current liabilities are reported using the exchange rates on the date of the balance sheet. Incomes and expenses are translated at the average of monthly closing rates of exchange. The resultant exchange gains / losses are recognised in the statement of profit and loss.

Notes forming part of the financial statements continued

		As at March 31, 2015	As at March 31, 2014
2. Share capital			
	No. of shares	Rs./Lacs	No. of shares Rs./Lacs
Authorised			
Equity shares of Rs. 10 each with voting rights	60,000,000	6,000.00	60,000,000 6,000.00
9.5% - 6th Cumulative redeemable preference shares of Rs. 25 each	320,000	80.00	320,000 80.00
Preference shares of Rs. 25 each	3,680,000	920.00	3,680,000 920.00
Cumulative convertible preference shares of Rs. 100 each	1,000,000	1,000.00	1,000,000 1,000.00
		<u>8,000.00</u>	<u>8,000.00</u>
Issued, subscribed and fully paid up			
Equity shares of Rs. 10 each with voting rights	17,379,037	1,737.90	17,379,037 1,737.90
Less: Calls in arrears by others		0.31	0.31
		<u>1,737.59</u>	<u>1,737.59</u>
(i) The Company has issued one class of equity shares having at par value of Rs. 10 each per share. Each holder of equity shares is entitled to one vote per share with a right to receive per share dividend declared by the Company. In the event of liquidation of the Company, holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amount. The distribution will be in proportion to the number of shares held by shareholder.			
(ii) There is no change in issued, subscribed and paid up share capital during the current year and corresponding previous year.			
(iii) The shareholders holding more than 5% shares of the Company are as under:			
		As at March 31, 2015	As at March 31, 2014
	Number of shares	% holding in the shares	Number of shares % holding in the shares
Aggresar Leasing and Finance Private Limited	3,716,578	21.39%	3,716,578 21.39%
Betterways Finance & Leasing Private Limited	1,623,135	9.34%	1,623,135 9.34%
Life Insurance Corporation of India	1,567,444	9.02%	1,567,444 9.02%
		As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
3. Reserves and surplus			
Capital reserve*			
At the beginning and end of the year		24.90	24.90
Capital redemption reserve			
At the beginning and end of the year		130.00	130.00
Securities premium account			
At the beginning and end of the year		3,767.00	3,767.00
General reserve			
Opening balance		995.00	620.00
Add: Transferred from surplus in Statement of Profit and Loss		50.00	375.00
Closing balance		<u>1,045.00</u>	<u>995.00</u>
Surplus in Statement of Profit and Loss			
Opening balance		14,676.81	12,041.58
Less: Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life (Net of deferred tax) (Refer Note 46)		235.78	—
		<u>14,441.03</u>	<u>12,041.58</u>
Add: Profit for the year		1,392.31	3,620.22
		<u>15,833.34</u>	<u>15,661.80</u>
Less: Interim dividend on equity shares		260.69	260.69
Proposed dividend on equity shares		260.69	260.69
Corporate dividend tax		105.19	88.61
Transferred to general reserve		50.00	375.00
Closing balance		<u>15,156.77</u>	<u>14,676.81</u>
		<u>20,123.67</u>	<u>19,593.71</u>

* Represents Central/State Government subsidy

Notes forming part of the financial statements continued

	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
4. Long-term borrowings		
Secured		
Term loans		
From banks*	11,351.87	9,536.50
From others**	53.22	60.59
	<u>11,405.09</u>	<u>9,597.09</u>
Unsecured		
Term loans		
From others	71.35	71.35
	<u>71.35</u>	<u>71.35</u>
	11,476.44	9,668.44
Less: Current maturities on long term borrowings #	<u>1,526.01</u>	<u>1,152.50</u>
	<u><u>9,950.43</u></u>	<u><u>8,515.94</u></u>

* Term loans from banks include:

- Term loans aggregating Rs. 11,302.48 lacs (Previous year: Rs. 9,513.64 lacs) are secured by first charge with the charge created for availing cash credit, overdraft and working capital demand loan facilities described in note 8, on existing as well as future block of movable assets and an equitable mortgage, by deposit of title deeds of land admeasuring 129.47 acres and all the immovable assets, both present and future, pertaining to the Textile Division at Hissar.

Rs. 187.50 lacs repayable in 1 quarterly installments, Rs. 168.98 lacs repayable in 8 quarterly installments, Rs. 813 lacs repayable in 15 quarterly installments, Rs. 546.00 lacs repayable in 16 quarterly installments and Rs. 9,587 lacs repayable in 32 quarterly installments.

- Rs. 49.39 lacs (Previous year: Rs. 22.86 lacs) relate to assets purchased under hire purchase/financing arrangements with banks and are secured by way of hypothecation of the specified assets. Repayable in equal monthly installments.

** Rs. 53.22 lacs (Previous year: Rs. 60.59 lacs) relate to assets purchased under hire purchase/financing arrangements with finance companies and are secured by way of hypothecation of the specified assets. Repayable in equal monthly installments.

Refer note 10.

	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
5. Deferred tax liabilities (net)		
Deferred tax liability on:		
Accelerated depreciation	832.43	580.93
Less :		
Deferred tax asset on:		
Unabsorbed depreciation *	539.19	–
Accrued expenses deductible on payment	272.79	239.39
Provision for doubtful debts and advances	20.45	32.02
	<u>832.43</u>	<u>271.41</u>
	<u><u>–</u></u>	<u><u>309.52</u></u>

* As at 31 March 2015, the Company has unabsorbed depreciation under the provisions of the Income-tax Act, 1961. Consequent to the provisions of Accounting Standard 22 - "Accounting for Taxes on Income", in the absence of virtual certainty, deferred tax assets have been recognised only to the extent of deferred tax liability.

Notes forming part of the financial statements continued

	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
6. Other long-term liabilities		
Trade payables	85.73	82.52
Security deposits	18.16	18.16
Other deposits	60.35	53.35
Liabilities for land development expenses	—	1,517.93
Others	1,126.52	1,126.52
	<u>1,290.76</u>	<u>2,798.48</u>
	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
7. Long-term provisions		
Provision for employee benefits :		
Compensated absences	173.95	149.50
Gratuity	323.10	307.88
	<u>497.05</u>	<u>457.38</u>
	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
8. Short-term borrowings		
Secured		
Loans repayable on demand from banks *	11,961.89	11,622.82
Unsecured		
Other loans and advances **	—	1,000.00
	<u>11,961.89</u>	<u>12,622.82</u>

* Loans repayable on demand from banks include

- Cash credit/overdraft and working capital demand loan facilities relating to Textile Division at Hissar aggregating Rs. 11,919.10 lacs (Previous year : Rs. 11,250.30 lacs) and other non-fund based facilities from a bank, are secured by way of hypothecation of stocks / stores and book debts, both present and future. These are further secured by equitable mortgage of land admeasuring 129.47 acres and all immovable assets, both present and future, and first charge, ranking pari-passu with the charge created for availing term loans as described in note 4, by way of hypothecation of existing as well as future block of movable assets pertaining to the Division
- Cash credit facilities relating to IT Division, aggregating Rs. 42.80 lacs (Previous year :Rs. 372.52 lacs) and other non-fund based facilities from a bank, are secured by way of first charge/hypothecation of inventories, book debts and other assets of the Division (both present and future), and by way of first charge on office property at Hyderabad. The above facility is further secured by way of first charge created / to be created on other fixed assets of the Division.

** Rs. Nil (Previous year: Rs. 1,000.00 lacs) secured by way of pledge of equity shares in Teak farms Private Limited, Juhi Developers Private Limited (Investments in promotor group) and personal guarantee of Mr. Sumant Bharat Ram.

Notes forming part of the financial statements continued

	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
9. Trade payables		
Dues to micro and small enterprise #	–	–
Others	1,870.68	1,584.17
	<u>1,870.68</u>	<u>1,584.17</u>

Based upon the information available with the Company, the balance due to the Micro, Small and Medium Enterprises as defined under the MSMED Act, 2006 is Rs Nil (Previous year : Rs. Nil). Further, no interest has been paid or payable during the year under the terms of the MSMED Act, 2006.

	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
10. Other current liabilities		
Current maturities of long-term borrowings *		
Secured		
From banks	1,507.79	1,140.96
From others	18.22	11.54
	<u>1,526.01</u>	<u>1,152.50</u>
Unclaimed dividends	66.84	49.74
Unclaimed matured deposits and interest accrued thereon **	76.24	97.58
Unclaimed matured debentures and interest accrued thereon **	121.16	240.39
Statutory dues payable	83.15	92.30
Liabilities for capital goods	82.79	215.70
Security deposits received	0.56	0.49
Advances from customers	51.87	53.94
Interest accrued but not due on borrowings	0.23	0.20
Liabilities for land development expenses	1,518.01	–
Others payables	1.05	0.99
	<u>3,527.91</u>	<u>1,903.83</u>

* Refer note 4

** No amount is due for transfer under Investor Education and Protection Fund in view of SORA, pursuant to which certain past dues have been rescheduled for payment.

	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
11. Short-term provisions		
Provision for employee benefits :		
Compensated absences	31.24	26.93
Gratuity	134.84	113.12
	<u>166.08</u>	<u>140.05</u>
Others :		
Provision for tax (net)	441.60	850.47
Less : MAT credit entitlement utilisation	–	722.58
	<u>441.60</u>	<u>127.89</u>
Proposed equity dividend	260.69	260.69
Corporate dividend tax	53.07	44.30
	<u>755.36</u>	<u>432.88</u>
	<u>921.44</u>	<u>572.93</u>

Notes forming part of the financial statements continued

12. Fixed assets

(Rs./lacs)

Description	Gross block					Depreciation and amortisation				Net block	
	As at March 31, 2014	Additions**	Deductions/ Adjustments	As at March 31, 2015	Upto March 31, 2014	Transition adjustment recorded against Surplus balance in Statement of Profit and Loss #	For the year	Deductions/ Adjustments	As at March 31, 2015	As at March 31, 2015	As at March 31, 2014
Tangible assets (Owned)											
Freehold land*	977.48	—	—	977.48	—	—	—	—	—	977.48	977.48
(Previous year)	(977.48)	—	—	(977.48)	—	—	—	—	—	(977.48)	(977.48)
Buildings	2,271.52	2,180.53	—	4,452.05	665.67	27.51	107.95	—	801.13	3,650.92	1,605.85
(Previous year)	(1,866.58)	(404.94)	—	(2,271.52)	(598.97)	—	(66.70)	—	(665.67)	(1,605.85)	(1,267.61)
Lease improvements	28.43	—	—	28.43	14.12	—	3.31	—	17.43	11.00	14.31
(Previous year)	(28.43)	—	—	(28.43)	(11.14)	—	(2.98)	—	(14.12)	(14.31)	(17.29)
Plant and machinery	13,440.30	8,947.37	168.60	22,219.07	8,190.81	298.75	2,320.25	155.72	10,654.09	11,564.98	5,249.49
(Previous year)	(12,430.33)	(1,607.06)	(597.09)	(13,440.30)	(7,727.78)	—	(1,030.18)	(567.15)	(8,190.81)	(5,249.49)	(4,702.55)
Furniture and fittings	276.20	17.45	—	293.65	227.08	18.15	9.44	—	254.67	38.98	49.12
(Previous year)	(250.79)	(25.78)	(0.37)	(276.20)	(219.55)	—	(7.66)	(0.13)	(227.08)	(49.12)	(31.24)
Office equipments	110.34	27.36	2.96	134.74	79.85	15.83	11.52	2.94	104.26	30.48	30.49
(Previous year)	(101.00)	(11.49)	(2.15)	(110.34)	(72.07)	—	(9.07)	(1.29)	(79.85)	(30.49)	(28.93)
Vehicles	263.73	70.88	44.41	290.20	182.26	0.32	32.57	40.03	175.12	115.08	81.47
(Previous year)	(254.30)	(32.73)	(23.30)	(263.73)	(164.75)	—	(36.19)	(18.68)	(182.26)	(81.47)	(89.55)
Sub total	17,368.00	11,243.59	215.97	28,395.62	9,359.79	360.56	2,485.04	198.69	12,006.70	16,388.92	
Previous year	15,908.91	2,082.00	622.91	17,368.00	8,794.26	—	1,152.78	587.25	9,359.79		8,008.21
Intangible assets (Owned)											
Computer software	83.12	4.68	—	87.80	83.12	—	0.65	—	83.77	4.03	—
(Previous year)	(82.68)	(0.44)	—	(83.12)	(82.68)	—	(0.44)	—	(83.12)	—	—
Sub total	83.12	4.68	—	87.80	83.12	—	0.65	—	83.77	4.03	
Previous year	82.68	0.44	—	83.12	82.68	—	0.44	—	83.12		—
Grand total	17,451.12	11,248.27	215.97	28,483.42	9,442.91	360.56	2,485.69	198.69	12,090.47	16,392.95	
Previous year	15,991.59	2,082.44	622.91	17,451.12	8,876.94	—	1,153.22	587.25	9,442.91		8,008.21

* Include Rs. 969 lacs added in 1992-93 on revaluation.

**Borrowing cost capitalized during the year Rs. 196.22 lacs (previous year Rs. 51.63 lacs)

Refer note 46

13. Non-current investments

Investments (At cost unless otherwise stated):

In equity instruments

A. Trade (unquoted)

(i) Subsidiary

50,000 (Previous year: 50,000) shares of Rs. 10 each fully paid up in DCM Textiles Limited	5.00	5.00
50,000 (Previous year: 50,000) shares of Rs. 10 each fully paid up in DCM Data Systems Limited	5.00	5.00

(ii) Joint venture company

17,853,605 (Previous year: 17,853,605) shares of Rs. 10 each fully paid up in Purearth Infrastructure Limited @	2,986.18	2,986.18
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Total - Trade (A)

2,996.18

2,996.18

B. Others

Unquoted

Subsidiaries

15,049,988 (Previous year: 15,049,988) shares of Rs. 10 each fully paid up in DCM Engineering Limited	4,205.00	4,205.00
49,996 (Previous year: 49,996) shares of Rs. 10 each fully paid up in DCM Finance & Leasing Limited	5.00	5.00
2,550,020 (Previous year: 2,550,020) shares of Rs. 10 each fully paid up in DCM Realty Investment & Consulting Limited	255.00	255.00
50,000 (Previous year: 50,000) shares of Rs. 10 each fully paid up in DCM Tools & Dies Limited	5.00	5.00

Contd.

Notes forming part of the financial statements continued

	As at March 31, 2014 Rs./Lacs	As at March 31, 2013 Rs./Lacs
Non-current investments continued...		
Quoted		
Others		
Nil (Previous year: 5,000) shares of Rs. 10 each fully paid up in SRF Limited	—	1.60
	<u>4,470.00</u>	<u>4,471.60</u>
In preference shares		
Unquoted		
Subsidiaries		
100 (Previous year: 100) 13.5% Redeemable cumulative preference shares of Rs. 100 each fully paid up in DCM Finance & Leasing Limited	0.10	0.10
Others		
100,000 (Previous year: 100,000) 0% Non-cumulative redeemable preference shares of Rs. 100 each fully paid up in Combine Overseas Limited*	100.00	100.00
	<u>100.10</u>	<u>100.10</u>
Total - Other investments (B)	<u>4,570.10</u>	<u>4,571.70</u>
Total (A+B)	<u>7,566.28</u>	<u>7,567.88</u>
Aggregate cost of quoted investments (net of provision for diminution)	—	1.60
Aggregate market value of listed and quoted investments	—	17.98
Aggregate cost of unquoted investments	7,566.28	7,566.28
@ In terms of SORA, the Company will not dispose off its shareholding in Purearth Infrastructure Limited until the completion of the land development project at Bara Hindu Rao/ Kishan Ganj, Delhi.		
* Refer note 37		
	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
14. Long-term loans and advances		
Unsecured, considered good		
Capital advances*	880.41	2,046.76
Security deposits	368.60	361.65
Balances with government authorities	49.62	49.63
Other loans and advances	529.87	529.85
Considered doubtful		
Other loans and advances \$	785.07	785.07
	<u>2,613.57</u>	<u>3,772.96</u>
Less: Provision for other doubtful loans and advances	785.07	785.07
	<u>1,828.50</u>	<u>2,987.89</u>
* Refer note 36		
\$ Include Rs. 100.00 lacs (Previous year: Rs. 100.00 lacs) as inter corporate deposits.		
	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
15. Other non-current assets		
Unsecured, considered good		
Trade receivables	—	2,000.00
Other receivable		
Interest accrued on deposits held for more than 12 months	0.08	—
Other bank balances		
Deposits with maturity for more than 12 months **	1.37	0.44
	<u>1.45</u>	<u>2,000.44</u>
** Held in margin money		

Notes forming part of the financial statements continued

	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
16. Inventories		
Raw materials	5,222.11	6,837.85
Work-in-progress (cotton yarn)	802.36	533.85
Finished goods	1,834.84	1,673.33
(Includes goods in transit Rs. 832.07 lacs (Previous year : Rs. 365.23 lacs)		
Land for development	379.26	1,000.00
Stores and spares	98.76	109.30
	<u>8,337.33</u>	<u>10,154.33</u>
	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
17. Trade receivables		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured, considered good	8.45	8.45
Unsecured, considered good	418.73	10.34
Doubtful	50.41	58.03
	<u>477.59</u>	<u>76.82</u>
Less: Provision for doubtful trade receivables	50.41	58.03
	<u>427.18</u>	<u>18.79</u>
Other Trade receivables		
Secured, considered good	2.50	2.50
Unsecured, considered good	10,134.40	7,298.66
	<u>10,136.90</u>	<u>7,301.16</u>
	<u>10,564.08</u>	<u>7,319.95</u>
	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
18. Cash and cash equivalents		
Cash and cash equivalents		
Cash on hand	10.51	12.68
Balances with banks		
In current accounts	803.96	467.11
In deposit accounts	467.37	176.72
(Original maturity of 3 months or less)		
Total - Cash and cash equivalents (As per AS 3 cash flow statements)	<u>1,281.84</u>	<u>656.51</u>
Others bank balances		
In current accounts *	89.58	79.07
In deposit accounts **	253.62	356.39
(Original maturity of more than 3 months)		
Total - Other banks balances	<u>343.20</u>	<u>435.46</u>
	<u>1,625.04</u>	<u>1,091.97</u>

* Includes Rs. 66.84 lacs (Previous year : Rs. 49.74 lacs) in unpaid dividend account, Rs. 13.57 lacs (Previous year : Rs. 17.13 lacs) deposited with Debenture trustees and Rs. 9.17 lacs (Previous year : Rs. 12.21 lacs) earmarked for other specific uses.

** Includes Rs. 33.87 lacs (Previous year : Rs. 113.85 lacs) deposited with Debenture trustees, Rs. 192.49 lacs (Previous year : Rs. 221.40 lacs) earmarked for other specific uses and Rs. 17.26 lacs (Previous year : Rs. 16.26 lacs) against margin money.

Notes forming part of the financial statements continued

	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
19. Short term loans & advances		
Unsecured, considered good		
Advance to suppliers	637.72	237.03
Loans and advances to employees	18.12	17.81
Prepaid expenses	90.93	103.07
Balances with government authorities	2,245.65	1,863.99
Advance income tax {net of provisions Rs. 4,066.71 lacs (Previous year : Rs. 4,058.69 lacs)}	763.34	363.87
MAT credit entitlement	784.14	494.86
Other loans and advances @	587.37	526.39
	<u>5,127.27</u>	<u>3,607.02</u>
@ Represents advance for purchase of rights in flats Rs. 587.37 lacs (Previous year : Rs. 526.39 lacs).		
	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
20. Other current assets		
Unsecured, considered good		
Interest accrued on deposits	14.57	12.11
Unbilled revenue	142.54	87.34
Others receivables	277.09	1,004.24
	<u>434.20</u>	<u>1,103.69</u>
	For the year ended March 31, 2015 Rs./Lacs	For the year ended March 31, 2014 Rs./Lacs
21. Revenue from operations		
Sale of products		
Manufactured goods		
Cotton yarn	45,041.04	37,621.26
Sale of development rights	2,110.51	—
Sale of Services	7,456.66	6,402.76
	<u>54,608.21</u>	<u>44,024.02</u>
Other operating revenues		
Waste sales	2,147.92	2,128.64
Duty drawback and other export incentives	866.89	772.63
Miscellaneous sales/income	81.05	25.95
	<u>3,095.86</u>	<u>2,927.22</u>
	<u>57,704.07</u>	<u>46,951.24</u>
	For the year ended March 31, 2015 Rs./Lacs	For the year ended March 31, 2014 Rs./Lacs
22. Other income		
Interest income	170.91	250.20
Dividend from long-term non trade investments		
Others	—	0.50
Net gain on foreign currency transactions and translation	491.27	266.54
Profit on sale of fixed assets	7.70	57.18
Profit on sale of long term non-trade investments	21.03	—
Liabilities/ provisions no longer required written back	22.03	11.23
Other non-operating income	42.19	84.71
	<u>755.13</u>	<u>670.36</u>

Notes forming part of the financial statements continued

	For the year ended March 31, 2015 Rs./Lacs	For the year ended March 31, 2014 Rs./Lacs
23. Cost of materials consumed		
23.a Cost of materials consumed - cotton		
Opening stock	6,837.85	6,000.10
Add: Purchases	31,545.26	27,458.08
	<u>38,383.11</u>	<u>33,458.18</u>
Less: Closing stock	5,222.11	6,837.85
	<u>33,161.00</u>	<u>26,620.33</u>
23.b Changes in inventories of finished goods, work-in-progress and land (for development)		
Inventories at the end of the year:		
Finished goods	1,834.84	1,673.33
Work-in-progress (cotton yarn)	802.36	533.85
Land (for development)	379.26	1,000.00
	<u>3,016.46</u>	<u>3,207.18</u>
Inventories at the beginning of the year:		
Finished goods	1,673.33	1,503.81
Work-in-progress (cotton yarn)	533.85	638.54
Land (for development)	1,000.00	1,000.00
	<u>3,207.18</u>	<u>3,142.35</u>
Net (increase) / decrease	<u>190.72</u>	<u>(64.83)</u>
	For the year ended March 31, 2015 Rs./Lacs	For the year ended March 31, 2014 Rs./Lacs
24. Employee benefits expense		
Salaries, wages, bonus, etc.	6,979.59	6,216.46
Gratuity	79.28	82.72
Contributions to provident and other funds	441.92	393.47
Staff welfare expenses	245.95	182.31
	<u>7,746.74</u>	<u>6,874.96</u>
	For the year ended March 31, 2015 Rs./Lacs	For the year ended March 31, 2014 Rs./Lacs
25. Finance costs		
Interest expense:		
– On borrowings	1,564.95	719.54
– Others	7.50	6.61
Other borrowing costs	438.19	516.64
	<u>2,010.64</u>	<u>1,242.79</u>
	For the year ended March 31, 2015 Rs./Lacs	For the year ended March 31, 2014 Rs./Lacs
26. Depreciation and amortization expense		
Depreciation on tangible assets	2,485.04	1,152.78
Amortisation on intangible assets	0.65	0.44
	<u>2,485.69</u>	<u>1,153.22</u>

	For the year ended March 31, 2015 Rs./Lacs	For the year ended March 31, 2014 Rs./Lacs
27. Other expenses		
Consumption of stores and spare parts	1,157.83	915.18
Power, fuel, etc.	5,523.02	2,805.82
Rent	83.73	86.24
Repairs and maintenance to:		
– Buildings	40.90	75.04
– Machinery	58.86	36.38
– Others	40.49	30.07
Subcontracting charges	1,942.57	1,535.53
Freight and forwarding	811.14	528.88
Insurance	53.07	47.44
Rates and taxes	36.92	124.62
Brokerage, discount (other than trade discount), etc.	228.20	158.81
Auditors' remuneration #	39.33	35.23
Directors' fees	8.99	5.51
Travelling and conveyance	265.11	227.93
Commission to selling agents (other than sole selling)	353.69	321.46
Sales Expenses	85.17	79.18
Donations	6.70	8.68
Legal and professional fees	343.65	357.19
Provision for doubtful trade receivables	3.99	–
Bad trade and other receivables, loans and advances written off	12.31	33.19
Less: Provision held for bad trade and other receivables, loans and advances	–	(27.92)
		5.27
Loss on fixed assets sold/ written off	1.34	4.69
Land development expenses	18.46	35.69
Less : Adjusted against provision held	(18.46)	(35.69)
		–
Miscellaneous expenses	418.51	357.68
	11,515.52	7,746.83
# Auditors remuneration includes*		
As auditors		
– Audit fees	13.48	14.97
In other capacity		
– for tax audit	2.25	2.25
– verification of statement and other reports	9.55	6.33
– limited review of unaudited financial results	14.05	11.24
– for reimbursement of expenses	–	0.44
* Includes service tax	39.33	35.23

28. Exceptional item of Rs. Nil (Previous year : Rs. 1,550.00 lacs) represent compensation receivable from the developer of real estate project, pursuant to a settlement reached in relation to the residential project.

29. Disclosures required under Accounting Standard - 15 "Employee Benefits" are given below:

Defined contribution plans

Contributions to defined contribution plans charged off for the year are as under :

Particulars	Current Year Rs./lacs	Previous Year Rs./lacs
Company's contribution to provident fund	167.67	151.25
Company's contribution to superannuation fund	44.34	40.31
Company's contribution to employees' state insurance scheme	78.06	64.09
Company's Contribution to Social security	212.27	189.04

Notes forming part of the financial statements continued

Defined benefit plans

(a) Gratuity

(b) Compensated absences – Earned / Sick leaves

These are unfunded schemes, the present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognise each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Rs./Lacs

Particulars	Gratuity		Compensated absences	
	Current Year	Previous Year	Current Year	Previous Year
Change in present value of obligation				
Present value of obligation as at the beginning of the year	421.00	397.12	176.43	176.03
Current service cost	43.70	39.14	27.71	24.17
Interest cost	33.68	31.77	14.11	14.08
Actuarial (gain) / loss	1.90	11.81	5.04	(16.25)
Benefits paid	(42.34)	(58.84)	(18.10)	(21.60)
Present value of obligation as at the end of the year	Total	457.94	205.19	176.43
	Non-current	323.10	173.95	149.50
	Current	134.84	31.24	26.93
Change in plan assets	Not applicable	Not applicable	Not applicable	Not applicable
Plan assets at the beginning of the year	–	–	–	–
Expected return on plan assets				
Contribution by the Company				
Benefits paid				
Actuarial gain / (loss)				
Plan assets at the end of the year	–	–	–	–
Liability recognised in the financial statement				
Cost for the year				
Current service cost	43.70	39.14	27.71	24.17
Interest cost	33.68	31.77	14.11	14.08
Return on plan assets	–	–	–	–
Actuarial (gain) / loss	1.90	11.81	5.04	(16.25)
Net cost	79.28	82.72	46.86	22.00
Constitution of plan assets	Not applicable	Not applicable	Not applicable	Not applicable
Other than equity, debt, property and bank a/c Funded with LIC				
Main actuarial assumptions				
Discount rate	8.00%	8.00%	8.00%	8.00%
Rate of increase in compensation levels	5.50%	5.50%	5.50%	5.50%
Retirement Age (Years)	58/60	58/60	58/60	58/60
Mortality Table	*	*	*	*

* IALM (2006 - 08)

The estimates of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotions and other relevant factors such as demand and supply in the employment market.

(Rs./Lacs)

Particulars	For the year ended March 31, 2015		For the year ended March 31, 2014		For the year ended March 31, 2013		For the year ended March 31, 2012		For the year ended March 31, 2011	
	Gratuity	Compensated absences	Gratuity	Compensated absences	Gratuity	Compensated absences	Gratuity	Compensated absences	Gratuity	Compensated absences
Present value of obligation at the end	457.94	205.19	421.00	176.43	397.12	176.03	366.68	153.39	392.51	160.92
Fair value of plan assets at the end	–	–	–	–	–	–	–	–	–	–
Funded status: Surplus/(Deficit)	(457.94)	(205.19)	(421.00)	(176.43)	(397.12)	(176.03)	(366.68)	(153.39)	(392.51)	(160.92)
Experience gain / (loss) adjustments on plan liabilities	(1.90)	(3.04)	(11.94)	16.26	(17.67)	(6.11)	(16.12)	16.51	15.10	(1.41)
Experience gain/(loss) adjustments on plan assets	–	–	–	–	–	–	–	–	–	–

30. In terms of the Scheme of Restructuring and Arrangement approved by the Delhi High Court vide its order dated October 29, 2003 under section 391-394 of the Companies Act, 1956 (Act) and subsequent modification thereto vide Delhi High Court order dated April 28, 2011 (hereinafter referred to as SORA), the Company as envisaged thereunder has:

- a) with effect from April 1, 2001, spun off Engineering business into a subsidiary i.e. DCM Engineering Limited and merged a wholly owned subsidiary into the Company with effect from April 1, 1999.
- b) entered into definitive agreement on February 16, 2004 with Purearth Infrastructure Limited (PIL), a co-promoted company, for sale of development rights in freehold and leasehold land at Bara Hindu Rao/Kishanganj for a total consideration of Rs. 28,820 lacs includes Rs. 3,400 lacs on account of leasehold land out of which Rs. 2,400 lacs is subject to certain minimum profits being earned by PIL from the leasehold land. The status of these agreements is as under:
 - In terms of the Freehold Definitive Agreement dated February 16, 2004, the Company had, during the year 2003-04, recognised the sale of development rights to PIL in freehold land at Bara Hindu Rao for a consideration of Rs.14,449.92 lacs (excluding the outstanding of Rs.10,962.08 lacs against the sale of rights aggregating Rs. 39,567 lacs in the Previous years).
 - In terms of the "Leasehold Definitive Agreement" ("LDA") dated February 16, 2004, the Company had not recognized the revenue pending completion of certain conditions by both PIL and the company as envisaged in the LDA. During the current year, the Company has substantially completed its obligation to get the leases restored/converted from leasehold to freehold and PIL has agreed to release the consideration in terms of said Agreement and also relinquish the condition of minimum profit being earned by PIL from the Leasehold land. As such, the Company has recognized proportionate income of Rs. 2,110.51 lacs from sale of leasehold development rights in the said land with respect to area of leases restored / converted and corresponding costs of Rs. 620.74 lacs has been charged to the Statement of Profit and loss and reflected under "Change in inventories of finished goods, work in progress and land for development" in Note 23.b and the remaining amount of Rs. 379.26 lacs has been carried forward in "Land (for development)" under the head inventories in Note 16.

Pursuant to the above, in terms of the SORA and the definitive agreements referred to as above, all rights and obligations with respect to development of freehold land and leasehold land have been vested with PIL including the obligation towards advances received by the Company in the previous years against sale of flats on installment payment basis.

- c) The Company has in the previous years accounted for the impact of financial restructuring, resulting in rescheduling/ waiver of interest/ principal, including the modification of security terms, if any, with regard to partly convertible debentures, non convertible debentures, loans from Financial Institutions and certain inter corporate deposits as envisaged in the SORA.

After considering the effect of Delhi High Court order dated April 28, 2011, the Company, has complied with the debt repayment obligations including in respect of debentures, deposits, loans and related interest and where such amount has not been claimed by the concerned party, deposited an equivalent amount into a 'No Lien /Designated Account' with scheduled banks. Aggregate of amount so deposited as at the year end is Rs. 213.02 lacs (Previous year: Rs.331.86 lacs).

31. Estimated amount of contracts remaining to be executed on capital account (net of capital advances) and not provided for in the financial statements aggregate Rs. 4.78 lacs (Previous year: Rs. 1,718.63 lacs).

32. Contingent liabilities not provided for:

Particulars	Current year Rs./Lacs	Previous year Rs./Lacs
Claims not acknowledged as debts: *		
– Income-tax matters	203.61	122.11
– Customs duty	12.55	12.55
– Employees' claims (to the extent ascertained)	15.04	39.32
– Property tax	283.67	283.67
– Others	374.76	262.78

* All the above matters are subject to legal proceedings in the ordinary course of business. The legal proceedings, when ultimately concluded will not, in the opinion of management, have a material effect on the results of operations or financial position of the Company.

	Current Year Rs./Lacs	Previous Year Rs./Lacs
33. Managerial remuneration		
– Directors' sitting fees (including service tax)	8.99	5.51
34. Earnings per share:	Current Year	Previous Year
(a) Profit after taxation as per statement of profit and loss (Rs./lacs)	1,392.31	3,620.22
(b) Number of equity shares (face value of Rs. 10 per share)	173,79,037	173,79,037
(c) Basic and diluted earning per share (Rs. Per share)	8.01	20.83
35. During the financial period 1992-93, the Company revalued the lands pertaining to the Company's unit Hissar Textile Mills, Hissar, as of April 1, 1990, the date when the Company was re-organised, on the basis of valuation carried out by an approved valuer. This revaluation resulted in a surplus of Rs. 969 lacs, which was credited to the revaluation reserve, already adjusted in previous years.		
36. Capital advances includes Rs. 870.00 lacs (Previous year: Rs. 870.00 lacs) to acquire certain property under construction at New Delhi. The construction was a matter of litigation between the builder and the local authorities. The High Court of Delhi has allowed the builder to construct the property subject to certain conditions. The management is confident that the advance paid to acquire the property is good and fully recoverable.		
37. In the previous years, the Company's claim for the refund of an Inter Corporate Deposit amounting to Rs.100 lacs against a body corporate was settled by the body corporate by issuing, in terms of an arbitration award, 0% non-cumulative, non-voting, redeemable preference shares of Rs.100 each to the Company, redeemable within 20 years. The management is confident that the investment acquired by the Company in preference shares of the body corporate is good and fully recoverable.		
38. The Company's significant operating lease arrangements are in respect of premises (residential, office, stores, godown, etc.). These leasing arrangements, which are cancellable, are renewable at mutually agreeable terms. The lease rentals charged as rent aggregate Rs. 83.73 lacs (Previous year: Rs. 86.24 lacs) under note 27.		
39. Details of loans and advances in the nature of loans, as per clause 32 of Listing Agreement where there is no repayment schedule are i) Bahubali Services Limited Rs. 155.46 lacs (Previous year: Rs. 155.46 lacs) {(Maximum amount outstanding Rs. 155.46 lacs (Previous year: Rs. 155.46 lacs)}, ii) Jaya Rapid Rollers Limited Rs. 22.22 lacs (Previous year: Rs. 22.22 lacs) {(Maximum amount outstanding Rs. 22.22 lacs (Previous year: Rs. 22.22 lacs)}, iii) LKP Merchant Financing Limited Rs. 84.25 lacs (Previous year: Rs. 84.25 lacs) {(Maximum amount outstanding Rs. 84.25 lacs (Previous year: Rs. 84.25 lacs)} and iv) DCM Employees Welfare Trust Rs. 279.90 lacs (Previous year: Rs. 279.90 lacs) {(Maximum amount outstanding Rs. 279.90 lacs (Previous year: Rs. 279.90 lacs)}.		
40. SEGMENT REPORTING		
a) The business segments comprise the following:		
Textiles – Yarn manufacturing.		
IT Services – IT Infrastructure services and software development.		
Real Estate – Development at the Company's real estate site at Bara Hindu Rao / Kishan Ganj, Delhi.		
b) Business segments have been identified based on the nature and class of products and services, their customers and assessment of the differential risks and returns and financial reporting system within the Company.		
c) The geographical segments considered for disclosure are based on location of customers, broadly as under:		
– within India		
– outside India		
d) Segment accounting policies;		
In addition to the significant accounting policies, applicable to the business as set out in note 1 'Notes to the financial statements', the accounting policies in relation to segment accounting are as under:		
(i) Segment assets and liabilities:		
Segment assets include all operating assets used by a segment and consist principally of operating cash, debtors, inventories and fixed assets, net of allowances and provisions, which are reported as direct offsets in the balance sheet. Segment liabilities include all operating liabilities and consist principally of creditors and accrued liabilities. While most of the assets/liabilities can be directly attributed to individual segments, the carrying amounts of certain assets/liabilities pertaining to two or more segments are allocated to the segments on reasonable basis.		
(ii) Segment revenue and expenses:		
Joint revenue and expenses of segments are allocated amongst them on a reasonable basis. All other segment revenue and expenses are directly attributable to the segments.		
(iii) Inter segment sales:		
Inter-segment sales are accounted for at cost and are eliminated in consolidation.		

Notes forming part of the financial statements continued

e) (i) Primary Segment information (Business Segments) for the year ended March 31, 2015

(Rs./lacs)

	Textiles		IT Services		Real Estate		Segment Total		Unallocated		Total Company	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
1. Segment revenue (net of excise duty)												
– External sales/services	44,978.65	37,562.47	7,456.66	6,402.76	2,110.51#	–	54,545.82	43,965.23	–	–	54,545.82	43,965.23
– Other Operating income	3,095.86	2,927.22	–	–	–	1,550.00*	3,095.86	4,477.22	–	–	3,095.86	4,477.22
Total Revenue	48,074.51	40,489.69	7,456.66	6,402.76	2,110.51	1,550.00	57,641.68	48,442.45	–	–	57,641.68	48,442.45
2. Segment results	1,657.57	5,246.30	566.55	400.02	1,489.77	1,550.00	3,713.89	7,196.32			3,713.89	7,196.32
Unallocated corporate expenses /income (net of unallocated income /expenses)									(603.68)	664.22	(603.68)	664.22
3. Interest income									170.91	250.20	170.91	250.20
4. Profit before finance costs and tax											3,281.12	6,782.30
5. Finance Costs									2,010.64	1,242.79	2,010.64	1,242.79
6. Profit before tax											1,270.48	5,539.51
7. Provision for taxation									(121.83)	1,919.29	(121.83)	1,919.29
8. Profit after taxation											1,392.31	3,620.22
9. Other information												
(a) Segment assets	34,694.58	33,086.98	2,090.46	1,890.94	2,952.94	3,887.71	39,737.98	38,865.63			39,737.98	38,865.63
Investments									7,566.28	7,567.88	7,566.28	7,567.88
Other unallocated assets									4,577.16	3,662.86	4,577.16	3,662.86
Total Assets											51,881.42	50,096.37
(b) Segment liabilities	1,659.59	1,156.00	621.38	711.04	1,541.63	1,566.55	3,822.60	3,433.59			3,822.60	3,433.59
Share capital and reserves									21,861.26	21,331.30	21,861.26	21,331.30
Loan funds									23,438.33	22,291.26	23,438.33	22,291.26
Other unallocated liabilities									2,759.23	3,040.22	2,759.23	3,040.22
Total liabilities											51,881.42	50,096.37
(c) Capital expenditure	4,926.61	7,946.04	22.88	18.91	–	–	4,949.49	7,964.95	48.12	313.48	4,997.61	8,278.43
(d) Depreciation	2,430.86	1,107.90	33.14	21.98	–	–	2,464.00	1,129.88	21.69	23.34	2,485.69	1,153.22
(e) Non-cash expenditure other than depreciation	1.38	3.99	16.26	5.98	–	–	17.64	9.97	–	–	17.64	9.97

e) (ii) Secondary segment information (Geographical segments)

Particulars	Current Year Rs./lacs	Previous Year Rs./lacs
Segment revenue (net of excise duty)		
– Revenue within India	#25,494.67	*18,662.95
– Revenue outside India	32,147.01	29,779.50
Total segment revenue	57,641.68	48,442.45
Segment assets		
– Within India	31,722.31	31,838.85
– Outside India	8,015.67	7,026.78
Total segment assets	39,737.98	38,865.63
Capital expenditure		
– Within India	4,997.10	8,278.01
– Outside India	0.51	0.42
Total segment capital expenditure	4,997.61	8,278.43

Includes the proportionate income recognised from the sale of development rights with respect to the area of leases restored / converted during the year. (Refer note 30)

* represents exceptional income of Rs. Nil (Previous year : 1,550.00 lacs) (Refer note 28).

41. Related party disclosures under Accounting Standard (AS) 18

A. Names of related party and nature of related party relationship:

I. Subsidiaries (enterprises where control exists):

- a. DCM Finance & Leasing Limited (DFL)
- b. DCM Textiles Limited (DTL)
- c. DCM Engineering Limited (DEL)
- d. DCM Tools & Dies Limited (DTDL)
- e. DCM Realty Investment & Consulting Limited (DRICL)
- f. DCM Data Systems Limited (DDSL)

II. Joint venture: Purearth Infrastructure Limited (PIL)

III. Key management personnel and/or Individuals having direct or indirect control or significant influence, and their relatives:

- a. Mr. Jitendra Tuli - Chairman and Managing Director.
- b. Dr. Vinay Bharat Ram - Chief Executive Officer
- c. Mr. Hemant Bharat Ram - President - Textiles
- d. Mr. Sumant Bharat Ram - Chief Operating & Finance Officer
- e. Mr. Rahil Bharat Ram - Son of Mr. Sumant Bharat Ram
- f. Mr. Yuv Bharat Ram - Son of Mr. Sumant Bharat Ram
- g. Dr. Uma Tuli (Wife of Mr. Jitendra Tuli)

Enterprises where key management personnel have significant influence

- a. Aggresar Leasing and Finance Private Limited (ALFPL)
- b. Betterways Finance and leasing Private Limited (BFLPL)
- c. Xonix Enterprises Private Limited (XEPL)
- d. Lotus Finance & Investments Private Limited (LFIPL)
- e. Midopa Holdings Private Limited (MHPL)
- f. Lotte Trading and Allied Services Private Limited. (LTASPL)
- g. Juhi Developers Private Limited (JDPL)
- h. Teak Farms Private Limited (TFPL)

B. Transactions with related parties referred to in A above.

i) Transactions with Joint Venture Company and enterprises where key management personnel have significant influence (Rs./Lacs)

Particulars		Subsidiary		Joint Venture		Others*	
		Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Expenses recovered	DEL	2.19	0.15	—	—	—	—
	DRICL	0.07	0.03	—	—	—	—
	PIL	—	—	230.98	237.64	—	—
Compensation Received	PIL	—	—	—	1,550.00	—	—
Interest Income	PIL	—	—	21.62	65.64	—	—
Sale of development rights	PIL	—	—	2,110.51	—	—	—
Purchase of investment	DEL	—	542.55	—	—	—	—
Investment in equity shares	DDSL	—	—	—	—	—	—
Purchase of rights of acquisition in a property	DEL	—	575.00	—	—	—	—
Purchase of fixed assets	DEL	—	208.77	—	—	—	—
Advance/consideration for purchase of rights in flats	PIL	—	—	60.98	—	—	—
Dividend paid	ALFPL	—	—	—	—	111.50	111.50
	BFLPL	—	—	—	—	48.69	48.69
	XEPL	—	—	—	—	23.33	23.33
	Others	—	—	—	—	48.43	48.43

i) Transactions with Joint Venture Company and enterprises where key management personnel have significant influence (Contd.) (Rs./Lacs)

Particulars		Subsidiary		Joint Venture		Others*	
		Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Balance outstanding at the year end:							
a) Trade Receivable							
– Current	PIL	–	–	2,476.51	–	–	–
– Non current	PIL	–	–	–	2,000.00	–	–
b) Other receivables							
– Current	PIL	–	–	78.53	869.07	–	–
c) Advance / consideration for purchase of rights in flats	PIL	–	–	587.37	526.39	–	–
d) Advances recoverable / (Payable)	PIL	–	–	21.51	1.77	–	–
(Payable) against capital goods	DEL	–	(208.77)	–	–	–	–

* Enterprises in which key managerial persons have significant influence

ii) Transactions with key managerial personnel.

	Current Year Rs./lacs	Previous Year Rs./lacs
Remuneration *		
– Mr. Hemant Bharat Ram	286.31	280.76
– Mr. Sumant Bharat Ram	109.06	98.49
Sitting fees (including service tax)		
– Mr. Jitendra Tuli	1.91	1.30
Dividend Paid:		
– Dr. Vinay Bharat Ram	0.20	0.20
– Mrs. Panna Bharat Ram (Since deceased)	0.24	0.24
– Mr. Sumant Bharat Ram	0.36	0.36
– Mr. Rahil Bharat Ram	0.15	0.15
– Mr. Yuv Bharat Ram	0.14	0.14
Payables:		
– Dr. Vinay Bharat Ram	0.92	0.92
– Mr. Hemant Bharat Ram	–	2.63
– Mr. Sumant Bharat Ram	–	3.85

* Does not include provision for leave salary and contribution / provision towards gratuity, since the provision / contribution is made for the Company as a whole on actuarial basis.

42. Disclosures related to joint venture:

Name	Country of incorporation	Nature of Interest	Percentage of ownership as at	
			March 31, 2015	March 31, 2014
Purearth Infrastructure Limited	India	Equity share Holding	16.41%	16.41%

Notes forming part of the financial statements continued

The Company's share of Assets, Liabilities, Income and Expenses, etc. (without elimination of the effect of transactions between the Company and the joint venture) are as under:

(Rs./Lacs)

	As at March 31, 2015 (Based on ownership interest of 16.41%)	As at March 31, 2014 (Based on ownership interest of 16.41%)
Assets		
Non-current assets		
Fixed assets		
Tangible assets	24.23	11.13
Capital work in progress	—	10.89
Non-current investments	3.28	1.81
Deferred tax assets	182.89	205.83
Long-term loans and advances	204.54	137.74
Current assets		
Inventories	5,682.06	5,971.32
Trade receivables	950.68	161.14
Cash and bank balances	12.36	70.95
Short-term loans and advances	59.43	69.42
Other current assets	52.57	55.60
Liabilities		
Non-current liabilities		
Long-term borrowings	839.54	681.70
Other long-term liabilities	—	328.20
Long-term provisions	16.60	14.92
Current Liabilities		
Trade payables	736.08	232.96
Other current liabilities	2,411.02	2,216.32
Short-term provisions	21.52	169.00

	For the year ended March 31, 2015 (Based on ownership interest of 16.41%)	For the year ended March 31, 2014 (Based on ownership interest of 16.41%)
Revenue		
Revenue from operations	1,602.07	2,988.54
Other income	4.02	7.54
Expenses		
Cost of acquisition of rights, development and construction	973.85	1,455.66
Employee benefits expense	126.17	69.18
Finance costs	167.85	203.69
Depreciation and amortisation expense	8.94	3.36
Other expenses	178.11	117.67
Tax expense		
Current tax	33.94	238.71
MAT credit entitlement	—	(30.75)
Deferred tax credit	23.24	(205.83)
Tax relating to prior years	(0.15)	2.17
Other Matters		
Contingent Liabilities	160.79	93.61

Notes forming part of the financial statements continued

43. (a) There are no undisputed dues of wealth tax, excise duty, service tax, sales tax and cess, which have not been deposited by the Company. The details of disputed dues as of March 31, 2015 in respect of customs duty and income tax that have not been deposited by the Company, are as follows:

Name of the statute	Nature of the dues	Forum where pending	Total amount involved* (Rs./Lacs)	Amount paid under protest (Rs./Lacs)	Period to which the amount relates
Income-tax Act, 1961	Income-tax	Commissioner of Income Tax (Appeals)	76.35	38.31	Assessment year 2011-12
Income-tax Act, 1961	Income-tax	Commissioner of Income Tax (Appeals)	66.08	66.08	Assessment year 2012-13
Customs Act, 1962	Customs Duty	Commissioner of Customs (Appeals)	12.55	–	1988-89

*amount as per demand orders including interest and penalty wherever indicated in the demand.

For the above purposes, statutory dues payable in India have been considered. Further, the demands raised and already set off by the Income-tax Authorities against the carried forward losses of the Company or the refunds due to the Company, being no longer due for payment, have not been considered.

- (b) The following matters which have been excluded from the above table have been decided in favour of the Company, although the concerned regulatory authority has preferred appeal at a higher level:

Name of the Statute	Nature of the Dues	Forum where pending	Amount Rs./Lacs	Period to which the amount relates
Income Tax Act, 1961	Income-tax	Delhi High Court	442.48	Assessment years 1983-84 to 1990-91
		Income Tax Appellate Tribunal	33.25	Assessment years 2010-11
		Income Tax Appellate Tribunal	27.93	Assessment year 2009-10

- (c) The Company has been regular in transferring amounts to the Investor Education and Protection Fund after considering SORA, pursuant to which certain past dues have been rescheduled for repayment, in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made there under within time.

44. Quantitative data about Derivative Instruments

Nature of derivative	Number of deals		Purpose		Amount in foreign currency (in US\$)(Lacs)		Amount in Rs./Lacs	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Forward Contract	15	12	Hedge	Hedge	25.47	12.12	1633.21	758.69

Foreign currency exposures of the Company that are not hedged by derivative instruments or otherwise are as follows:-

Particulars	Current Year			Previous Year		
	Amount in Foreign currency (Lacs)		Amount in Rs./Lacs	Amount in Foreign currency (Lacs)		Amount in Rs./Lacs
Trade receivables	US\$	8.03	477.53	US\$	16.85	991.43
Cash and Bank	US\$	7.87	490.26	US\$	3.03	180.83
Loans and Advances	US\$	2.04	126.91	US\$	0.92	54.91
Trade Payable & Current Liabilities	US\$	7.10	444.12	US\$	9.29	555.89
Provisions	US\$	1.00	69.32	US\$	0.50	29.87

Notes forming part of the financial statements continued

45. Other Additional Information	Current Year		Previous Year	
Description	Rs./Lacs		Rs./Lacs	
(a) Value of imports on CIF basis				
Components and spare parts	21.93		27.29	
Capital goods	363.44		2,420.44	
(b) Expenditure in foreign currency				
Commission, travel etc.	308.21		285.17	
Overseas office expenses	5,273.65		4,636.09	
(c) Earnings in foreign exchange				
– Direct export of goods on FOB basis/ as per contracts where FOB value not readily ascertainable	25,733.46		23,505.90	
– Software / Services export	790.84		616.89	
– Overseas offices income	5,630.72		4,971.82	
(d) Value of imports/indigenous raw materials, components and stores and spares consumed				
(i) Raw materials				
Indigenous	33,161.00	100.00%	26,620.33	100.00%
(ii) Stores, spares parts and packing material				
Imported	21.08	1.82%	28.72	4.20%
Indigenous	1136.75	98.18%	886.46	95.80%
	1,157.83	100.00%	915.18	100.00%

46. Pursuant to Companies Act, 2013 ('the Act') being effective from April 1, 2014, the Company has revised depreciation rates on fixed assets as per the useful life specified in Part 'C' of Schedule II of the Act. As a result of this change, the depreciation charge for the year ended March 31, 2015 is higher by Rs. 651.70 lacs. In respect of assets whose useful life is already exhausted as at 1 April 2014, depreciation of Rs. 235.78 lacs (net of tax impact of Rs. 124.78 lacs) has been adjusted in Reserves and Surplus in accordance with the requirements of Schedule II of the Act.
47. The Company did not have any long term contracts including contracts for which there were any material foreseeable losses.
48. As per Section 135 of the Companies Act, 2013 Company is required to spend Rs. 61.26 lacs on corporate social responsibility. During the year Company has spent Rs. 16.02 lacs towards the CSR activities in the area of promoting education by contributing for running of school upto class 10 in the factory premises of the Textile Division of the Company at Hisar in the state of Haryana.
49. The Board of Directors of the Company in their meeting held on December 08, 2014 have approved the merger of DCM Engineering Limited (subsidiary company) into and with the Company under a Scheme of Amalgamation ('Scheme') under sections 391 to 394 and other applicable provisions of the Companies Act, 1956. The scheme envisages that upon it becoming effective and with effect from the appointed dated (April 01, 2014) all assets and liabilities and the entire business of DCM Engineering Limited shall be transferred to and vested in the Company as a going concern. The said Scheme is pending approvals from the concerned regulatory/statutory authorities as at March 31, 2015.
50. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Signatures to notes 1 to 50

For and on behalf of the Board of Directors

Jitendra Tuli
Chairman and Managing Director
Sumant Bharat Ram
Chief Operating & Finance Officer

Bipin Maira
Director
Ashwani Singhal
Executive Vice President
(Finance and Accounts)

Yadvinder Goyal
Company Secretary

Place : New Delhi
Date : May 28, 2015

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Annexure "A"

Part "A" : Subsidiaries

S.N.	Name of the Subsidiary Company	Share capital	Reserves and surplus	Total assets	Total liabilities	Investments	Turnover	Profit/(Loss) Before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend	% of share-holding
1	DCM Engineering Limited	2,005.00	4,088.72	22,173.49	16,079.77	-	37,392.19	(1,836.52)	-	(1,836.52)	-	75.06%
2	DCM Textiles Limited	5.00	0.87	6.05	0.17	-	0.48	0.21	0.15	0.06	-	100.00%
3	DCM Realty Investment & Consulting Limited	255.01	54.82	318.86	9.03	-	5.06	(1.97)	-	(1.97)	-	99.99%
4	DCM Tools & Dies Limited	5.00	1.51	6.69	0.19	-	0.54	0.28	0.17	0.11	-	100.00%
5	DCM Finance & Leasing Limited	5.10	5.56	10.92	0.26	-	0.81	0.52	0.26	0.26	-	99.99%
6	DCM Data Systems Limited	5.00	(0.01)	5.15	0.16	-	0.41	0.14	0.13	0.01	-	100.00%

Subsidiaries which are yet to commence business.

- 1 DCM Tools & Dies Limited
- 2 DCM Textiles Limited
- 3 DCM Data Systems Limited

Part "B" : Joint Ventures

Amount in Rs./ Lacs

1	Name of the Joint Venture	Purearth Infrastructure Limited
2	Latest audited Balance Sheet Date	March 31, 2015
3	Share of Joint venture held by the Company on the year end	
	No.	17,853,605
	Amount invested in Joint venture	2,986.18
	Extend of holding %	16.41%
4	Description of how there is significant influence	Pursuant to shareholder agreement.
5	Reason why the Joint venture is not consolidated	Not applicable
6	Networth attributable to shareholding as per latest balance sheet *	3,146.35
7	Profit/ (Loss) for the year	
i	Considered in consolidation **	146.96
ii	Not considered in consolidation	Nil

* without elimination of the effect of transactions between the Company and the joint venture

** after elimination of intra company transactions

For and on behalf of the Board of Directors

Jitendra Tuli
Chairman and Managing Director
Sumant Bharat Ram
Chief Operating & Finance Officer

Bipin Maira
Director
Ashwani Singhal
Executive Vice President
(Finance and Accounts)

Yadvinder Goyal
Company Secretary

Place : New Delhi

Date : May 28, 2015

Note:

The Company will make available the annual accounts and related detailed information of the subsidiary companies upon request by the shareholders of the holding and the subsidiary companies. These shall also be kept for inspection at the Registered Office of the Company and the subsidiary companies and also available on the website.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DCM LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of DCM LIMITED (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), and jointly controlled entity, comprising of the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including jointly controlled entity in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and jointly controlled entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of

the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

Basis for Qualified Opinion

In case of the jointly controlled entity, the other auditors who has audited the financial statements of the jointly controlled entity has reported that Purearth Infrastructure Limited (jointly controlled entity) has received advances during earlier years aggregating Rs. 3,431.98 lacs for certain bookings in Plaza 4 of Central Square project and has presented these as 'advances from customers' (share of the Group in these advances are aggregating Rs. 563.35 lacs). The jointly controlled entity has not provided for likely losses, if any, in respect of these bookings. As explained by the management of jointly controlled entity that it is not practicable to determine likely loss on these sale bookings as the management is yet to draw a construction plans for Plaza 4 of Central Square project as also the resultant price escalations and other recoveries in terms of the Scheme of Restructuring and understanding arrived at with the booking holders of this project. The report of the other auditors states that pending the determination of such amounts, they are unable to determine the impact, if any, of such accrual. Refer note 40 of consolidated financial statements. The matter was also qualified in our report (based on the report of other auditors) on the consolidated financial statements for the year ended March 31, 2014.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, and based on the consideration of the reports of the other auditors on the financial statements of the subsidiaries and jointly controlled entity referred to below in the Other Matter paragraph, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and jointly controlled entity as at March 31, 2015, and their consolidated loss and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements of 6 subsidiaries namely DCM Engineering Limited, DCM Finance & Leasing Limited, DCM Textiles Limited, DCM Tools & Dies Limited, DCM Realty Investment & Consulting Limited, DCM Data Systems Limited and jointly controlled entity namely Purearth Infrastructure Limited, whose financial statements reflect total assets of Rs. (net) 27,393.77 lacs as at March 31, 2015, total revenues of Rs. 38,662.06 lacs and net cash flows amounting to Rs. 68.51 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and jointly controlled entity, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and jointly controlled entity, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company, subsidiary companies and jointly controlled entity incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and, except for the possible effect of the matter described in the Basis for Qualified Opinion above, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, except for the effect of the matters described in the Basis for Qualified Opinion paragraph above, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, except for the effect of the matters described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) The matters described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Group.
- (f) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies and jointly controlled company incorporated in India, none of the other directors of the Group's companies and jointly controlled company incorporated in India is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and jointly controlled entity. Refer Note 33 to the consolidated financial statements.
 - ii. except for the effect of the matters described in the Basis for Qualified Opinion paragraph above, provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts. Refer Note 48 to the consolidated financial statements
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group and jointly controlled entity after considering SORA, pursuant to which certain past dues have been rescheduled for repayment. Refer note 45(c) of the consolidated financial statements.

For A. F. Ferguson & Co.
Chartered Accountants
(Firm's Registration No. 112066W)

Manjula Banerji

Partner

(Membership No. : 086423)

Place : New Delhi

Dated : May 28, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

"Our reporting on the Order includes six subsidiary companies and one jointly controlled company incorporated in India, to which the Order is applicable, which have been audited by other auditors and our report in respect of these entities is based solely on the reports of the other auditors, to the extent considered applicable for reporting under the Order in the case of the consolidated financial statements."

- (i) In respect of the fixed assets of the Holding Company, subsidiary companies and jointly controlled companies incorporated in India:
 - (a) The respective entities have maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) Some of the fixed assets were physically verified during the year by the Management of the respective entities in accordance with a programme of verification, which in our opinion and the opinion of the other auditors provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us and the other auditors, no material discrepancies were noticed on such verification.
- (ii) In respect of the inventories of the Holding Company, subsidiary companies and jointly controlled companies incorporated in India:
 - (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals. However, in respect of certain raw materials, the inventories were verified by the management on a visual estimation which has been relied upon by us.
 - (b) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the procedures of physical verification of inventories followed by the Management of the respective entities were reasonable and adequate in relation to the size of the respective entities and the nature of their business.
 - (c) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the respective entities have maintained proper records of their inventories and no material discrepancies were noticed on physical verification.
- (iii) The Holding Company and subsidiary companies incorporated in India have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 by the respective entities. According to the information and explanation given to the other auditors of the jointly controlled company incorporated in India granted interest free unsecured loan to a subsidiary company and in respect to the aforesaid loan the party is repaying the amount and there is no overdue amount more than Rs. 1 lac.
- (iv) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, there is an adequate internal control system in the Holding Company, subsidiary companies jointly controlled company incorporated in India, commensurate with the size of the respective entities and the nature of their business for the purchase of inventory and fixed assets and for the sale of goods and services and during the course of our and the other auditors audit no continuing failure to correct major weaknesses in such internal control system has been observed.
- (v) According to the information and explanations given to us and other auditors, the Holding Company, subsidiary companies and jointly controlled company incorporated in India have not accepted any deposit during the year. In respect of unclaimed deposits after considering the order dated September 10, 1998 of the Company Law Board issued under section 58A (9) of the Companies Act 1956 (the Act) as an integral part of SORA, the Holding Company, subsidiary companies, associate companies and jointly controlled companies incorporated in India have complied with the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013.

(vi) According to the information and explanations given to us and the other auditors, in our opinion and the opinion of the other auditors, the Holding Company, subsidiary companies and jointly controlled company incorporated in India have, prima facie, made and maintained the prescribed cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub section (1) of Section 148 of the Companies Act, 2013. Neither we nor the other auditors have, however, made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) According to the information and explanations given to us, in respect of statutory dues and after considering SORA, pursuant to which certain past dues have rescheduled for repayment of the Holding Company, subsidiary companies, associate companies and jointly controlled companies incorporated in India:

- The respective entities have generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to respective entities with the appropriate authorities.
- There were no undisputed amounts payable by the respective entities in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.
- Details of dues of Income-tax, Custom Duty and Excise Duty which have not been deposited as on March 31, 2015 on account of disputes by the aforesaid entities are given below:

Name of the Statute	Nature of the dues	Forum where pending	Total amount involved*	Amount under protect (Rs. lacs)	Period to which the amount relates
Income -tax Act, 1961	Income – tax	Commissioner of Income tax (Appeals)	76.35	38.31	Assessment Year 2011-12
		Commissioner of Income tax (Appeals)	66.08	66.08	Assessment Year 2012-13
		Commissioner of Income Tax (Appeals)	9.36	5.00	Assessment Year 2011-12
		Income Tax Appellate Tribunal	12.72	12.72	Assessment Year 2008-09
			12.33	–	Assessment Year 2009-10
Customs Act, 1962	Customs Duty	Commissioner of Customs (Appeals)	12.55	–	1988-89
Central Excise Tax Law	Excise Duty	Central Excise and Service Tax Appellate Tribunal	510.43	–	2004-05, 2005-06, 2006-07, 2008-09, 2006-07 to 2010-2011
		Supreme Court	0.50	–	2003-04
Punjab Vat Act, 2005	VAT	Assistant Excise and Taxation Commissioner	139.21	–	2010-11

* amount as per demand orders including interest and penalty wherever indicated in the demand.

For the above purposes, statutory dues payable in India have been considered. Further, the demands raised and already set off by the Income-tax Authorities against the carried forward losses of the aforesaid entities or the refunds due to the aforesaid entities, being no longer due for payment, have not been considered.

The following matters which have been excluded from the table have been decided in favour of the aforesaid entities, although we are informed that the concerned regulatory authority has preferred appeal at a higher level:

Name of the Statute	Nature of the dues	Forum where pending	Amount (Rs. lacs)	Period to which the amount relates
Income-tax Act, 1961	Income-tax	Delhi High Court	442.48	Assessment Years 1983-84 to 1990-91
		Income Tax Appellate Tribunal	33.25	Assessment Years 2010-11
		Income Tax Appellate Tribunal	27.93	Assessment Years 2009-10

We have been further informed that there are no dues in respect of Sales Tax, Wealth Tax, Service Tax, Value Added Tax and Cess which have not been deposited on account of any dispute.

- The aforesaid entities have been generally regular in transferring amounts to the Investor Education and Protection Fund after considering SORA, pursuant to which certain past dues have been rescheduled for repayment, in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder within time.
- (viii) The Group and jointly controlled entity does not have consolidated accumulated losses at the end of the financial year and the Group and jointly controlled entities have not incurred cash losses on a consolidated basis during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors and after considering SORA, the Holding Company, subsidiary companies and jointly controlled companies incorporated in India have not defaulted in the repayment of dues to financial institutions, banks and debenture holders.
- (x) According to the information and explanations given to us, the Holding Company, subsidiary companies and jointly controlled company incorporated in India have not given guarantees for loans taken by others from banks and financial institutions.
- (xi) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the term loans have been applied by the Holding Company, subsidiary companies and jointly controlled companies incorporated in India during the year for the purposes for which they were obtained.
- (xii) To the best of our knowledge and according to the information and explanations given to us and the other auditors, no fraud by the Holding Company, its subsidiary companies and jointly controlled company incorporated in India and no material fraud on the Holding Company, its subsidiary companies and jointly controlled company incorporated in India has been noticed or reported during the year.

For A. F. Ferguson & Co.
Chartered Accountants
(Firm's Registration No. 112066W)

Manjula Banerji
Partner

Place : New Delhi
Dated : May 28, 2015

(Membership No. : 086423)

Consolidated Balance Sheet as at March 31, 2015

	Note	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	1,737.59	1,737.59
Reserves and surplus	4	19,206.12	20,527.96
		<u>20,943.71</u>	<u>22,265.55</u>
Minority interest		1,521.88	1,988.62
Non-current liabilities			
Long-term borrowings	5	14,375.38	11,167.99
Deferred tax liabilities (net)	6 (b)	—	309.52
Other long-term liabilities	7	1,290.76	2,798.49
Long-term provisions	8	1,954.27	1,971.19
		<u>17,620.41</u>	<u>16,247.19</u>
Current liabilities			
Short-term borrowings	9	17,635.00	18,346.54
Trade payables	10	5,451.49	6,666.22
Other current liabilities	11	7,489.01	5,439.06
Short-term provisions	12	1,160.29	958.61
		<u>31,735.79</u>	<u>31,410.43</u>
TOTAL		<u><u>71,821.79</u></u>	<u><u>71,911.79</u></u>
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	13	26,134.38	17,642.31
Intangible assets	13	76.33	94.56
Capital work-in-progress		1,613.45	7,359.09
		<u>27,824.16</u>	<u>25,095.96</u>
Goodwill on consolidation	1(ii)	656.55	656.55
Non-current investments	14	103.28	231.13
Deferred tax assets (net)	6 (a)	182.89	205.89
Long-term loans and advances	15	3,066.57	4,399.57
Other non-current assets	16	1.45	1,680.78
		<u>31,834.90</u>	<u>32,269.88</u>
Current assets			
Inventories	17	15,507.08	18,818.06
Trade receivables	18	16,069.66	14,103.31
Cash and bank balances	19	1,727.01	1,262.45
Short-term loans and advances	20	5,721.40	4,233.73
Other current assets	21	961.74	1,224.36
		<u>39,986.89</u>	<u>39,641.91</u>
TOTAL		<u><u>71,821.79</u></u>	<u><u>71,911.79</u></u>

Significant accounting policies and Notes to consolidated financial statements 1 to 51

In terms of our report attached
For A.F. FERGUSON & CO.
Chartered Accountants

Manjula Banerji
Partner

For and on behalf of the Board of Directors

Jitendra Tuli
Chairman and Managing Director
Sumant Bharat Ram
Chief Operating & Finance Officer

Bipin Maira
Director
Ashwani Singhal
Executive Vice President
(Finance and Accounts)

Place : New Delhi
Date : May 28, 2015

Yadvinder Goyal
Company Secretary

DCM

Consolidated Statement of Profit and Loss for the year ended March 31, 2015

	Note	For the year ended March 31, 2015 Rs./Lacs	For the year ended March 31, 2014 Rs./Lacs
Revenue			
Revenue from operations (gross)	22	100,784.25	94,736.28
Less: Excise duty		4,614.98	5,012.94
		<u>96,169.27</u>	<u>89,723.34</u>
Other Income	23	889.60	803.31
		<u>97,058.87</u>	<u>90,526.65</u>
Expenses			
Cost of materials consumed	24.a	48,878.47	44,358.02
Changes in inventories of finished goods, work in progress and land (for development)	24.b	100.13	(1,109.70)
Employee benefits expense	25	13,581.65	12,712.33
Finance costs	26	3,294.40	2,381.79
Depreciation and amortisation expense	27	4,087.83	2,260.34
Expense on corporate social responsibility	50	22.74	—
Other expenses	28	28,048.37	25,658.42
		<u>98,013.59</u>	<u>86,261.20</u>
Profit/(loss) before exceptional items and tax		<u>(954.72)</u>	<u>4,265.45</u>
Exceptional Items of operational income	29	—	1,295.57
Profit/(loss) before tax		<u>(954.72)</u>	<u>5,561.02</u>
Tax expense :			
Current tax {including foreign tax Rs. 60.89 lacs (Previous year Rs. 30.34 lacs)} [Share of joint venture Rs. 33.94 lacs (Previous year Rs. 238.78 lacs)]		384.80	2,154.96
Minimum alternate tax (MAT) credit entitlement [Share of joint venture Rs. Nil (Previous year Rs. 30.76 lacs)]		(289.28)	(31.18)
Deferred tax charge/(benefit) [Share of joint venture Rs. 23.25 lacs (Previous year Rs. 205.89 lacs)]		(161.49)	(197.05)
Tax relating to prior years {Including foreign tax Rs. (2.02) lacs (Previous year Rs. (5.06) lacs)} [Share of joint venture Rs. (0.15) lacs (Previous year Rs. 2.17 lacs)]		1.89	(1.57)
		<u>(64.08)</u>	<u>1,925.16</u>
Profit/(loss) after tax		<u>(890.64)</u>	<u>3,635.86</u>
Less: Minority's interest		(457.99)	(135.61)
Profit/(loss) for the year		<u>(432.65)</u>	<u>3,771.47</u>
Earning per share (of Rs. 10 each)		(2.49)	21.70
Basic and diluted			

Significant accounting policies & Notes to the consolidated financial statements 1 to 51

In terms of our report attached
For A.F. FERGUSON & CO.
Chartered Accountants

Manjula Banerji
Partner

For and on behalf of the Board of Directors

Jitendra Tuli
Chairman and Managing Director

Sumant Bharat Ram
Chief Operating & Finance Officer

Yadvinder Goyal
Company Secretary

Bipin Maira
Director

Ashwani Singhal
Executive Vice President
(Finance and Accounts)

Place : New Delhi
Date : May 28, 2015



Consolidated Cash Flow Statement for the year ended March 31, 2015

	For the year ended March 31, 2015 Rs./Lacs	For the year ended March 31, 2014 Rs./Lacs
A. Cash flow from operating activities:		
Profit/(loss) before tax	(954.72)	5,561.02
Adjustments for:		
Depreciation and amortisation expense	4,087.83	2,260.79
(Profit)/loss on sale / write off of fixed assets	7.38	(25.56)
Finance costs	3,294.40	2,381.79
Profit on sale of long term non trade investments	(74.81)	(46.21)
Interest income	(225.93)	(327.65)
Dividend income	—	(18.59)
Operating profit before working capital changes	6,134.15	9,785.59
Adjustments for changes in working capital:		
Inventories	3,310.98	(428.20)
Trade receivables	(294.65)	(450.65)
Short-term loans and advances	(798.92)	(590.01)
Long-term loans and advances	(167.59)	(174.88)
Other current assets	258.77	733.55
Other non-current assets	(0.08)	—
Trade payables	(1,214.73)	1,200.94
Other current liabilities	(161.06)	(3,157.40)
Other long-term liabilities	10.20	(30.10)
Short-term provisions	(120.73)	210.31
Long-term provisions	(16.92)	(51.05)
	6,939.42	7,048.10
Net income tax (paid)	(502.62)	(1,545.93)
Net cash generated operating activities	6,436.80	5,502.17
B. Cash flow from investing activities:		
Loans received back / (given) (net)	—	10.00
Sale of Non current non-trade Investment	202.66	352.93
Invested in fixed deposits maturity greater than 1 year (net)	7.71	(6.85)
Purchase of fixed assets	(5,850.98)	(10,367.22)
Sale of fixed assets	61.77	106.65
Dividend received	—	18.59
Interest received	229.78	317.75
Net cash from investing activities	(5,349.06)	(9,568.15)
C. Cash flow from financing activities:		
Proceeds from long term borrowings	6,572.47	7,113.10
Repayment of long-term borrowings	(2,605.51)	(2,593.65)
Proceeds from short-term borrowings	—	1,000.00
Repayment of short-term borrowings	(1,000.00)	—
Changes in working capital borrowings	288.46	1,513.33
Dividend paid (including tax on dividend)	(600.70)	(593.21)
Finance costs paid	(3,277.90)	(2,448.76)
Net cash from financing activities	(623.18)	3,990.81
Net increase / (decrease) in cash and cash equivalent (A+B+C)	464.56	(75.17)
Cash and cash equivalent at the beginning of the year*	1,262.45	1,284.31
Cash and cash equivalent on consolidation of jointly controlled entity (Refer note 1 { ii })	—	53.31
	1,262.45	1,337.62
Cash and Cash Equivalent at the end of the year (Includes share of joint venture Rs. 12.36 lacs (Previous year :Rs. 70.97 lacs)*)	1,727.01	1,262.45
	464.56	(75.17)

Significant accounting policies and Notes to consolidated financial statements 1 to 51

*Includes Rs. 47.44 lacs (Previous year : Rs. 130.98 lacs) deposited with debenture trustee and Rs. 290.10 lacs (Previous year : Rs. 296.80 lacs) earmarked for specific use.

In terms of our report attached

For A.F. FERGUSON & CO.

Chartered Accountants

Manjula Banerji
Partner

For and on behalf of the Board of Directors

Jitendra Tuli
Chairman and Managing Director
Sumant Bharat Ram
Chief Operating & Finance Officer

Bipin Maira
Director
Ashwani Singhal
Executive Vice President
(Finance and Accounts)

Yadvinder Goyal
Company Secretary

Place : New Delhi

Date : May 28, 2015

DCM

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Consolidation

The Consolidated Financial Statements have been prepared in accordance with Accounting Standard 21 (AS) - "Consolidated Financial Statements" and Accounting Standard 27 (AS) - "Financial Reporting of Interests in Joint Ventures" as specified under the Companies Act 2013.

- i. The subsidiaries and jointly controlled entity (which along with DCM Limited, the parent, constitute the Group) considered in preparation of these consolidated financial statements are:

Subsidiaries	Percentage of Voting power as on	
	March 31, 2015	March 31, 2014
DCM Realty Investment & Consulting Limited (DRICL)	99.99%	99.99%
DCM Tools & Dies Limited (DTDl)	100%	100%
DCM Textiles Limited (DTL)	100%	100%
DCM Finance & Leasing Limited (DFLL)	99.99%	99.99%
DCM Engineering Limited (DEL)	75.06%	75.06%
DCM Data Systems Limited (DCMDSL)	100%	100%

Joint Controlled Entity	Percentage of Voting power as on	
	March 31, 2015	March 31, 2014
Purearth Infrastructure Limited (PIL)	16.41%	16.41%

- ii. With effect from the previous year, the financial statements of Purearth Infrastructure Limited, a jointly controlled entity, have been consolidated for the first time using proportionate consolidation method and accordingly, entity's share of each assets, liabilities, income and expenses of jointly controlled entity is reported as a separate line item in consolidated financial statements.

2. Significant accounting policies

- a) Basis of accounting and preparation of consolidated financial statements:

The consolidated financial statements of the Group have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The consolidated financial statements have been prepared on accrual basis under the historical cost convention except revaluation of certain plots of land. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year.

- b) Operating cycle:

Based on the nature of products/ activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalent, the Group has determined its current operating cycle as 12 months for the purpose of classification of its assets and liabilities as current & non-current.

- c) Use of estimates:

The preparation of the consolidated financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the consolidated financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

- d) Fixed assets:

Fixed assets, other than certain plots of land, which have been revalued, are stated at cost of acquisition/ construction less accumulated depreciation and impairment loss if any. The cost includes all pre-operative expenses and the financing cost of borrowed funds relating to the construction period in the cases of new projects and expansion of existing factories. Certain lands, which are revalued, are stated at revalued figures on the basis of valuation reports of approved valuers.

- e) Impairment:

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. The following intangible assets are tested for impairment each financial year even if there is no indication that the asset is impaired:

- (a) an intangible asset that is not yet available for use; and

- (b) an intangible asset that is amortised over a period exceeding ten years from the date when the asset is available for use.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Consolidated Statement of Profit and Loss. In case of revalued assets such reversal is not recognised.

f) Depreciation and amortisation:

- (i) The Group follows straight-line method of depreciation in respect of buildings, plant and machinery, and all assets of IT Division and DCM Engineering Limited and written down value method in respect of other assets (including all assets of "PIL").
- (ii) The depreciation charged on all fixed assets is on the basis of useful life specified in Part "C" of Schedule II to the Companies Act, 2013, with effect from April 01, 2014.
- (iii) On assets sold, discarded, etc., during the year, depreciation is provided up to the date of sale/discard.
- (iv) Depreciation has been calculated on a pro-rata basis in respect of acquisition/installation during the year.
- (v) Leasehold improvements are amortised over the balance of the primary lease period.
- (vi) Computer software are amortised as per its useful life ranging from 3 to 5 years.

g) Investments:

Long-term investments, are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

h) Inventories:

- i) Stores, spares and components are valued at cost or under.
- ii) Raw materials, process stocks and finished goods and Stock-in Trade are valued at lower of cost and net realisable value.
- iii) Land (for development) on conversion into inventory from fixed assets is valued at the lower of its historical cost and net realisable value, and includes appropriate share of land development expenses and finance cost of borrowed funds relating thereto.

Cost of inventories, other than land (for development), is ascertained on the weighted average basis. Further, in respect of the manufactured inventories, i.e., process stocks and finished goods, appropriate share of manufacturing expenses are included on absorption costing basis. Work in process relating to software contracts includes salary and other directly identifiable expenses incurred on fixed price contracts, till the completion of specified deliverables, and are valued at cost or net realisable value, whichever is lower.

- iv) Development rights of real estate project, development work-in-process related thereto and construction material and consumables lying at site are valued at lower of cost and net realizable value. Cost include acquisition cost, construction cost, architect and project management fees, costs that are attributable to the construction activity in general and borrowing costs relating to building up of the inventories, which necessarily takes substantial period of time to get ready for its intended sale.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Cost of acquisition of rights, development and construction

When the cost of unit is estimated to exceed its expected revenue, the loss is recognized immediately.

i) Revenue recognition:

- i) Sale of goods is recognised at the point of despatch of finished goods to customers which coincides with the transfer of risk and reward of ownership. Sales are inclusive of excise duty and exclusive of sales tax.
- ii) Revenue from software development contracts is recognised on the basis of milestone achieved, as provided in the contract.
- iii) Revenue on maintenance contracts is recognised on pro-rata basis linked with the period of contract.
- iv) Services income is recognised on accrual basis, as provided in the contracts.
- v) In respect of Land Development Project, sale of rights on outright basis is recognised in the year in which risk and reward are transferred.
- vi) Interest income is recognised using the time proportion method.
- vii) Interest on housing loans: Repayment of housing loan is by way of equated monthly installments (EMI's) comprising principal and interest. Interest is calculated each year on the outstanding balance at the beginning of the borrower's financial year. EMI's commence once the entire loan is disbursed. Pending commencement of EMIs, Pre-EMI interest is payable every month.
- viii) Real estate projects in PIL are recognised as under:

Revenue is derived from sale of rights in property (Units) under development and is recognized in relation to the sold units only upon transfer of significant risks and rewards of ownership of such property as per the terms of the contract entered into with the buyers. Revenue is recognized on the basis of percentage of completion method, when the contract reaches a mile stone that the cost incurred, excluding cost of land is 25% or more of the total estimated cost of contract and the buyers' investment is adequate to demonstrate commitment to pay and is reasonably certain that the ultimate collection will be made.

With regard to the projects being developed under joint development, revenue is recognized upon transfer of significant risks and rewards in terms of the Joint Development Agreement, which coincides with grant of right to sell coupled with possession of land to the developer.

The estimates of the projected revenue, projected profits, projected costs, cost to completion and the foreseeable loss are reviewed periodically by the management and any effect of changes in estimates is recognized in the period in which such changes are determined.

Amounts due in respect of claims for price escalation and/or variations in contract work are recognized as revenue only if the contract allows for such claims or it is evident that the customer has accepted it and that claims are capable of being reliably measured.

Interest due on delayed payments by customers is accounted for on receipts basis due to uncertainty of recovery of the same.

Income from transfer charges received from customers on transfer of ownership of property during the construction period is accounted for on receipts basis due to uncertainty of recovery of the same.

j) **Cost of acquisition rights, development and construction:**

Cost of construction / development incurred, including cost of development rights (excluding repossession expense which is charged to the Statement of Profit and Loss in the period in which it is incurred), is charged to the Statement of Profit and Loss proportionate to the revenue recognized as per accounting policy 2(i)(viii) above. Final adjustments, if required, are made on completion of the respective projects.

k) **Excise duty:**

Excise duty on sales is being deducted from gross sales and any increase/ decrease in excise duty on finished goods is being shown separately in the statement of profit and loss.

l) **Research and development expenditure:**

Revenue expenditure pertaining to research is charged to the Consolidated Statement of Profit and Loss. Development costs of products are also charged to the Consolidated Statement of Profit and Loss unless a product's technical feasibility has been established, in which case such expenditure is capitalised. The amount capitalised comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the policies stated for Fixed Assets.

m) **Employees' benefits:**

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity, and compensated absences.

Defined contribution plans

The Group's contribution to provident fund, superannuation fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Consolidated Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Consolidated Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the consolidated balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled.

n) **Provisions, contingent liabilities and contingent assets:**

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. A contingent liability is disclosed where there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. The Group does not recognize assets which are of contingent nature. However, if it has become virtually certain that an inflow of economic benefits will arise; the asset and related income are recognized in the consolidated financial statements of the period in which the change occurs.

o) **Earnings/(loss) per share:**

Basic earnings/(loss) per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings/(loss) per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

p) Taxes on income:

Income-tax liability is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income tax Act, 1961.

Deferred tax is recognised, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or subsequent periods.

Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised if there is virtual certainty that there will be sufficient future taxable income available to realize such losses.

q) Foreign exchange transactions:

i) Transactions in foreign currency are recorded at the exchange rates prevailing on the date of the transaction.

Monetary items denominated in foreign currency are reported using the closing exchange rates on the date of the balance sheet.

The exchange differences arising on settlement of monetary items or on reporting these items at the rates different from the rates at which these were initially recorded / reported in previous consolidated financial statements, are recognised as income / expense in the period in which they arise, except for exchange differences arising during construction period on restatement of foreign currency liabilities incurred in relation to the project which are adjusted in cost of fixed assets.

In case of forward exchange contracts, the premium or discount, arising at the inception of such contracts, is amortised as income or expense over the life of the contract and the exchange difference on such contracts, i.e., difference between the exchange rate at the reporting / settlement date and the exchange rate on the date of inception of contract / the last reporting date, is recognised as income / expense for the period except for exchange differences arising during construction period on restatement of foreign currency liabilities incurred in relation to the project which are adjusted in cost of fixed assets. Derivatives not covered in AS -11 are marked to market at balance sheet date and resulting loss, if any, is recognized in the statement of profit and loss in view of the principle of prudence.

ii) In respect of consolidated financial statements of integral foreign operations of foreign branches, fixed assets are recorded at cost, based on the exchange rate prevailing on the date of transactions. Current assets and current liabilities are reported using the exchange rates on the date of the balance sheet. Incomes and expenses are translated at the average of monthly closing rates of exchange. The resultant exchange gains / losses are recognised in the statement of profit and loss.

Notes forming part of the consolidated financial statements continued

	As at March 31, 2015		As at March 31, 2014	
	No. of shares	Rs./Lacs	No. of shares	Rs./Lacs
3. Share capital				
Authorised				
Equity shares of Rs. 10 each with voting rights	60,000,000	6,000.00	60,000,000	6,000.00
9.5% - 6th Cumulative redeemable preference shares of Rs. 25 each	320,000	80.00	320,000	80.00
Preference shares of Rs. 25 each	3,680,000	920.00	3,680,000	920.00
Cumulative convertible preference shares of Rs. 100 each	1,000,000	1,000.00	1,000,000	1,000.00
		<u>8,000.00</u>		<u>8,000.00</u>
Issued, subscribed and fully paid up				
Equity shares of Rs. 10 each with voting rights fully paid up	17,379,037	1,737.90	17,379,037	1,737.90
Less: Calls in arrears by others		0.31		0.31
		<u>1,737.59</u>		<u>1,737.59</u>

- (i) The Company has issued one class of equity shares having at par value of Rs.10 each per share. Each holder of equity shares is entitled to one vote per share with a right to receive per share dividend declared by the Company. In the event of liquidation of the Company, holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amount. The distribution will be in proportion to the number of shares held by shareholder.
- (ii) There is no change in issued, subscribed and paid up share capital during the current year and corresponding previous year.
- (iii) The shareholders holding more than 5% shares of the Company are as under:

	As at March 31, 2015		As at March 31, 2014	
	Number of shares	% holding in the shares	Number of shares	% holding in the shares
Aggresar Leasing and Finance Private Limited	3,716,578	21.39%	3,716,578	21.39%
Betterways Finance & Leasing Private Limited	1,623,135	9.34%	1,623,135	9.34%
Life Insurance Corporation of India	1,567,444	9.02%	1,567,444	9.02%

	As at March 31, 2015 Rs./Lacs		As at March 31, 2014 Rs./Lacs	
4. Reserves and surplus				
Capital reserve *				
At the beginning and end of the year		24.92		24.92
Capital redemption reserve				
At the beginning and end of the year		130.08		130.08
Securities premium account				
At the beginning and end of the year		3,767.00		3,767.00
Share of joint venture		1,002.29		1,002.29
		<u>4,769.29</u>		<u>4,769.29</u>
Reserve fund #				
At the beginning and end of the year		0.27		0.27
Special reserve ##				
At the beginning and end of the year		29.96		29.96
General reserve				
Opening balance		1,235.20		860.20
Add: Transferred from surplus in Consolidated Statement of Profit and Loss		50.00		375.00
Closing balance		<u>1,285.20</u>		<u>1,235.20</u>

Notes forming part of the consolidated financial statements continued

	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
Reserves and surplus Contd.		
Surplus in Consolidated Statement of Profit and Loss		
Opening balance	14,338.24	14,018.28
Less: Consolidation adjustments **	—	2,466.52
Less: Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life (Net of deferred tax) (Refer Note 49)	262.62	—
	<u>14,075.62</u>	<u>11,551.76</u>
Add: Profit/(loss) for the year	(432.65)	3,771.47
	<u>13,642.97</u>	<u>15,323.23</u>
Less: Interim dividend on equity shares	260.69	260.69
Proposed dividend on equity shares	260.69	260.69
Corporate dividend tax	105.19	88.61
Transferred to general reserve	50.00	375.00
	<u>12,966.40</u>	<u>14,338.24</u>
Closing balance	<u>19,206.12</u>	<u>20,527.96</u>

* Represents Central/State Government subsidy

As per Income tax Act, 1961

As per Reserve Bank of India Act, 1934

** In view of note 1 (ii) accumulated post acquisition deficit arising on consolidation of the joint venture and elimination of unrealised gains at the beginning of the previous year have been adjusted in opening balance of surplus in consolidated Statement of Profit and Loss in line with Accounting Standard - 27 "Financial Reporting of Interest in Joint Ventures".

	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
5. Long-term borrowings		
Secured		
Term loans		
From banks*	15,095.85	12,209.99
From others**	53.22	60.59
	<u>15,149.07</u>	<u>12,270.58</u>
Unsecured		
Term loans		
From Banks	1,000.00	—
From others	71.35	71.35
Deferred payment liability #	37.72	189.90
	<u>1,109.07</u>	<u>261.25</u>
	<u>16,258.14</u>	<u>12,531.83</u>
Less: Current maturities on long term borrowings ##	2,722.30	2,045.74
	<u>13,535.84</u>	<u>10,486.09</u>
Share of Joint venture (net of current maturities ##) ###	839.54	681.90
	<u>14,375.38</u>	<u>11,167.99</u>

* Term loans from banks include:

- Term loans aggregating Rs. 11,302.48 lacs (Previous year: Rs. 9,513.64 lacs) are secured by first charge with the charge created for availing cash credit, overdraft and working capital demand loan facilities described in note 9, on existing as well as future block of movable assets and an equitable mortgage, by deposit of title deeds of land admeasuring 129.47 acres and all the immovable assets, both present and future, pertaining to the Textile Division at Hissar. Rs. 187.50 lacs repayable in 1 quarterly installments, Rs. 168.98 lacs repayable in 8 quarterly installments, Rs. 813 lacs repayable in 15 quarterly installments, Rs. 546.00 lacs repayable in 16 quarterly installments and Rs. 9,587 lacs repayable in 32 quarterly installments.
- Rs. 1,841.80 lacs (Previous year : Rs. 2,541.40 lacs) secured by way of first pari passu charge on the entire fixed assets of DCM Engineering Limited, both present and future, including equitable mortgage of DCM Engineering Limited's factory land and building measuring 348,380 sq. yards and second pari passu charge on the entire current assets+ of the DCM Engineering Limited both present and future.

Notes forming part of the consolidated financial statements continued

Rs. 1,841.80 lacs repayable in 31 equal monthly installments of Rs. 58.30 lacs and one installment of Rs. 35.25 lacs.

Rs. 1,826.52 lacs (previous year Rs. Nil lacs) secured by way of first pari passu charge on the entire fixed assets of the DCM Engineering Limited, both present and future, including equitable mortgage of DCM Engineering Limited's factory land and building measuring 348,380 sq. yards and second pari passu charge on the entire current assets+ of the DCM Engineering Limited, both present and future.

The term loan is repayable in 63 monthly installments commencing from January 2015.

- Rs. 125.05 lacs (Previous year: Rs. 154.95 lacs) relate to assets purchased under hire purchase/financing arrangements with banks and are secured by way of hypothecation of the specified assets. Repayable in equal monthly installments.

+ Current assets has a meaning as per the terms of the related agreement and without considering the changes in definition of "current" included in Schedule III of the Companies Act, 2013.

** Rs. 53.22 lacs (Previous year: Rs. 60.59 lacs) relate to assets purchased under hire purchase/financing arrangements with finance companies and are secured by way of hypothecation of the specified assets. Repayable in equal monthly installments.

*** Rs. 1,000.00 lacs (previous year Rs. Nil lacs) secured by way of extensions of pledge of 100% equity shares of Teak Farms Private Limited (TFPC) and 100% equity shares of Jui Developers Private Limited (enterprises over which Key Managerial Personnel have significant influence). The term loan is repayable in 18 monthly installments.

Term loans (including current maturities) relating to share of joint venture amounting to Rs. 1,378.77 lacs (previous year Rs. 1,140.84 lacs) is secured by first pari-passu charge on the land situated at Bara Hindu Rao, Delhi, owned by Company and the flats/flatted factories, present and future constructed/to be constructed thereon excluding the flats/flatted factories constructed/to be constructed booked by the customers of erstwhile builders and on which lien has been specifically released. The charge shall rank pari-passu with the charge created/to be created to secure loan amounts converted into advance against rights in property. These term loans are further secured by first charge over the receivables of the Purearth Infrastructure Limited from the project by the name and style of "Central Square" and "Park Square" and escrow accounts.

Vehicle loan (including current maturities) relating to share of joint venture Rs. 4.35 lacs (Previous year: Rs. 1.63 lacs) relate to assets purchased under hire purchase/financing arrangements with banks and are secured by way of hypothecation of the specified assets. Repayable in equal monthly installments.

Deferred payment liability are repayable in six equal semi-annual installments commencing from January 2012 and final instalment of loan has been paid on 13.04.2015

Refer note 11.

	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
6. Deferred tax assets/ (liabilities) (net)		
Classified on a company wise basis		
(a) Deferred tax assets*	182.89	205.89
(b) Deferred tax (liabilities)	–	(309.52)
Net deferred tax (liabilities)	<u>182.89</u>	<u>(103.63)</u>
Deferred tax liability on:		
Accelerated depreciation	1,485.22	580.93
Difference in block of assets as per books and as per Income-tax Act, 1961	–	636.61
	<u>1,485.22</u>	<u>1,217.54</u>
Less:		
Deferred tax asset on:		
Unabsorbed depreciation #	647.43	636.61
Accrued expenses deductible on payment	962.90	445.28
Provision for doubtful debts and advances	57.78	32.02
	<u>1,668.11</u>	<u>1,113.91</u>
	<u>182.89</u>	<u>(103.63)</u>

* Represents share of joint venture.

As at 31 March 2015, "The Group" has carry forward business losses and unabsorbed depreciation under the provisions of the Income-tax Act, 1961. In the absence of virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which deferred tax assets can be realised, deferred tax assets has been recognised only to the extent of deferred tax liability.

	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
7. Other long-term liabilities		
Trade payables	85.72	82.52
Security deposits	18.16	18.16
Others deposits	60.36	53.36
Liabilities for land development expenses	–	1,517.93
Others	1,126.52	1,126.52
	<u>1,290.76</u>	<u>2,798.49</u>
Share of joint venture	–	–
	<u>1,290.76</u>	<u>2,798.49</u>

Notes forming part of the consolidated financial statements continued

	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
8. Long-term provisions		
Provision for employee benefits :		
Compensated absences	382.25	403.48
Gratuity	1,555.42	1,552.79
	<u>1,937.67</u>	<u>1,956.27</u>
Share of joint venture	16.60	14.92
	<u>1,954.27</u>	<u>1,971.19</u>
	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
9. Short-term borrowings		
Secured		
Loans repayable on demand from banks *	17,635.00	17,346.54
Unsecured		
Other loans and advances**	—	1,000.00
	<u>17,635.00</u>	<u>18,346.54</u>
Share of joint venture	—	—
	<u>17,635.00</u>	<u>18,346.54</u>

* Loans repayable on demand from banks include

- cash credit/overdraft and working capital demand loan facilities relating to Textile division at Hisar aggregating Rs. 11,919.10 lacs (Previous year : Rs. 11,250.30 lacs) and other non-fund based facilities from a bank, are secured by way of hypothecation of stocks / stores and book debts, both present and future. These are further secured by equitable mortgage of land admeasuring 129.47 acres and all immovable assets, both present and future, and first charge, ranking pari-passu with the charge created for availing term loans as described in note 5, by way of hypothecation of existing as well as future block of movable assets pertaining to the Division.
- cash credit facilities relating to IT Division, aggregating Rs. 42.80 lacs (Previous year :Rs. 372.54 lacs) and other non-fund based facilities from a bank, are secured by way of first charge/hypothecation of inventories, book debts and other assets of the Division (both present and future), and by way of first charge on office property at Hyderabad. The above facility is further secured by way of first charge created / to be created on other fixed assets of the Division.
- Cash credit and working capital demand loan facilities relating to DCM Engineering Limited aggregating Rs. 5,673.10 lacs (Previous year : Rs. 5,723.72 lacs) are secured by first charge by way of hypothecation of stocks, stores and spares, book debts and all other movables, both present and future and second charge, ranking pari-passu with charge created for availing term loans as described in note 5 on all fixed assets and land pertaining to DCM Engineering Limited at village Asron, Hadbast No. 418, Tehsil Balachaur District Hoshiarpur, Punjab, together with all buildings, plant and machinery, erections, godowns and constructions of every description which are standing, erected or attached or shall at any time hereafter during the continuance of the security hereby constituted be erected or attached and standing or attached thereto.

** Other loans and advances include

- Nil (Previous year: Rs. 1,000.00 lacs) secured by way of pledge of equity shares in Teak farms Private Limited , Juhi Developers Private Limited (Investments in promotor group) and personal guarantee of Mr. Sumant Bharat Ram.

	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
10. Trade payables		
Dues to micro and small enterprise #	523.77	743.60
Others	4,809.82	5,822.84
	<u>5,333.59</u>	<u>6,566.44</u>
Share of joint venture	117.90	99.78
	<u>5,451.49</u>	<u>6,666.22</u>

Based upon the information available with the Company, the balance due to the Micro, Small and Medium Enterprises as defined under the MSMED Act, 2006 is Rs 523.77 lacs (Previous year : Rs. 743.60 lacs). Further, no interest has been paid or payable during the year under the terms of the MSMED Act, 2006.

Notes forming part of the consolidated financial statements continued

	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
11. Other current liabilities		
Current maturities of long-term borrowings*		
Secured		
From banks	2,666.36	1,889.71
From others	18.22	11.54
Unsecured		
Deferred payment liability	37.72	144.49
	<u>2,722.30</u>	<u>2,045.74</u>
Share of joint venture	543.58	460.57
	<u>3,265.88</u>	<u>2,506.31</u>
Unclaimed dividends	66.84	49.73
Unclaimed matured deposits and interest accrued thereon **	76.25	97.59
Unclaimed matured debentures and interest accrued thereon **	121.16	240.39
Statutory dues payable	192.09	206.55
Liabilities for capital goods	82.79	182.89
Security deposits received	11.44	5.17
Advances from customers	304.64	477.08
Interest accrued but not due on borrowings	51.73	35.23
Interest accrued and due on borrowings	-	-
Liabilities for land development expenses	1,518.01	-
Others	90.68	22.76
	<u>5,781.51</u>	<u>3,823.70</u>
Share of joint venture	1,707.50	1,615.36
	<u>7,489.01</u>	<u>5,439.06</u>

* Refer note 5.

** No amount is due for transfer under Investor Education and Protection Fund in view of SORA, pursuant to which certain past dues have been rescheduled for payment.

	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
12. Short-term provisions		
Provision for employee benefits :		
Compensated absences	45.25	46.41
Gratuity	244.72	232.07
	<u>289.97</u>	<u>278.48</u>
Others :		
Provision for sales return	85.56	69.48
Provision for tax (net)	444.25	853.19
Less : MAT credit entitlement utilisation	<u>-</u>	<u>722.58</u>
		130.61
Provision for non- performing assets	5.23	6.00
Proposed equity dividend	260.69	260.69
Corporate dividend tax	53.07	44.30
	<u>848.80</u>	<u>511.08</u>
	<u>1,138.77</u>	<u>789.56</u>
Share of joint venture	21.52	169.05
	<u>1,160.29</u>	<u>958.61</u>

Notes forming part of the consolidated financial statements continued

13. Fixed assets

(Rs./lacs)

Description	Gross block					Depreciation and amortisation					Net block	
	As at March 31, 2014	Adjustments#	Additions**	Deductions/ Adjustments	As at March 31, 2015	Upto March 31, 2014	Adjustment#/ Transition adjustment recorded against Surplus balance in Statement of Profit and Loss##	For the year	Deductions/ Adjustments	As at March 31, 2015	As at March 31, 2015	As at March 31, 2014
Tangible assets												
Land - freehold * \$	1,393.29	—	—	—	1,393.29	—	—	—	—	—	1,393.29	1,393.29
Previous year	(1,393.29)	—	—	—	(1,393.29)	—	—	—	—	—	(1,393.29)	(1,393.29)
Buildings \$	3,596.91	—	2,215.63	28.79	5,783.75	1,128.73	27.51	141.84	27.35	1,270.73	4,513.02	2,468.18
Previous year	(3,371.52)	(29.22)	(196.17)	—	(3,596.91)	(995.73)	(26.99)	(106.01)	—	(1,128.73)	(2,468.18)	(2,375.79)
Lease improvements	28.43	—	—	—	28.43	14.12	—	3.31	—	17.43	11.00	14.31
Previous year	(28.43)	—	—	—	(28.43)	(11.14)	—	(2.98)	—	(14.12)	(14.31)	(17.29)
Plant and machinery **	32,451.92	—	10,619.32	218.87	42,852.37	19,231.18	306.13	3,780.39	201.12	23,116.58	19,735.79	13,220.74
Previous year	(27,552.65)	(5.56)	(5,610.19)	(716.48)	(32,451.92)	(17,868.29)	(5.10)	(2,026.17)	(668.38)	(19,231.18)	(13,220.74)	(9,684.36)
Furniture and fittings	337.46	—	37.47	2.75	372.18	255.03	19.96	20.58	2.14	293.43	78.75	82.43
Previous year	(299.59)	(9.12)	(29.21)	(0.46)	(337.46)	(237.57)	(6.53)	(11.14)	(0.21)	(255.03)	(82.43)	(62.02)
Office equipments	215.34	—	59.85	3.50	271.69	118.88	41.66	32.59	3.32	189.81	81.88	96.46
Previous year	(187.05)	(14.13)	(17.20)	(3.04)	(215.34)	(95.98)	(10.88)	(14.08)	(2.06)	(118.88)	(96.46)	(91.07)
Vehicles	666.07	—	84.19	124.91	625.35	299.17	1.13	80.15	75.75	304.70	320.65	366.90
Previous year	(639.65)	(7.24)	(103.76)	(84.58)	(666.07)	(273.01)	(3.42)	(75.61)	(52.87)	(299.17)	(366.90)	(366.64)
Sub total	38,689.42	—	13,016.46	378.82	51,327.06	21,047.11	396.39	4,058.86	309.68	25,192.68	26,134.38	
Previous year	33,472.18	65.27	5,956.53	804.56	38,689.42	19,481.72	52.92	2,235.99	723.52	21,047.11		17,642.31
Intangible assets												
Computer software	358.17	—	10.74	—	368.91	263.61	—	28.97	—	292.58	76.33	94.56
Previous year	(330.62)	(3.08)	(24.47)	(—)	(358.17)	(235.73)	(3.08)	(24.80)	—	(263.61)	(94.56)	(94.89)
Sub total	358.17	—	10.74	—	368.91	263.61	—	28.97	—	292.58	76.33	
Previous year	330.62	3.08	24.47	—	358.17	235.73	3.08	24.80	—	263.61		94.56
Grand total	39,047.59	—	13,027.20	378.82	51,695.97	21,310.72	396.39	4,087.83	309.68	25,485.26	26,210.71	
Previous year	33,802.80	68.35	5,981.00	804.56	39,047.59	19,717.45	56.00	2,260.79	723.52	21,310.72		17,736.87
Share in joint venture@	67.69	—	24.89	32.47	60.11	56.55	0.71	8.94	30.35	35.85	24.26	11.14
Previous year	—	68.35	2.88	3.54	67.69	—	56.00	3.82	3.27	56.55	11.14	—

* Include Rs. 969 lacs added in 1992-93 on revaluation.

\$ Gross block includes land and buildings aggregating Rs. 84.52 lacs (Previous year : Rs. 84.52 lacs) and Rs. 15.48 lacs (Previous year : Rs. 15.48 lacs) respectively at Nawansahar for which title deeds are yet to be executed in the favour of DCM Engineering Limited.

Refer note 1 (ii).

** Refer note 41.

Refer note 49.

@ The joint ventures' share is included in the above note under respective heads.

14. Non-current investments

Investments (At cost unless otherwise stated):

In equity shares

Quoted

Nil (Previous year : 50,850) shares of Rs. 10 each fully paid up in SRF Limited

	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
--	-------------------------------------	-------------------------------------

	—	129.32
	—	129.32

In preference shares

Unquoted

100,000 (Previous year : 100,000) 0% Non cumulative redeemable preference shares of Rs. 100 each fully paid up in Combine Overseas Limited *

	100.00	100.00
	100.00	100.00

Total

	100.00	229.32
	3.28	1.81
	103.28	231.13

Share of joint venture

Aggregate cost of quoted investments (net of provision for diminution)

Aggregate market value of listed and quoted investments

Aggregate cost of unquoted investments

	—	129.32
	—	182.86
	103.28	101.81

* Refer note 37

DCM

Notes forming part of the consolidated financial statements continued

	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
15. Long-term loans and advances		
Unsecured, considered good		
Capital advances*	945.55	2,476.23
Security deposits	951.47	842.34
Loans and advances to employees	6.35	11.57
Balances with government authorities	52.26	53.22
Advance income tax {net of provision Rs. 1,059.18 lacs (previous year : Rs. 1,059.18 lacs)}	369.03	338.94
MAT credit entitlement	0.42	0.42
Other loans and advances	536.94	539.07
Considered doubtful		
Other loans and advances \$	785.07	785.07
	<u>3,647.09</u>	<u>5,046.86</u>
Less: Provision for other doubtful loans and advances	<u>785.07</u>	<u>785.07</u>
	<u>2,862.02</u>	<u>4,261.79</u>
Share of joint venture	<u>204.55</u>	<u>137.78</u>
	<u><u>3,066.57</u></u>	<u><u>4,399.57</u></u>
* refer note 36.		
\$ Include Rs. 100.00 lacs (Previous year: Rs. 100.00 lacs) as inter corporate deposit.		

	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
16. Other non-current assets		
Unsecured, considered good		
Trade receivables	—	1,671.70
Other receivable		
Interest accrued on deposits held for more than 12 months	0.08	-
Other bank balances		
Deposits with maturity for more than 12 months **	1.37	9.08
	<u>1.45</u>	<u>1,680.78</u>
Share of joint venture	<u>—</u>	<u>—</u>
	<u><u>1.45</u></u>	<u><u>1,680.78</u></u>
** Held in margin money		

	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
17. Inventories		
Raw materials	5,442.03	7,503.61
Work-in-progress	3,275.23	2,916.13
Finished goods	1,834.84	1,673.33
(Includes goods in transit Rs. 832.07 lacs (Previous year : Rs. 365.23 lacs))		
Land (for development)	379.26	1,000.00
Stores, spares and components	1,192.89	1,297.76
	<u>12,124.25</u>	<u>14,390.83</u>
Share of joint venture	<u>3,382.83</u>	<u>4,427.23</u>
	<u><u>15,507.08</u></u>	<u><u>18,818.06</u></u>

Notes forming part of the consolidated financial statements continued

	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
18. Trade receivables		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured, considered good	8.45	8.45
Unsecured, considered good	519.59	72.38
Doubtful	50.41	58.03
	<u>578.45</u>	<u>138.86</u>
Less: Provision for doubtful trade receivables	50.41	58.03
	<u>528.04</u>	<u>80.83</u>
Other trade receivables		
Secured, considered good	2.50	2.50
Unsecured, considered good	14,994.96	13,858.80
	<u>14,997.46</u>	<u>13,861.30</u>
	15,525.50	13,942.13
Share of joint venture	544.16	161.18
	<u>16,069.66</u>	<u>14,103.31</u>
	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
19. Cash and bank balances		
Cash and cash equivalents		
Cash on hand	15.24	15.90
Balances with banks		
In current accounts	841.73	491.14
In deposit accounts # (Original maturity of 3 months or less)	487.72	226.24
Cheques in hand	0.36	0.39
	<u>1,345.05</u>	<u>733.67</u>
Share of joint venture	10.74	38.13
	<u>1,355.79</u>	<u>771.80</u>
Others bank balances		
In current accounts*	89.58	79.07
In deposit accounts **	280.02	378.74
	<u>369.60</u>	<u>457.81</u>
Share of joint venture	1.62	32.84
	<u>1,727.01</u>	<u>1,262.45</u>
# Includes Rs. 1.34 lacs (Previous year Rs. 1.73 lacs) in margin money.		
* Includes Rs. 66.84 lacs (Previous year : Rs. 49.74 lacs) in unpaid dividend account, Rs. 13.57 lacs (Previous year : Rs. 17.13 lacs) deposited with Debenture trustees and Rs. 9.17 lacs (Previous year : Rs. 12.21 lacs) earmarked for other specific uses.		
** Includes Rs. 33.87 lacs (Previous year : Rs. 113.85 lacs) deposited with Debenture trustees, Rs. 192.49 lacs (Previous year : Rs. 221.40 lacs) earmarked for other specific uses and Rs. 18.26 lacs (Previous year : Rs 38.61 lacs) against margin money.		
	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
20. Short term loans & advances		
Unsecured, considered good		
Advance to suppliers	728.34	338.08
Loans and advances to employees	47.63	47.85
Security deposits	—	—
Prepaid expenses	158.06	180.35
Balances with government authorities	2,434.46	2,055.45
Advance income tax (net of provisions Rs.4,067.15 lacs, (Previous year : Rs. 4,059.08 lacs))	763.34	363.87
MAT credit entitlement	784.14	494.86
Inter corporate deposits	15.00	15.00
Other loans and advances @	731.00	668.83
	<u>5,661.97</u>	<u>4,164.29</u>
Share of joint venture	59.43	69.44
	<u>5,721.40</u>	<u>4,233.73</u>
@ Includes advance for purchase of rights in flats Rs. 730.85 lacs (Previous year: Rs. 668.69 lacs).		

Notes forming part of the consolidated financial statements continued

	As at March 31, 2015 Rs./Lacs	As at March 31, 2014 Rs./Lacs
21. Other current assets		
Unsecured, considered good		
Interest accrued on deposits and loans	75.18	79.03
Unbilled revenue	573.32	158.85
Others receivables	264.20	931.16
	<u>912.70</u>	<u>1,169.04</u>
Share of joint venture	49.04	55.32
	<u>961.74</u>	<u>1,224.36</u>
	For the year ended March 31, 2015 Rs./Lacs	For the year ended March 31, 2014 Rs./Lacs
22. Revenue from operations		
Sale of products		
Manufactured goods		
Cotton yarn	45,041.04	37,621.26
Iron castings *	41,046.13	44,467.07
Patterns, jigs and fixtures *	663.74	219.11
Sale of development rights	1,764.07	—
Sale of services	7,456.66	6,402.76
	<u>95,971.64</u>	<u>88,710.20</u>
Share of joint venture	1,569.55	2,979.52
	<u>97,541.19</u>	<u>91,689.72</u>
Other operating revenues		
Waste sales	2,147.92	2,128.64
Duty drawback and other export incentives	866.89	772.63
Income from housing finance activity	2.11	1.73
Miscellaneous sales/ income	193.62	133.66
Discounts received from vendors	—	—
	<u>3,210.54</u>	<u>3,036.66</u>
Share of joint venture	32.52	9.90
	<u>3,243.06</u>	<u>3,046.56</u>
	<u>100,784.25</u>	<u>94,736.28</u>
* Includes unbilled revenue of Rs. 430.78 lacs (Previous year : Rs. 71.51 lacs) net of excise duty and taxes amounting to Rs. 128.40 lacs (Previous year : Rs. 17.43 lacs) arising on retrospective sales order amendments given by a few customers subsequent to the year end for finished goods sold to them during the year.		
	For the year ended March 31, 2015 Rs./Lacs	For the year ended March 31, 2014 Rs./Lacs
23. Other income		
Interest income	225.93	320.84
Dividend from long-term non trade investments	—	18.59
Net gain on foreign currency transactions and translation	503.12	275.35
Profit on sale of fixed assets	14.16	46.21
Profit on sale of long term investment	74.81	30.36
Liabilities/ provisions no longer required written back	22.80	14.12
Other non-operating income	44.76	90.30
	<u>885.58</u>	<u>795.77</u>
Share of joint venture	4.02	7.54
	<u>889.60</u>	<u>803.31</u>

Notes forming part of the consolidated financial statements continued

	For the year ended March 31, 2015 Rs./Lacs	For the year ended March 31, 2014 Rs./Lacs
24. Cost of materials consumed		
24.a Cost of materials consumed		
Opening stock	7,503.61	6,644.94
Add: Purchases	45,647.76	43,810.76
	53,151.37	50,455.70
Less: Closing stock	5,442.03	7,503.61
	47,709.34	42,952.09
Share of joint venture	1,169.13	1,405.93
	48,878.47	44,358.02
Material consumed comprises:		
Cotton	33,161.00	26,620.33
Melting scrap	10,053.36	11,536.92
Pig iron	2,535.66	2,763.36
Ferro alloys	1,019.83	1,090.18
Metallic additives	617.56	555.87
Carboriser	321.93	385.43
	47,709.34	42,952.09
Share in Joint Venture	1,169.13	1,405.93
	48,878.47	44,358.02
24.b Changes in inventories of finished goods, work-in-progress and land (for development)		
Inventories at the end of the year:		
Finished goods	1,834.84	1,673.33
Work-in-progress	3,275.23	2,916.13
Land (for development)	379.26	1,000.00
	5,489.33	5,589.46
Inventories at the beginning of the year:		
Finished goods	1,673.33	1,503.81
Work-in-progress	2,916.13	1,975.95
Land (for development)	1,000.00	1,000.00
	5,589.46	4,479.76
	(increase) / decrease	(1,109.70)
Share of joint venture	100.13	—
	—	—
Net (increase) / decrease	100.13	(1,109.70)
	For the year ended March 31, 2015 Rs./Lacs	For the year ended March 31, 2014 Rs./Lacs
25. Employee benefits expense		
Salaries, wages, bonus, etc.	11,949.84	11,142.76
Gratuity	247.21	270.89
Contributions to provident and other funds	788.19	790.52
Staff welfare expenses	470.24	438.96
	13,455.48	12,643.13
Share of joint venture	126.17	69.20
	13,581.65	12,712.33
	For the year ended March 31, 2015 Rs./Lacs	For the year ended March 31, 2014 Rs./Lacs
26. Finance costs		
Interest expense:		
— On borrowings	2,540.45	1,505.83
— Others	26.73	13.96
Other borrowing costs	562.92	658.25
Applicable net loss on foreign currency transactions and translation	—	—
	3,130.10	2,178.04
Share of joint venture	164.30	203.75
	3,294.40	2,381.79

Notes forming part of the consolidated financial statements continued

	For the year ended March 31, 2015 Rs./Lacs	For the year ended March 31, 2014 Rs./Lacs
27. Depreciation and amortization expense		
Depreciation on tangible assets	4,049.92	2,232.17
Amortisation on intangible assets	28.97	24.80
	<u>4,078.89</u>	<u>2,256.97</u>
Share of joint venture	8.94	3.82
	<u>4,087.83</u>	<u>2,260.79</u>
Less: Transferred to cost of acquisition of rights, development and construction	—	0.45
	<u>4,087.83</u>	<u>2,260.34</u>
	For the year ended March 31, 2015 Rs./Lacs	For the year ended March 31, 2014 Rs./Lacs
28. Other expenses		
Consumption of stores and spare parts	7,889.72	7,663.82
Power, fuel, etc.	12,026.92	10,356.37
Rent	167.68	185.90
Repairs to:		
— Buildings	56.83	98.82
— Machinery	948.62	1,208.15
— Others	109.71	91.90
Subcontracting charges *	2,846.37	2,444.63
Freight and forwarding	1,268.62	1,012.17
Insurance	78.90	73.90
Rates and taxes	45.26	130.22
Brokerage, discount (other than trade discount), etc.	248.39	180.22
Auditors' remuneration #	64.83	54.16
Directors' fees	8.99	5.51
Travelling and conveyance	523.79	511.84
Commission to selling agents (other than sole selling)	353.69	321.46
Sales expenses	85.17	79.18
Donations	6.70	8.68
Legal and professional fees	494.13	491.86
Provision for doubtful trade receivables	3.99	2.89
Bad trade and other receivables, loans and advances written off		
Bad trade and other receivables, loans and advances written off	12.31	38.84
Less: Provision held for Bad trade and other receivables	—	(27.92)
	<u>12.31</u>	<u>10.92</u>
Loss on fixed assets sold/ written off	21.54	4.69
Land development expenses	18.46	35.69
Less : Adjusted against provision held	(18.46)	(35.69)
	<u>614.82</u>	<u>603.42</u>
Miscellaneous expenses		
	<u>27,876.98</u>	<u>25,540.71</u>
Share of joint venture ##	171.39	117.71
	<u>28,048.37</u>	<u>25,658.42</u>
# Auditors remuneration includes **		
As auditors		
— Audit fees	26.71	25.30
In other capacity		
— for tax audit	4.25	4.25
— verification of statement and other reports	10.02	6.41
— limited review of unaudited financial results	22.05	15.24
— for reimbursement of expenses	1.80	2.96
	<u>64.83</u>	<u>54.16</u>
## Share of joint venture	5.09	4.03
	<u>69.92</u>	<u>58.19</u>

* Includes freight, transportation expense Rs. 220.00 lacs (Previous year : Rs. 209.21 lacs) incurred on materials sent to and received back from sub-contractors.

** Includes service tax where CENVAT is not available. Also include audit fee paid to auditors of subsidiaries.

29. Exceptional item of Rs. Nil lacs (Previous year : Rs. 1,295.57 lacs, net of inter-company elimination) represent compensation receivable from the developer of real estate project, pursuant to a settlement reached in relation to the residential project.

30. Disclosures required under Accounting Standard – 15 “Employee Benefits”, are given below:

Defined contribution plans

Contributions to defined contribution plans charged off for the year are as under:

Particulars	Current Year Rs./lacs	Previous Year Rs./lacs
Group's contribution to provident fund	398.88	415.93
Group's contribution to superannuation fund	100.53	101.04
Group's contribution to employees' state insurance scheme	104.45	102.54
Group's Contribution to Social security	212.27	189.04
Share of joint venture	4.86	3.12

Defined benefit plans

(a) Gratuity

(b) Compensated absences - Earned / Sick leaves

These are unfunded schemes, the present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognise each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

		Rs./Lacs			
Particulars		Gratuity		Compensated Absences	
		Current Year	Previous Year	Current Year	Previous Year
Change in present value of obligation					
Present value of obligation as at the beginning of the year		1,784.86	1779.32	449.89	429.51
Current service cost		105.91	102.26	127.15	149.12
Interest cost		142.72	156.10	35.99	36.88
Actuarial (gain) / loss		(1.41)	12.53	(128.55)	(92.72)
Benefits paid		(231.94)	(265.35)	(56.98)	(72.90)
Present value of obligation as at the end of the year	Total	1,800.14	1784.86	427.50	449.89
	Non-current	1,555.42	1552.79	382.25	403.48
	Current	244.72	232.07	45.25	46.41
	Share of Joint Venture	8.54	11.90	8.49	10.88
Total		1,808.68	1796.76	435.99	460.78
Change in plan assets		Not applicable	Not applicable	Not applicable	Not applicable
Plan assets at the beginning of the year		–	–	–	–
Expected return on plan assets					
Contribution by the Group					
Benefits paid					
Actuarial gain / (loss)					
Plan assets at the end of the year		–	–	–	–
Liability recognised in the consolidated financial statement					
Cost for the year					
Current service cost		105.91	102.26	127.15	149.12
Interest cost		142.72	156.10	35.99	36.89
Return on plan assets		–	–		
Actuarial (gain) / loss		(1.41)	12.53	(128.55)	(92.72)
Net cost		247.21	270.89	34.59	93.29
Share in joint venture		2.75	0.01	2.06	0.19
Constitution of plan assets		Not applicable	Not applicable	Not applicable	Not applicable
Other than equity, debt, property and bank a/c Funded with LIC					
Main actuarial assumptions					
Discount rate		8%/7.88%	8%/9%	8%/7.88%	8%/9%
Rate of increase in compensation levels		5.50% - 8.00%	5.50% - 6.00%	5.50% - 8.00%	5.50% - 6.00%
Retirement Age (Years)		58/60	58/60	58/60	58/60
Mortality Table		*	*	*	*

* IALM (2006-08)

Notes forming part of the consolidated financial statements continued

The estimates of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotions and other relevant factors such as demand and supply in the employment market.

Particulars	For the year ended March 31, 2015		For the year ended March 31, 2014		For the year ended March 31, 2013		For the year ended March 31, 2012		For the year ended March 31, 2011	
	Gratuity	Compensated absences	Gratuity	Compensated absences	Gratuity	Compensated absences	Gratuity	Compensated absences	Gratuity	Compensated absences
Present value of obligation at the end	1800.14 {8.54}	427.50 {8.49}	1784.86 {11.90}	449.89 {10.88}	1779.32 –	429.51 –	1637.99 –	412.90 –	1569.57 –	355.56 –
Fair value of plan assets at the end	–	–	–	–	–	–	–	–	–	–
Net liability recognized in balance sheet	1800.14 {8.54}	427.50 {8.49}	1784.86 {11.90}	449.89 {10.88}	1779.32 –	429.51 –	1637.99 –	412.90 –	1569.57 –	355.56 –
Experience adjustment on plan liabilities loss/(gain)	(3.30) {(0.26)}	(106.35) –	(13.19) {(2.09)}	(28.97) –	78.02 –	(48.99) –	56.01 –	18.88 –	64.93 {(0.44)}	11.94 –
Experience adjustment on plan assets loss/(gain)	–	–	–	–	–	–	–	–	–	–

Figures in Bracket {} represent share of joint venture for current and previous year in view of note 1(ii).

31. In terms of the Scheme of Restructuring and Arrangement approved by the Delhi High Court vide its order dated October 29, 2003 under section 391-394 of the Companies Act, 1956 (Act) and subsequent modification thereto vide Delhi High Court order dated April 28, 2011 (hereinafter referred to as SORA), the DCM Limited as envisaged thereunder has:

- with effect from April 1, 2001, spun off Engineering business into a subsidiary i.e. DCM Engineering Limited and merged a wholly owned subsidiary into the Company with effect from April 1, 1999.
- entered into definitive agreement on February 16, 2004 with Purearth Infrastructure Limited (PIL), a co-promoted company, for sale of development rights in freehold and leasehold land at Bara Hindu Rao/Kishanganj for a total consideration of Rs. 28,820 lacs includes Rs. 3,400 lacs on account of leasehold land out of which Rs. 2,400 lacs is subject to certain minimum profits being earned by PIL from the leasehold land. The status of these agreements is as under:
 - In terms of the Freehold Definitive Agreement dated February 16, 2004, the Company had, during the year 2003-04, recognised the sale of development rights to PIL in freehold land at Bara Hindu Rao for a consideration of Rs.14,449.92 lacs (excluding the outstanding of Rs.10,962.08 lacs against the sale of rights aggregating Rs. 39,567 lacs in the Previous years).
 - In terms of the "Leasehold Definitive Agreement" ("LDA") dated February 16, 2004 the Company had not recognized the revenue pending completion of certain conditions by both PIL and DCM Limited as envisaged in the LDA. During the current year, DCM Limited has substantially completed its obligation to get the leases restored/converted from leasehold to freehold and PIL has agreed to release the consideration in terms of said Agreement and also relinquish the condition of minimum profit being earned by PIL from the Leasehold land. As such, the Group has recognized proportionate income of Rs. 1,764.07 lacs (net of inter-company elimination) from sale of development rights in the said land with respect to area of leases restored / converted and corresponding costs of Rs. 620.74 lacs has been charged to the Statement of Profit and loss and reflected under "Change in inventories of finished goods, work in progress and land for development" in Note 24.b and the remaining amount of Rs. 379.26 lacs has been carried forward in "Land (for development)" under the head inventories in Note 17.

Pursuant to the above, in terms of the SORA and the definitive agreements referred to as above, all rights and obligations with respect to development of freehold land and leasehold land have been vested with PIL including the obligation towards advances received by the Company in the previous years against sale of flats on installment payment basis.

- The Company has in the previous years accounted for the impact of financial restructuring, resulting in rescheduling/ waiver of interest/ principal, including the modification of security terms, if any, with regard to partly convertible debentures, non convertible debentures, loans from Financial Institutions and certain inter corporate deposits as envisaged in the SORA.

After considering the effect of Delhi High Court order dated April 28, 2011, the Company, has complied with the debt repayment obligations including in respect of debentures, deposits, loans and related interest and where such amount has not been claimed by the concerned party, deposited an equivalent amount into a 'No Lien /Designated Account' with scheduled banks. Aggregate of amount so deposited as at the year end is Rs. 213.02 lacs (Previous year: Rs.331.86 lacs).

32. Estimated amount of contracts remaining to be executed on capital account (net of capital advances) and not provided for in the consolidated financial statements aggregate Rs. 208.63 Lacs (Previous year: Rs. 3,065.64 Lacs), including share of joint venture Rs. Nil (Previous year : Rs. 9.03 lacs).

33. Contingent liabilities not provided for:

Particulars	Current year Rs./Lacs	Previous year Rs./Lacs
Claims not acknowledged as debts: *		
– Income-tax matters	238.02	147.17
– Customs duty	12.55	12.55
– Sales tax	139.21	–
– Employees' claims (to the extent ascertained)	49.00	39.32
– Property tax	283.67	283.67
– Excise Duty	510.93	523.55
– Others	374.76	293.52
– Share of joint venture	160.79	93.63

* All the above matters are subject to legal proceedings in the ordinary course of business. The legal proceedings, when ultimately concluded will not, in the opinion of management, have a material effect on the consolidated results of operations or consolidated financial position of the Group.

34. Earnings per share:
- | | Current Year | Previous Year |
|--|--------------|---------------|
| (a) Profit/(loss) after taxation as per consolidated statement of profit and loss (Rs./lacs) | (432.65) | 3,771.47 |
| (b) Number of equity shares (face value of Rs. 10 per share) | 173,79,037 | 173,79,037 |
| (c) Basic and diluted earning per share (Rs. Per share) | (2.49) | 21.70 |
35. During the financial period 1992-93, DCM Limited revalued its land pertaining to its unit Hissar Textile Mills, Hissar, as of April 1, 1990, the date when DCM Limited was re-organised, on the basis of valuation carried out by an approved valuer. This revaluation resulted in a surplus of Rs. 969 lacs, which was credited to the revaluation reserve, already adjusted in previous years.
36. Capital advances includes Rs. 870.00 Lacs (Previous year: Rs. 870.00 Lacs) paid during the previous year to a party to acquire certain property under construction at New Delhi. The construction was a matter of litigation between the Builder and the local authorities. The High Court of Delhi has allowed the builder to construct the property subject to certain conditions. The management is confident that the advance paid to acquire the property is good and fully recoverable.
37. In the previous years, DCM Limited's claim for the refund of an Inter Corporate Deposit amounting to Rs.100 lacs against a body corporate was settled by the body corporate by issuing, in terms of an arbitration award, 0% non-cumulative, non-voting, redeemable preference shares of Rs.100 each to DCM Limited, redeemable within 20 years. The management is confident that the investment acquired by DCM Limited in preference shares of the body corporate is good and fully recoverable.
38. The Group's significant operating lease arrangements, entered into subsequent to March 31, 2001, are in respect of premises (residential, office, stores, godown, etc.). These leasing arrangements, which are cancellable, are renewable at mutually agreeable terms. The lease rentals charged as rent aggregate Rs. 167.68 lacs (Previous year: Rs. 185.90 lacs) under note 28.
39. The schedule of provisions as required to be disclosed in compliance with Accounting Standard-29 on "Provisions, Contingent liabilities and Contingent Assets" is as under:

Provision relating to	Opening balance as on 1st April, 2014	Additional provision created during the year	Utilisation/ (Reversed) during the year	Closing balance as on 31st March, 2015
Provision for sales return	69.48	310.26	294.18	85.56

40. The construction work by PIL on Central Square Project, i.e. on Plaza 1, 2 and 3, has commenced and actual cost incurred has reached milestones to enable recognition of revenue. Completion certificates of Plazas 1 and 3 of Central Square have been received from the appropriate authority and are now operational. PIL had started development activities in Plaza 4 in earlier years. With regard to its residential project, the PIL during an earlier year, entered into a Joint Development Agreement (JDA) with M/s Basant Projects Limited (Unity) for joint development of the PIL's Residential Project (Park Square) at Kishanganj, Delhi.

PIL, during earlier years, had made certain sale bookings of units in its Park Square and Central Square projects and is expected to incur losses on these sale bookings. PIL has recognized likely losses amounting to Rs. 536.63 (Previous year :Rs. 543.95 lacs) on such sale bookings of units forming part of Plaza 1, 2 and 3 of Central Square project and Rs. 4034.97 lacs (Previous year :Rs. 860.35 lacs) on such sale bookings of units forming part of Park Square project.

PIL has also received advances Rs. 3,431.98 lacs (Previous year :Rs. 3,730.08 lacs) for sale bookings of units in Plaza 4 of Central Square project and has presented these as 'advances from customers' under other current liabilities (share of the Group in these advances of joint venture are amounting Rs. 563.35 lacs {Previous year :Rs. 612.26 lacs} shown as share of joint venture under other current liabilities). The management of PIL

is yet to draw up construction plans for Plaza 4 of Central Square project as also cannot determine the resultant revenue including price escalations and other recoveries in terms of the Scheme of Restructuring and understanding arrived with the booking holders in respect of these bookings at this stage. Thus, the PIL's management has not been able to estimate the likely losses for such bookings under the plaza 4 of Central Square project and hence has not provided such losses in the financial statements of PIL.

41. Additions in fixed assets includes Rs. 144.59 (Previous year Rs. 212.97) as Borrowing cost capitalised and Rs. 21.00 lacs (previous year Rs. 31.10 lacs) on account of foreign exchange fluctuations capitalised during the year as fixed assets. Rs. 82.56 lacs (Previous year: Rs. 68.63 lacs) was capitalized as capital work in progress.
42. Details of loans and advances in the nature of loans, as per clause 32 of Listing Agreement where there is no repayment schedule are i) Bahubali Services Limited Rs. 155.46 lacs (Previous year: Rs. 155.46 lacs) {(Maximum amount outstanding Rs. 155.46 lacs (Previous year: Rs. 155.46 lacs))}, ii) Jaya Rapid Rollers Limited Rs. 22.22 lacs (Previous year: Rs. 22.22 lacs) {(Maximum amount outstanding Rs. 22.22 lacs (Previous year: Rs. 22.22 lacs))}, iii) LKP Merchant Financing Limited Rs. 84.25 lacs (Previous year: Rs. 84.25 lacs) {(Maximum amount outstanding Rs. 84.25 lacs (Previous year: Rs. 84.25 lacs))} and iv) DCM Employees Welfare Trust Rs. 279.90 lacs (Previous year: Rs. 279.90 lacs) {(Maximum amount outstanding Rs. 279.90 lacs (Previous year: Rs. 279.90 lacs))}.
43. **SEGMENT REPORTING**

- a) The business segments comprise the following:

Textiles	–	Yarn manufacturing.
IT Services	–	IT Infrastructure services and software development.
Real Estate	–	Development at DCM Limited's real estate site at Bara Hindu Rao / Kishan Ganj, Delhi.
Grey Iron Casting	–	Grey iron casting manufacturing
Other	–	Leasing / financing, investing & others.
- b) Business segments have been identified based on the nature and class of products and services, their customers and assessment of the differential risks and returns and financial reporting system within the Group.
- c) The geographical segments considered for disclosure are based on location of customers, broadly as under:
 - within India
 - outside India
- d) Segment accounting policies;
In addition to the significant accounting policies, applicable to the business as set out in note 2, the accounting policies in relation to segment accounting are as under:
 - (i) Segment assets and liabilities:
Segment assets include all operating assets used by a segment and consist principally of operating cash, debtors, inventories and fixed assets, net of allowances and provisions, which are reported as direct offsets in the balance sheet. Segment liabilities include all operating liabilities and consist principally of creditors and accrued liabilities. While most of the assets/liabilities can be directly attributed to individual segments, the carrying amounts of certain assets/liabilities pertaining to two or more segments are allocated to the segments on reasonable basis.
 - (ii) Segment revenue and expenses:
Joint revenue and expenses of segments are allocated amongst them on a reasonable basis. All other segment revenue and expenses are directly attributable to the segments.
 - (iii) Inter segment sales:
Inter-segment sales are accounted for at cost and are eliminated in consolidation.

Notes forming part of the consolidated financial statements continued

43. e) (i) Primary Segment information (Business Segments) for the year ended March 31, 2015

(Rs./lacs)

	Textiles		IT Services		Real Estate		Grey Iron Casting		Other		Segment Total		Unallocated		Total Company	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
1. Segment revenue (net of excise duty)																
– External sales/services	44,978.65	37,562.47	7,456.66	6,402.76	#3,333.62	2,979.52	37,157.28	39,732.03	–	–	92,926.21	86,676.78	–	–	92,926.21	86,676.78
– Other Operating income	3,095.86	2,927.22	–	–	32.52	*1,305.47	112.50	108.44	2.18	1.00	3,243.06	4,342.13	–	–	3,243.06	4,342.13
Total Revenue	48,074.51	40,489.69	7,456.66	6,402.76	3,366.14	4,284.99	37,269.78	39,840.47	2.18	1.00	96,169.27	91,018.91	–	–	96,169.27	91,018.91
2 Segment results	1,657.57	5,246.30	566.55	400.02	1,263.05	2,691.00	(845.94)	(103.05)	(5.94)	(7.81)	2,635.29	8,226.46	–	–	2,635.29	8,226.46
Unallocated corporate expenses/ income (net of unallocated income/ expenses)													(521.54)	(604.49)	(521.54)	(604.49)
3 Interest income													225.93	320.84	225.93	320.84
4 Profit before finance costs and tax															2,339.68	7,942.81
5 Finance Costs													3,294.40	2,381.79	3,294.40	2,381.79
6 Profit before tax															(954.72)	5,561.02
7 Provision for taxation													(64.08)	1,925.16	(64.08)	1,925.16
8 Profit after taxation															(890.64)	3,635.86
9 Other information																
(a) Segment assets	34,694.58	33,086.98	2,090.46	1,890.94	10,121.71	10,583.69	21,804.46	23,548.21	347.47	349.62	69,058.68	69,459.44	–	–	69,058.68	69,459.44
Investments													103.28	231.13	103.28	231.13
Other unallocated assets													2,659.83	2,221.22	2,659.83	2,221.22
Total Assets															71,821.79	71,911.79
(b) Segment liabilities	1,659.59	1,156.00	621.38	711.04	4,183.27	4,068.26	5,624.98	7,462.41	6.96	7.51	12,096.19	13,405.21	–	–	12,096.19	13,405.21
Share capital and reserves													20,943.71	22,265.55	20,943.71	22,265.55
Minority Interest													1,521.88	1,988.62	1,521.88	1,988.62
Loan funds													35,276.26	32,020.83	35,276.26	32,020.83
Other unallocated liabilities													1,983.75	2,231.58	1,983.75	2,231.58
Total liabilities															71,821.79	71,911.79
(c) Capital expenditure	4,926.61	7,946.04	22.88	18.91	14.00	13.77	2,269.95	1,796.31	–	–	7,233.44	9,775.03	48.12	104.70	7,281.56	9,879.73
(d) Depreciation	2,430.86	1,107.90	33.14	21.98	8.94	3.36	1,593.20	1,106.31	–	–	4,066.14	2,239.55	21.69	20.79	4,087.83	2,260.34
(e) Non-cash expenditure other than depreciation	1.39	3.99	16.26	5.98	–	–	20.19	5.64	–	2.89	37.84	18.50	–	–	37.84	18.50

e) (ii) Secondary segment information (Geographical segments)

Particulars	Current Year Rs./lacs	Previous Year Rs./lacs
Segment revenue (net of excise duty)		
– Revenue within India	#63,977.23	*61,237.93
– Revenue outside India	32,192.04	29,780.98
Total segment revenue	96,169.27	91,018.91
Segment assets		
– Within India	60,749.71	62,139.36
– Outside India	8,308.97	7,320.08
Total segment assets	69,058.68	69,459.44
Capital expenditure		
– Within India	7,281.07	9,879.31
– Outside India	0.51	0.42
Total segment capital expenditure	7,281.58	9,879.73

Includes the proportionate income of Rs. 1764.07 lacs (net of intra group elimination) recognised from the sale of leasehold development rights with respect to the area of leases restored / converted during the year. (Refer note 31).

* Includes exceptional income of Rs. Nil (Previous year :1,295.97 lacs) (Refer note 29).

44. Related party disclosures under Accounting Standard (AS) 18

A. Names of related party and nature of related party relationship

I. Key management personnel and/or Individuals having direct or indirect control or significant influence, and their relatives:

- a. Mr. Jitendra Tuli – Chairman and Managing Director (w.e.f. December 20, 2012).
- b. Dr. Vinay Bharat Ram – Chief Executive Officer
- c. Mr. Hemant Bharat Ram – President – Textiles
- d. Mr. Sumant Bharat Ram – Chief Operating & Finance Officer
- e. Mr. Rahil Bharat Ram – Son of Sumant Bharat Ram
- f. Mr. Yuv Bharat Ram – Son of Sumant Bharat Ram
- g. Dr. Uma Tuli (Wife of Mr. Jitendra Tuli)

II. Jointly controlled entity (JCE)

- a. Purearth Infrastructure Limited (PIL)

III. Enterprises where key management personnel have significant influence

- a. Aggresar Leasing and Finance Private Limited (ALFPL)
- b. Betterways Finance and leasing Private Limited (BFLPL)
- c. Xonix Enterprises Private Limited (XEPL)
- d. Lotus Finance & Investments Private Limited (LFIPL)
- e. Midopa Holdings Private Limited (MHPL)
- f. Lotte Trading and Allied Services Private Limited. (LTASPL)
- g. Juhi Developers Private Limited (JDPL)
- h. Teak Farms Private Limited (TFPL)

B. Transactions with related parties referred to in A above.

i) Transactions with jointly controlled entity:

Particulars	Current year	Previous year
Expenses recovered	193.07	198.63
Compensation Received	–	1295.57
Interest Income	18.07	54.87
Sale of development rights	1764.07	–
Advance / consideration for purchase of rights in flats	50.97	–
Balance outstanding at the year end:		
a) Trade Receivable		
- Current	2070.02	–
- Non current	–	1670.70
b) Other receivables		
- Current	65.64	726.42
c) Advance / consideration for purchase of rights in flat	490.96	439.99
d) Advance recoverable/ (payable)	17.98	1.48

ii) Transactions with enterprises where key management personnel have significant influence:

(Rs./Lacs)

Particulars		Others*	
		Current Year	Previous Year
Dividend Paid	ALFPL	111.50	111.50
	BFLPL	48.69	48.69
	XEPL	23.33	23.33
	Others	48.43	48.43
Guarantee taken during the year for loan obtained (Refer note 5)		JDPL/TFPL	2000.00
			–

* Enterprises where key management personnel have significant influence

iii) Transactions with key managerial personnel.	Current Year Rs./lacs	Previous Year Rs./lacs
Remuneration *		
– Dr. Vinay Bharat Ram	142.52	142.52
– Mr. Hemant Bharat Ram	286.31	280.76
– Mr. Sumant Bharat Ram	109.06	98.49
Sitting fees (including service tax)		
– Mr. Jitendra Tuli	1.91	0.45
Dividend paid		
– Dr. Vinay Bharat Ram	0.20	0.20
– Mrs. Panna Bharat Ram (Since deceased)	0.24	0.24
– Mr. Sumant Bharat Ram	0.36	0.36
– Mr. Rahil Bharat Ram	0.15	0.15
– Mr. Yuv Bharat Ram	0.14	0.14
Balance outstanding at the year end:		
Payables:		
– Dr. Vinay Bharat Ram	0.92	0.92
– Mr. Hemant Bharat Ram	–	2.63
– Mr. Sumant Bharat Ram	–	3.85
* Does not include provision for leave salary and contribution / provision towards gratuity, since the provision / contribution is made for the Group as a whole on actuarial basis.		

45. (a) There are no undisputed dues of wealth tax, excise duty, service tax, sales tax and cess, which have not been deposited by the Company. The details of disputed dues as of March 31, 2015 in respect of customs duty and income tax that have not been deposited by the Company, are as follows:

Name of the statute	Nature of The dues	Forum where pending	Total amount involved* (Rs. Lacs)	Amount paid under protest (Rs. Lacs)	Period to which the amount relates
Income-tax Act, 1961	Income-tax	Commissioner of Income Tax (Appeal)	76.35	38.31	Assessment year 2011-12
		Commissioner of Income Tax (Appeal)	66.08	66.08	Assessment year 2012-13
		Commissioner of Income Tax (Appeal)	9.36	5.00	Assessment year 2011-12
		Income Tax Appellate Tribunal	12.72	12.72	Assessment year 2008-09
		Income Tax Appellate Tribunal	12.33	–	Assessment year 2009-10
Customs Act, 1962	Customs Duty	Commissioner of Customs (Appeals)	12.55	–	1988-89
Central Excise tax law	Excise duty	Central Excise and Service Tax Appellate Tribunal	510.43	–	2004-05, 2005-06, 2006-07, 2008-09, 2006-07 to 2010-11
		Supreme Court	0.50	–	2002-03, 2003-04
Punjab VAT Act 2005	VAT	Assistant Excise and Taxation Commissioner	139.21	–	2010-11

* Amount as per demand orders including interest and penalty wherever indicated in the demand.

For the above purposes, statutory dues payable in India have been considered. Further, the demands raised and already set off by the Income-tax Authorities against the carried forward losses of the Company or the refunds due to the Company, being no longer due for payment, have not been considered.

- (b) The following matters which have been excluded from the above table have been decided in favour of the Company, although the concerned regulatory authority has preferred appeal at a higher level:

Name of the Statute	Nature of the Dues	Forum where pending	Amount (Rs. lacs)	Period to which the amount relates
Income -tax Act, 1961	Income- tax	Delhi High Court	442.48	Assessment years 1983-84 to 1990-91.
		Income Tax Appellate Tribunal	33.25	Assessment year 2010-11.
		Income Tax Appellate Tribunal	27.93	Assessment year 2009-10.

Notes forming part of the consolidated financial statements continued

- (c) The Group has been regular in transferring amounts to the Investor Education and Protection Fund after considering SORA, pursuant to which certain past dues have been rescheduled for repayment, in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made there under within time.

46. Quantitative data about Derivative Instruments

Nature of derivative	Number of deals		Purpose		Amount in foreign currency (in US\$) (Lacs)		Amount in Rs./Lacs	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Forward Contract	15	12	Hedge	Hedge	25.48	12.12	1,633.21	758.69

Foreign currency exposure of the group that is not hedged by derivative instruments or otherwise is as follows:

Particulars	Current Year			Previous Year		
	Amount in Foreign currency (Lacs)		Amount in Rs./Lacs	Amount in Foreign currency (Lacs)		Amount in Rs./Lacs
Trade Receivables	US\$	8.04	478.24	US\$	16.85	991.43
Cash and Bank	US\$	7.87	490.26	US\$	3.03	180.83
Loans and Advances	US\$	2.04	126.91	US\$	1.46	87.69
	Euro	0.55	45.37	Euro	3.16	260.52
Current Liabilities	US\$	7.10	444.12	US\$	9.29	555.99
	Euro	1.28	87.49	Euro	1.10	90.87
Provisions	US\$	1.00	62.32	US\$	0.50	29.87
Unsecured LongTerm Borrowings	Euro	0.55	37.72	Euro	2.31	189.90

47. Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013 :

Name of the entity	Net assets, i.e., total assets minus total liabilities		Share of profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount
Parent				
DCM Limited	64.08%	14,399.98	185.20%	801.31
Indian Subsidiaries				
DCM Realty Investment & Consulting Limited	1.38%	309.83	(0.46%)	(1.97)
DCM Tools & Dies Limited	0.03%	6.51	0.03%	0.11
DCM Textiles Limited	0.03%	5.87	0.01%	0.06
DCM Finance & Leasing Limited	0.05%	10.66	0.06%	0.26
DCM Engineering Limited	26.77%	6,016.50	(318.01%)	(1,375.85)
DCM Data Systems Limited	0.02%	4.99	0.00%	0.02
Minority Interests in all subsidiaries		1521.88		(457.99)
Indian Joint Ventures (as per proportionate consolidation)				
Purearth Infrastructure Limited	7.64%	1,716.25	33.15%	143.41

Notes forming part of the consolidated financial statements continued

48. The Group did not have any long term contracts including contracts for which there were any material foreseeable losses.
49. Pursuant to Companies Act, 2013 ('the Act') being effective from April 1, 2014, the Group has revised depreciation rates on fixed assets as per the useful life specified in Part 'C' of Schedule II of the Act. As a result of this change, the depreciation charge for the year ended March 31, 2015 is higher by Rs. 915.81 lacs. In respect of assets whose useful life is already exhausted as at 1 April 2014, depreciation of Rs. 271.36 lacs (net of tax impact of Rs. 125.03 lacs) has been adjusted in Reserves and Surplus in accordance with the requirements of Schedule II of the Act.
50. As per section 135 of the Companies Act, 2013 certain companies under the Group are required to spend on corporate social responsibility. During the year the Group has spent Rs. 22.74 lacs towards the CSR activities which includes Rs. 6.72 lacs towards share of joint venture.
51. The figures of the previous year have been regrouped / recast to conform to the current year's classification/ disclosure.

Signatures to notes 1 to 51

For and on behalf of the Board of Directors

Jitendra Tuli
Chairman and Managing Director
Sumant Bharat Ram
Chief Operating & Finance Officer

Bipin Maira
Director
Ashwani Singhal
Executive Vice President
(Finance and Accounts)

Yadvinder Goyal
Company Secretary

Place : New Delhi
Date : May 28, 2015

✂

DCM LIMITED

Registered Office: Vikrant Tower, 4, Rajendra Place, New Delhi - 110008
CIN: L74899DL1889PLC000004,
e-mail: investors@dcm.in, website: www.dcm.in,
Ph: 011-25719967, **Fax:** 011-25765214

PROXY FORM

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

125TH ANNUAL GENERAL MEETING - AUGUST 18, 2015

Name of the Member(s):

Registered address:

Email:

--

Folio No. / Client ID:

--	--	--	--	--	--	--	--

DP ID:

--	--	--	--	--	--	--	--

I/ We, being the member(s) of shares of the DCM Limited, hereby appoint;

Name : Email :

Address :

..... Signature :

or failing him/ her;

Name : Email :

Address :

.....Signature :

or failing him/ her;

Name : Email :

Address :

.....Signature :

as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 125th Annual General Meeting of the Company, to be held on Tuesday, August 18, 2015, at 1:00 p.m. at the MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, New Delhi - 110054, and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution Number	Resolutions	Vote (Optional see Note 4)	
		For	Against
Ordinary Business			
1	Adoption of: a. the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2015 together with Report of Auditors thereon		
2	Declaration of final dividend for the financial year ended March 31, 2015 and confirmation of the payment of interim dividend paid during the financial year ended March 31, 2015		
3	Appointment of a director in place of Mr. Jitendra Tuli, who retires by rotation and being eligible, offers himself for re- appointment		
4	Appointment of M/s BSR & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration		
Special Business			
5	Appointment of Mr. Arun Kumar Vedhera as a Director of the Company, liable to retire by rotation		
6	Approval of the Remuneration of the Cost Auditors for financial year 2015-16		
7	Re-appointment of Mr. Jitendra Tuli as Managing Director of the Company		

Signed this day of 2015

.....
Signature of the member

Affix revenue
stamp of not
Less than
Rs. 0.15

.....
Signature of the first proxy holder

.....
Signature of the second proxy holder

.....
Signature of the third proxy holder

Notes:

- This form of proxy in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**
- A Proxy need not be a member of the Company.**
- 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 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.
- It is optional to indicate your preference. Please put '√' 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 may deem appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

DCM LIMITED**Registered Office:** Vikrant Tower, 4, Rajendra Place, New Delhi - 110008**CIN:** L74899DL1889PLC000004,**e-mail:** investors@dcm.in, website: www.dcm.in,**Ph:** 011-25719967, **Fax:** 011-25765214**ATTENDANCE SLIP****125TH ANNUAL GENERAL MEETING - AUGUST 18, 2015**

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 125th Annual General Meeting of the Company at the MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, New Delhi - 110054, on Tuesday, August 18, 2015, at 1:00 P.M.

Member's Folio/DP. ID - Client ID No.

Name of the member / proxy
(in BLOCK letters)

Signature of the member / proxy

Note : 1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

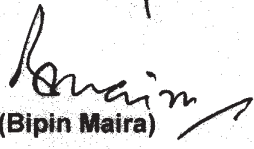
2. No bags, briefcases, drinks and eatables will be allowed to be carried inside the auditorium.

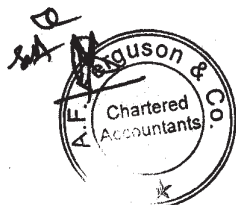
**DCM LIMITED****Registered Office:** Vikrant Tower, 4, Rajendra Place, New Delhi - 110008**CIN:** L74899DL1889PLC000004,**e-mail:** investors@dcm.in, website: www.dcm.in,**Ph:** 011-25719967, **Fax:** 011-25765214**REMOTE - VOTING PARTICULARS**

EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD / PIN

Note: Please read instructions given at Note Nos. 18 to 22 of the Notice of the 125th Annual General Meeting carefully before voting electronically.

FORM A**(Pursuant to Clause 31(a) of Listing Agreement)**

1.	Name of the Company	DCM Limited
2.	Annual standalone financial statements for the year ended	March 31, 2015
3.	Type of Audit observation	Not applicable
4.	Frequency of observation	Not applicable
	- Chairman and Managing Director - Chief Operating and Financial Officer - Chairman (Audit Committee) - Auditors of the Company	 (Jitendra Tuli)  (Sumant Bharat Ram)  (Bipin Maira) Refer our audit report dated May 28, 2015 on the standalone Financial Statements of the Company For A.F. Ferguson & Co. Chartered Accountants (Firm Registration No. 112066W)  Manjula Banerji Partner (Membership No. 086423) New Delhi, May 28, 2015



FORM B

(Pursuant to Clause 31(a) of Listing Agreement)

1.	Name of the Company	DCM Limited
2.	Annual Consolidated financial statements for the year ended	March 31, 2015
3.	Type of Audit qualification	Qualified: Basis for Qualified Opinion paragraph in Audit Report to the consolidated financial statements for the year ended March 31, 2015 In case of the jointly controlled entity, the other auditors who has audited the financial statements of the jointly controlled entity has reported that Purearth Infrastructure Limited (jointly controlled entity) has received advances during earlier years aggregating Rs. 3,431.98 lacs for certain bookings in Plaza 4 of Central Square project and has presented these as 'advances from customers' (share of the Group in these advances are aggregating Rs. 563.35 lacs). The jointly controlled entity has not provided for likely losses, if any, in respect of these bookings. As explained by the management of jointly controlled entity that it is not practicable to determine likely loss on these sale bookings as the management is yet to draw a construction plans for Plaza 4 of Central Square project as also the resultant price escalations and other recoveries in terms of the Scheme of Restructuring and understanding arrived at with the booking holders of this project. The report of the other auditors states that pending the determination of such amounts, they are unable to determine the impact, if any, of such accrual. Refer note 40 of consolidated financial statements. The matter was also qualified in our report (based on the report of other auditors) on the consolidated financial statements for the year ended March 31, 2014.
4.	Frequency of qualification	This qualification is appearing since financial year 2013-14.
5.	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report	Qualification Refer note 40 to notes to the Consolidated financial statements. Clarification on above is given in "Director's view on auditor's observation" in Director's report. Purearth Infrastructure Limited, a joint venture company, has received advances Rs. 3,431.98 lacs (Group's share in advances of joint venture are Rs. 563.35 lacs) for certain bookings of units in its Plaza 4 of Central Square Project (referred as 'said Project'). The said advances have been shown as 'Advances from customers' under 'Other Current Liabilities'. The management of the joint venture company is yet to draw up construction plans for said Project. Further, the revenue including price escalations and other recoveries in terms of the Scheme of Restructuring and understanding arrived with the booking holders of the said Project cannot be determined at this stage. Thus, the management of Joint Venture could not be able to estimate the likely losses for such bookings under the 'Plaza 4 of Central Square Project' and hence have not been provided in the financial Statement of the joint venture company.

T. K. S. T.



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6. Additional comments from the board/audit committee chair	In respect to Qualification The Company is having 16.41% equity interest in the jointly controlled entity. The majority stake in the said joint venture Company is held by Joint venture partners. In terms of Accounting Standard (AS) – 27 “Financial Reporting of interest in joint venture”, the Company is required to consolidate its interest in joint venture company using proportionate consolidation. The qualification appearing in financial statements of joint venture company has been dealt in the consolidated financial statements of the Group. The said qualification in the financial statements of joint venture company has been appearing in respect of accounting of likely losses for the bookings under the Plaza 4 of Central Square Project of Joint Venture Company (referred as ‘said Project’). The management of the joint venture company is yet to draw up construction plans for said Project. Further, the revenue including price escalations and other recoveries in terms of the Scheme of Restructuring and understanding arrived with the booking holders of the said Project cannot be determined at this stage. Thus, the management of Joint Venture could not be able to estimate the likely losses for such bookings under the ‘Plaza 4 of Central Square Project’ and hence have not been provided in the financial Statement of the joint venture company.
- Chairman and Managing Director - Chief Operating and Financial Officer - Chairman (Audit Committee) - Auditors of the Company	 <i>Jitendra Tuli</i> (Jitendra Tuli) <i>(Signature)</i> (Sumant Bharat Ram) <i>(Signature)</i> (Bipin Maira) Refer our audit report dated May 28, 2015 on the Consolidated Financial Statements of the Company For A.F. Ferguson & Co. Chartered Accountants (Firm Registration No. 112066W) <i>(Signature)</i> Manjula Banerji Partner (Membership No. 086423) New Delhi, May 28, 2015

